Yues International Holdings Group Limited
樂氏國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1529)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2024

FINANCIAL HIGHLIGHTS

For the Year, operating results of the Group were as follows:

- The Group recorded revenue of approximately RMB256.2 million (2023: approximately RMB133.9 million), representing an increase of approximately RMB122.3 million or approximately 91.4% as compared with the Previous Year.

- Loss for the Year was approximately RMB30.1 million (Previous Year: approximately RMB34.2 million) which is mainly attributable to the increase in revenue generated from the provision of transportation service, warehousing service and in-plant logistic service of approximately RMB122.0 million by the Group, the increase in subcontracting expenses of approximately RMB123.3 million, the decrease in lease payment relating to short-term leases of approximately RMB29.4 million, increase of depreciation of right-of-use assets of approximately RMB3.6 million, and the recognition of impairment loss on trade receivables and loan and interest receivables of approximately RMB2.1 million and RMB7.6 million respectively.

- The basic loss per share for the Year was approximately RMB19.44 cents (Previous Year: approximately RMB32.77 cents).

- The Directors do not recommend the payment of a final dividend for the Year (Previous Year: nil).

ANNUAL RESULTS

The board (the "**Board**") of directors (the "**Director(s)**") of Yues International Holdings Group Limited (the "**Company**", together with its subsidiaries, the "**Group**") is pleased to announce the audited consolidated results of the Group for the year ended 31 December 2024 (the "**Year**"), together with the comparative figures for the year ended 31 December 2023 (the "**Previous Year**").

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

	Note	**2024** *RMB'000*	2023 *RMB'000*
Revenue	*3*	**256,214**	133,881
Other income, gains and losses, net		**9,100**	9,595
Employee benefits expenses		**(71,922)**	(66,744)
Subcontracting expenses		**(156,964)**	(33,714)
Lease payment relating to short-term leases		**(5,876)**	(35,291)
Depreciation of property, plant and equipment		**(1,205)**	(1,637)
Depreciation of right-of-use assets		**(7,429)**	(3,852)
Impairment of right-of-use assets		**(1,947)**	(2,846)
Amortisation of intangible assets		**(165)**	(27)
Impairment loss on trade receivables		**(2,055)**	–
Impairment loss on loan and interest receivables		**(7,574)**	–
Other expenses	*5*	**(36,348)**	(31,714)
Operating loss		**(26,171)**	(32,349)
Finance costs	*6*	**(3,971)**	(1,057)
Loss before income tax		**(30,142)**	(33,406)
Income tax credit/(expenses)	*7*	**86**	(757)
Loss for the year		**(30,056)**	(34,163)
Attributable to:			
Owners of the Company		**(24,710)**	(34,431)
Non-controlling interests		**(5,346)**	268
		(30,056)	(34,163)
		RMB cents	*RMB cents* (Restated)
Loss per share			
Basic and diluted	*10*	**(19.44)**	(32.77)

	2024	2023
	RMB'000	*RMB'000*
Loss for the year	**(30,056)**	(34,163)
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss:		
Exchange difference arising on translation of foreign operations, net of nil tax	**(1,851)**	(3,102)
Reclassification adjustment on exchange reserve released upon disposal of subsidiaries	**2,187**	–
Other comprehensive income/(expense) for the year	**336**	(3,102)
Total comprehensive expense for the year	**(29,720)**	(37,265)
Attributable to:		
Owners of the Company	**(24,374)**	(37,533)
Non-controlling interests	**(5,346)**	268
	(29,720)	(37,265)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

	Note	2024 RMB'000	2023 RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment		**2,821**	2,885
Right-of-use assets		**23,038**	21,719
Goodwill and intangible assets		**2,158**	2,045
Deferred income tax assets		**975**	241
Rental deposits	*11*	**2,671**	675
Loan receivables	*11*	**17,892**	11,692
Deposit in relation to purchase of property, plant and equipment		**36,167**	36,167
Financial assets at fair value through profit or loss		**–**	4,580
Total non-current assets		**85,722**	80,004
Current assets			
Trade and other receivables	*11*	**81,224**	92,677
Amount due from a non-controlling shareholder		**30,048**	32,121
Amount due from a director		**110**	–
Time deposit with original maturity over three months		**10,000**	–
Cash and cash equivalents		**49,723**	78,026
Total current assets		**171,105**	202,824
Total assets		**256,827**	282,828
EQUITY			
Share capital	*13*	**11,469**	9,770
Reserves		**118,474**	128,686
Equity attributable to owners of the Company		**129,943**	138,456
Non-controlling interests		**3,475**	5,352
Total equity		**133,418**	143,808

	Note	**2024**	2023
		RMB'000	*RMB'000*
LIABILITIES			
Non-current liabilities			
Lease liabilities		**4,154**	19,593
Other payables	*12*	**8,178**	8,178
Contingent consideration payable for business combination		**–**	8,115
Deferred income tax liabilities		**364**	284
Total non-current liabilities		**12,696**	36,170
Current liabilities			
Trade and other payables	*12*	**48,294**	38,819
Contract liabilities		**474**	566
Bank and other borrowings		**50,784**	52,602
Lease liabilities		**11,132**	5,896
Amount due to a director		**–**	4,581
Current income tax liabilities		**29**	386
Total current liabilities		**110,713**	102,850
Total liabilities		**123,409**	139,020
Total equity and liabilities		**256,827**	282,828

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2024

1 GENERAL INFORMATION

Yues International Holdings Group Limited (the "**Company**") was incorporated in the Cayman Islands as an exempted company with limited liability and its issued shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The registered address of the Company is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.

The principal place of business of the Company in Hong Kong has been changed from Room 3, 5/F., United Centre, 95 Queensway, Admiralty, Hong Kong to Office C, 23rd Floor, Centre Mark II, 305–313 Queen's Road Central, Hong Kong with effect from 27 May 2024. The principal place of business of the Company in the People's Republic of China (the "**PRC**") is Units 1301 and 1302, 13/F., Citic Plaza, No.233, Tianhe Road North, Guangzhou, the PRC.

The Company is an investment holding company and together with its subsidiaries (collectively, the "**Group**") are principally engaged in the provision of transportation, warehousing, in-plant logistics and customisation services.

The consolidated financial statements are presented in thousands of Renminbi ("**RMB'000**"), unless otherwise stated. The consolidated financial statements have been approved for issue by the board of directors of the Company on 28 March 2025.

2 BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

(a) Compliance with HKFRSs, HKCO and Listing Rules

The consolidated financial statements of the Company have been prepared in accordance with all applicable 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 ("**HKICPA**"), and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622 of the laws of Hong Kong) ("**HKCO**"). These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange.

(b) Measurement basis

The consolidated financial statements have been prepared on a historical cost basis, except for the financial assets at fair value through profit or loss ("**FVPL**") and contingent consideration payable for business combination, which are measured at fair values.

(c) New and amended standards adopted by the Group

The following amended HKFRSs are adopted for the financial year beginning 1 January 2024, but have no material effect on the Group's reported results and financial position for the current and prior accounting periods.

- HKAS 1 (Revised) (Amendments), Presentation of Financial Statements
- HKAS 7 (Amendments), Statement of Cash Flows — HKFRS 7 (Amendments), Financial Instruments: Disclosures
- HKFRS 16 (Amendments), Leases
- HK Interpretation 5 (Revised), Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The Group has not early adopted any new or amended HKFRSs that are not yet effective for the current accounting period.

(d) New standards, amendments and interpretations not yet adopted

The following new accounting standards and interpretations have been published but are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group.

		Effective for annual periods beginning on or after
Amendments to HKAS 21	Lack of Exchangeability	1 January 2025
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11	1 January 2026
HKFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

Except for the new HKFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of all these new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 “Presentation and Disclosure in Financial Statements”

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

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group in the process of assessing the detailed impact of HKFRS 18 on the Group’s consolidated financial statements.

3 REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregation of revenue from contracts with external customers

	2024	2023
	RMB'000	*RMB'000*
Revenue from contracts with customers within the scope of HKFRS 15:		
Recognised over time		
— Transportation service	**173,683**	50,335
— Warehousing service	**23,976**	19,276
— In-plant logistics service	**56,836**	62,932
Recognised at a point in time		
— Customisation service	**1,719**	1,338
	256,214	133,881

All revenue contracts have an expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to those unsatisfied performance obligations under these contracts is not disclosed.

4 SEGMENT INFORMATION

The Group's operating segments, which also represent the Group's reportable segments, are determined based on information reported to the chief operating decision-maker of the Group, who has been identified as the executive directors of the Company. Chief operating decision-maker reviews the Group's internal reports in order to assess performance, allocate resources and determine the operating segments.

The Group is organised into business units based on their products and services and has four reportable operating segments as follows:

(i) Transportation service;

(ii) Warehousing service;

(iii) In-plant logistics service; and

(iv) Customisation service.

Reportable segment results represent the profit or loss resulted by each segment and exclude interest income from bank deposits, loan receivables measured at amortised cost, fair value change of financial assets at FVPL and contingent consideration payable for business combination, and unallocated corporate income and expenses.

The following is an analysis of the Group's revenue from contracts with customers and results by segment:

Year ended 31 December 2024

	Transportation service *RMB'000*	Warehousing service *RMB'000*	In-plant logistics service *RMB'000*	Customisation service *RMB'000*	Total *RMB'000*
Segment revenue:					
Sales to external customers	**173,683**	**23,976**	**56,836**	**1,719**	**256,214**
Segment results	**5,584**	**(15,130)**	**5,278**	**(1,346)**	**(5,614)**
Interest income from bank deposits					**761**
Interest income from loan receivables					**2,867**
Unrealised loss on fair value change of financial assets at FVPL					**(4,580)**
Fair value change on contingent consideration payable for business combination					**8,115**
Unallocated corporate income					**3,637**
Unallocated corporate expenses					**(35,328)**
Loss before income tax					**(30,142)**

	Transportation service *RMB'000*	Warehousing service *RMB'000*	In-plant logistics service *RMB'000*	Customisation service *RMB'000*	Unallocated *RMB'000*	Total *RMB'000*
Other segment information:						
Amortisation of intangible assets	**165**	**–**	**–**	**–**	**–**	**165**
Depreciation of property, plant and equipment	**76**	**167**	**17**	**–**	**945**	**1,205**
Depreciation of right-of-use assets	**805**	**3,693**	**–**	**–**	**2,931**	**7,429**
Loss on disposal of property, plant and equipment	**3**	**10**	**–**	**–**	**–**	**13**
Impairment of right-of-use assets	**–**	**1,947**	**–**	**–**	**–**	**1,947**
Impairment loss on trade receivables	**2,055**	**–**	**–**	**–**	**–**	**2,055**
Impairment loss on loan and interest receivables	**–**	**–**	**–**	**–**	**7,574**	**7,574**

Year ended 31 December 2023

	Transportation service *RMB'000*	Warehousing service *RMB'000*	In-plant logistics service *RMB'000*	Customisation service *RMB'000*	Total *RMB'000*
Segment revenue:					
Sales to external customers	50,335	19,276	62,932	1,338	133,881
Segment results	10,256	(30,705)	14,127	(377)	(6,699)
Interest income from bank deposits					1,052
Interest income from loan receivables					4,478
Unrealised loss on fair value change of financial assets at FVPL					(1,513)
Fair value change on contingent consideration payable for business combination					(63)
Unallocated corporate income					5,641
Unallocated corporate expenses					(36,302)
Loss before income tax					(33,406)

	Transportation service *RMB'000*	Warehousing service *RMB'000*	In-plant logistics service *RMB'000*	Customisation service *RMB'000*	Unallocated *RMB'000*	Total *RMB'000*
Other segment information:						
Amortisation of intangible assets	27	–	–	–	–	27
Depreciation of property, plant and equipment	214	131	–	–	1,292	1,637
Depreciation of right-of-use assets	–	2,496	–	–	1,356	3,852
Gain on disposal of property, plant and equipment	–	(485)	–	–	–	(485)
Impairment of right-of-use assets	–	2,846	–	–	–	2,846

Segment assets and liabilities

No segment assets and segment liabilities and other segment information are presented as such amounts are not reviewed by the Group's chief operating decision-makers for the purpose of resource allocation and performance assessment or otherwise regularly provided to the Group's chief operating decision-makers.

Geographical information

The Group principally operates in the PRC.

During the year ended 31 December 2024, 98% (2023: 96%) of the Group's revenue from external customers, based on the operation location of respective customers, is derived from the PRC.

The Group's non-current assets other than goodwill, deferred income tax assets and financial instruments by geographical locations, which are determined by the geographical locations in which the asset is located in the case of property, plant and equipment, right-of-use assets, intangible assets and deposit in relation to purchase of property, plant and equipment are as follows:

	2024	2023
	RMB'000	*RMB'000*
Non-current assets		
The PRC	**63,175**	62,380
Hong Kong	**306**	11
	63,481	62,391

Information about major customers

Revenue from major customers, each of whom amounted to 10% or more of the Group's revenue, is set out below:

	2024	2023
	RMB'000	*RMB'000*
Customer A	**57,322**	24,568
Customer B	**49,800**	51,759

5 OTHER EXPENSES

	2024	2023
	RMB'000	*RMB'000*
Auditor's remuneration	**968**	1,283
Entertainment expenses	**2,747**	2,453
Fleet operating expenses	**4,906**	4,682
Insurance expenses	**752**	806
Legal and professional fees	**6,016**	5,103
Other taxes and surcharges	**525**	318
Outsourced labour costs	**10,959**	9,464
Repair and maintenance expenses	**810**	435
Telephone and communication fees	**368**	360
Travelling expenses	**1,383**	1,511
Utilities expenses	**981**	575
Other operating expenses	**5,933**	4,724
	36,348	31,714

6 FINANCE COSTS

	2024	2023
	RMB'000	*RMB'000*
Interest expenses on lease liabilities	**968**	501
Interest expenses on bank and other borrowings	**3,003**	556
	3,971	1,057

7 INCOME TAX

(a) PRC Enterprise Income Tax

The PRC Enterprise Income Tax ("EIT") is calculated at 25% (2023: 25%) of the estimated assessable profits for the current year.

Certain subsidiaries of the Company is entitled to preferential tax concession rate at 15% as it has obtained the High and New Tech Enterprises licence.

Certain subsidiaries of the Company is qualified as a small and thin-profit enterprise. Provision for the EIT has been provided at a tax rate of 5% on the annual taxable income up to RMB3,000,000 (inclusive) arising in the PRC during the period.

(b) Hong Kong Profits Tax

Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) on the estimated assessable profit. No provision for Hong Kong Profits Tax has been made for the subsidiaries incorporated in Hong Kong as there are no assessable profits for both current and prior years.

(c) Egypt corporate income tax

Egypt corporate income tax is calculated at 22.5% (2023: 22.5%) of the estimated assessable profits for the current year.

(d) Income tax from other tax jurisdictions

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Taxation recognised in the consolidated statement of profit or loss represents:

	2024	2023
	RMB'000	*RMB'000*
The PRC Enterprise Income Tax		
Current year	**39**	3
Overseas Income tax		
Current year	**529**	373
Deferred income tax		
Origination and reversal of temporary differences	**(654)**	381
Income tax (credit)/expenses	**(86)**	757

8 DISPOSAL OF SUBSIDIARIES AND ACQUISITION OF SUBSIDIARIES UNDER BUSINESS COMBINATION

(a) Disposal of subsidiaries during the year ended 31 December 2024

On 26 August 2024, the Group disposed of its 100% equity interest in Goal Rise Logistics (Overseas) Investments Limited and its subsidiaries to an independent third party at a cash consideration of RMB3,500,000.

The net assets of Goal Rise Logistics (Overseas) Investments Limited and its subsidiaries at the date of disposal were as follows:

	RMB'000
Trade and other receivables	682
Cash and cash equivalents	4,717
Trade and other payables	(1,923)
Current income tax liabilities	(476)
Net assets disposed of	3,000
Loss on disposal of subsidiaries	(1,687)
Reclassification adjustment on exchange reserve released upon disposal	2,187
	3,500
Satisfied by:	
Cash consideration	3,500
Net cash outflow arising on disposal:	
Cash consideration	3,500
Cash and cash equivalents disposed of	(4,717)
	(1,217)

(b) Acquisition of a subsidiary under business combination during the year ended 31 December 2024

On 30 July 2024, the Company, through Guangdong Yues International Logistics Co., Ltd. (formerly known as Guangdong Yues International Intelligent Logistics Co., Ltd.), a wholly-owned subsidiary of the Company (the "**Guangdong Yues International**") entered into a capital contribution agreement with Keshiketeng Banner Meixuan Logistics Co., Ltd. ("**Keshiketeng Banner Meixuan**"), whereby Guangdong Yues International subscribed newly increased registered share capital of Keshiketeng Banner Meixuan representing approximately 51.2217% equity interest in Keshiketeng Banner Meixuan at a cash consideration of RMB3,920,000. Keshiketeng Banner Meixuan is principally engaged in provision transportation and warehousing services. The transaction was completed on 7 August 2024. The acquisition has been accounted for as acquisition of business using the acquisition method.

The primary reason for the above acquisition was for the expansion of the Group's business and to increase returns to its shareholders.

The fair values of the identifiable assets and liabilities of Keshiketeng Banner Meixuan as at the date of acquisition were as follows:

	RMB'000
Property, plant and equipment	13
Right-of-use assets	6,114
Trade and other receivables	2,713
Cash and cash equivalents	3,920
Lease liabilities	(5,500)
Trade and other payables	(149)
Net identifiable assets acquired	7,111
Non-controlling interests#	(3,469)
Net identifiable assets attributable to owners of the Company	3,642
Goodwill arising on business combination	278
Total consideration	3,920
Satisfied by:	
Cash consideration	3,920
Net cash arising on acquisition:	
Cash consideration	(3,920)
Less: Cash and cash equivalents acquired	3,920
	–

Non-controlling interests are measured at the non-controlling interests' proportionate share of fair value of the identifiable net assets of the acquired subsidiary.

Note:

Goodwill arose from the above acquisition by the Group is mainly attributable to the benefit of expected revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

The acquisition-related costs are insignificant and are included in other expenses.

Impact of acquisition on the results of the Group

The acquired subsidiary contributed approximately RMB3,545,000 to the Group's revenue and resulted loss of approximately RMB617,000 for the period between the date of acquisition and the end of the year ended 31 December 2024.

Had the above acquisition been complete as at 1 January 2024, the total amount of revenue of the Group for the year would have been approximately RMB258,704,000 and the amount of the loss for the year would have been approximately RMB27,110,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the year, nor is it intended to be a projection of future results.

9 DIVIDENDS

The directors of the Company did not recommend the payment of any dividend for the years ended 31 December 2024 and 2023.

10 LOSS PER SHARE

(a) Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the year.

	2024	2023
	RMB'000	*RMB'000*
Loss for the year attributable to the owners of the Company	**24,710**	34,431

	2024	2023
		(Restated)
Weighted average number of ordinary shares in issue (number of shares in thousands)	**127,092**	105,066

The weighted average number of ordinary shares for the calculation of the basic and diluted loss per share for the year ended 31 December 2023 have been adjusted retrospectively to reflect the impact of share consolidation during the year ended 31 December 2024.

(b) Diluted loss per share

Diluted loss per share is the same amount as the basic loss per share for the years ended 31 December 2024 and 2023 as the Company has no dilutive potential ordinary shares.

11 TRADE AND OTHER RECEIVABLES

	2024	2023
	RMB'000	*RMB'000*
Trade receivables arising from contracts with customers *(Note (a))*	**67,832**	39,913
Prepayments	**8,439**	12,147
Other receivables	**3,279**	1,082
Rental deposits	**3,602**	5,710
Loan and interest receivables	**18,635**	46,192
	101,787	105,044
Less: Non-current portion		
— Loan and interest receivables	**(17,892)**	(11,692)
— Rental deposits	**(2,671)**	(675)
Current portion	**81,224**	92,677

Note:

(a) Trade receivables

The Group normally grants credit terms to its customers ranging from 0 to 150 days. The ageing analysis of the trade receivables based on invoice date is as follows:

	2024	2023
	RMB'000	*RMB'000*
Within 30 days	**63,292**	27,411
31 to 90 days	**3,141**	5,666
91 to 180 days	**206**	5,696
Over 180 days	**1,193**	1,140
	67,832	39,913

12 TRADE AND OTHER PAYABLES

	2024	2023
	RMB'000	*RMB'000*
Trade payables	**38,695**	19,659
Accrued employee benefit expenses	**5,252**	5,176
Advance from a business partner	**8,178**	8,178
Other accrued expenses and other tax payables	**1,829**	3,443
Other payables	**2,518**	10,541
	56,472	46,997
Less: Non-current portion		
— Advance from a business partner	**(8,178)**	(8,178)
Current portion	**48,294**	38,819

The credit period granted by the Group's suppliers mainly ranges from 30 to 90 days.

The ageing analysis of the trade payables based on invoice date were as follows:

	2024	2023
	RMB'000	*RMB'000*
1 to 30 days	**28,757**	15,589
31 to 60 days	**4,012**	2,011
61 to 90 days	**1,616**	393
Over 90 days	**4,310**	1,666
	38,695	19,659

13 SHARE CAPITAL

	Number of shares (thousand)		Share capital	
	2024	2023	**2024**	2023
			HKD'000	*HKD'000*
Authorised:				
At 1 January	**10,000,000**	10,000,000	**100,000**	100,000
Share consolidation *(Note (c))*	**(9,000,000)**	(9,000,000)	**–**	–
At 31 December	**1,000,000**	1,000,000	**100,000**	100,000
Issued and fully paid:				
At 1 January	**1,141,280**	964,400	**11,412**	9,644
Issue of shares through share placing *(Note (a))*	**–**	176,880	**–**	1,768
Issue of shares through share placing *(Note (b))*	**192,880**	–	**1,929**	–
Share consolidation *(Note (c))*	**(1,200,744)**	–	**–**	–
At 31 December	**133,416**	1,141,280	**13,341**	11,412

	2024	2023
	RMB'000	*RMB'000*
Share capital presented in consolidated statement of financial position	**11,469**	9,770

All shares issued during the years ended 31 December 2024 and 2023 rank pari passu in all respects with the existing shares of the Company.

Note:

(a) On 7 July 2023, the Company issued an aggregate of 176,880,000 shares with a price of HKD0.196 each. The gross proceed from the share placing was approximately HKD34,669,000 (equivalent to approximately RMB31,981,000).

(b) On 30 April 2024, the Company issued an aggregate of 192,880,000 shares with a price of HKD0.097 each. The gross proceed from the share placing was approximately HKD18,709,000 (equivalent to approximately RMB16,474,000).

(c) Pursuant to an ordinary resolution passed by the shareholders of the Company at an extraordinary general meeting held on 6 November 2024, every ten issued and unissued shares of HKD0.01 each in the share capital of the Company were consolidated into one share of HKD0.1 each with effect from 8 November 2024.

14 EVENTS AFTER THE REPORTING PERIOD

(a) Disposal of equity interest and shareholder's loan in Zhongshan Haihui Technology Logistics (Group) Company Limited ("Haihui") and termination of put option

Reference is made to the announcements of the Company dated 31 July 2023 and 22 December 2023 in relation to, among other things, the sale and purchase agreement and an amendment agreement (collectively, "**the 2023 Agreements**") entered between the Group, the Vendor and the Haihui in respect of the Acquisition as well as the Put Option.

Due to the highly fragmented and competitive nature of the logistics market in the PRC, especially in the road transport sector, Haihui faces significant market pressure and has not demonstrated the expected level of synergy with the Group. The management of the Company is of the view that Haihui Group is unlikely to fulfill the Guarantee Profit and therefore decided to terminate the 2023 Agreements as well as the Put Option, which allow the Group to focus on core strategic areas, reduce exposure to market risks, thereby enhancing the operational efficiency of the Group.

On 20 December 2024, Guangdong Yues International Logistics Co., Ltd. ("**Guangdong Yues International**"), Mr. Wang Haixi, Ms. Guo Chonghui and Haihui entered into the Sale and Purchase Agreement (the "**SPA**"), pursuant to which Mr. Wang Haixi has conditionally agreed to purchase, and Guangdong Yues International has conditionally agreed to sell, the Sales Shares in Haihui at a consideration of RMB1 (the "**Disposal**").

On 20 December 2024, Guangdong Yues International, an independent third party (the "**Purchaser**") and Haihui entered into a loan transfer agreement (the "**Loan Transfer Agreement**"), pursuant to which the Purchaser shall acquire from Guangdong Yues International the shareholder's loan at a consideration of RMB7,000,000.

On 20 December 2024, Guangdong Yues International, Mr. Wang Haixi, and Haihui entered into a termination agreement (the "**Termination Agreement**"), pursuant to which all the parties to the Termination Agreement have agreed to terminate the Acquisition Agreement and the Put Option at nil consideration (the "**Termination of Put Option**").

The management of the Company is of the view that the Disposal does not meet the held for sale definition as per HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", as the completion of the transactions is subject to approval at an extraordinary general meeting scheduled on 27 January 2025. Hence, the disposal of assets and liabilities of Haihui Group were not classified as disposal groups held for sale as at 31 December 2024.

Details of the above transactions can be referred to announcement and circular issued by the Company dated 20 December 2024 and 10 January 2025 respectively.

The above transactions were approved by the shareholders in an extraordinary general meeting on 27 January 2025 and completed on 8 February 2025. Upon completion, Haihui and its subsidiaries (together "**Haihui Group**") will cease to be subsidiaries of the Company. Accordingly, the financial results of Haihui Group will no longer be consolidated into the consolidated financial statements of the Group and the gain or loss on the Disposal will be recognised in profit or loss subsequent to the end of the reporting period. Up to the date of this announcement, the management of the Company is still in the progress of preparing the initial accounting for the Disposal.

(b) Rights Issue

On 14 February 2025, the Company proposed to raise up to approximately HKD69,376,000 before expenses by way of the rights issue of a maximum of 533,664,000 rights shares (assuming no change in the number of shares in issue on or before the record date) at the subscription price of HKD0.13 per rights share on the basis of four (4) rights shares for every one (1) existing share held on the record date. The proposed rights issue were approved by the shareholders in an extraordinary general meeting on 24 March 2025. Details of the above rights issue can be referred to announcement and circular issued by the Company dated 14 February 2025 and 7 March 2025 respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is an established logistics service provider in the PRC which provides a wide range of logistics services to meet the needs of the customers' supply chains including (i) transportation; (ii) warehousing; (iii) in-plant logistics; and (iv) customisation services (consisting mainly of labelling services and bundling services).

The Group offers transportation services which primarily involve the delivery of the customers' production materials, components and finished goods to their downstream clients, manufacturing plants and/or designated locations. As at end of 2024, the Group has four warehouses located in the Guangdong Province with a total gross floor area of approximately 40,000 square metres which offer warehousing services to customers. The Group's in-plant logistics services cover the management of the movement of (i) production materials and components and work-in-progress to the production lines within the customers' manufacturing plants; and (ii) finished goods out to their factory gate. The Group's range of services gives it a competitive advantage over other logistics service providers in the PRC which offer only a limited range of services.

In 2024, warehousing and logistics sector in the PRC continued to play a vital role in supporting economic growth, driven by policy support and technological innovation. While the industry maintained steady development, it also faced pressures such as rising costs and intensifying competition. Businesses across the sector focused on balancing efficiency improvements with cost control, seeking new pathways for growth in a rapidly evolving environment. Warehouses nationwide accelerated their shift toward intelligent operations. Technologies like automated guided vehicles and smart sorting systems became more widespread, significantly boosting processing efficiency. Government policies encouraged the redistribution of warehousing resources to central and western regions, easing space shortages in coastal areas. However, challenges emerged as rising rents in major cities and increasing labor costs squeezed profit margins for small and mid-sized warehousing companies.

In 2024, the Group delivered robust revenue expansion of approximately 91.4% compared to the prior year, primarily driven by the rebound in domestic transportation demand and international freight forwarding activities, as well as the acquisition of 60% equity interest of Zhongshan Haihui Technology Logistics (Group) Company Limited in October 2023. While revenue growth was commendable, the Group also faced industry-wide headwinds in the logistics sector in the PRC, notably labour shortages and inflationary cost on warehouse maintenance and fleet operations. These factors has contributed to a significant rise in the outsourcing expenses, with their proportion to total revenue increasing from 25.2% in 2023 to 61.3% in 2024. Conversely, the Group maintained stringent financial discipline by optimizing marketing spend and administrative overheads, reducing their share of revenue from 23.7% to 14.2% year-on-year. Such cost-conscious measures were critical in mitigating external pressures and persisting market volatility.

In order to remain the competitive positioning and diversify revenue streams, the Group has, through its wholly-owned subsidiary, acquired the land use rights of a land situated at Fuzhou City, Jiangxi Province, the PRC through public tender for a consideration of RMB10.0 million. The Group plans to establish a traditional Chinese medicine (TCM) logistics industry park on the Land which will improves the quality of warehousing services for TCM products. The logistics centre will also serve other business sectors of the Group, including TCM warehousing, distribution, healthcare and wellness, tapping into a broader market. By diversifying the business, it is believed that this strategic move will support long-term growth and boost profitability and returns to the Group.

To conclude, despite lingering uncertainties in domestic demand recovery, the Group has demonstrated operational agility through disciplined cost controls and proactive investment in growth drivers in 2024. The Group remains vigilant to market fluctuations while pursuing value-accretive opportunities to sustain long-term shareholder returns.

OUTLOOK

Looking forward to 2025, from the perspective of market demand, transportation and warehousing industry in the PRC will continue its transformation and upgrading trend, but growth momentum may show structural differentiation. Affected by the slow recovery of domestic consumption and the restructuring of global industrial chains, demand for traditional standard warehousing services may continue to face pressure, while demand for high-standard warehousing and smart warehousing solutions is expected to usher in new growth. Industry competition will shift to operational efficiency improvement, digital capability development, and the creation of integrated service ecosystems.

To respond to market uncertainties, the Group is, on one hand, adhere to a strategic direction of steady adaptability, deepen the transformation of integrated intelligent warehousing to address flexible changes in industry customer demands; on the other hand, actively promoting in-depth cooperation with the Traditional Chinese Medicine (TCM) industry, including but not limited to the construction of warehouses and/or other logistics industrial parks on the land which the land use right being acquired in 2024, aiming to provide customers with high-quality TCM product warehousing and logistics services. By leveraging the business network of chairman of the Company who has extensive experience in TCM Business., the project is forecasted to be completed by the end of 2026.

To achieve business diversification, the Group has also commenced its goat milk product operations in the Inner Mongolia Autonomous Region of China in late 2024. Developing goat milk products is a strategic move for the Group to enter the health sector and achieve business diversification. Considering the market trend of heightened health awareness, goat milk is gradually gaining popularity among consumers due to its low allergenicity and high nutritional value, with the middle-aged and elderly population driving market growth for goat milk powder. Currently, the Group plans to start selling goat milk powder in the first half of year 2025.

While encountering a new round of industry consolidation, the Group will adhere to its development strategy of pursuing change while maintaining stability. While strengthening its leading position in the transportation and warehousing business, the Group will also actively explore market opportunities to expand its existing business network to attain cross-industry synergy. Through the formulation of strategic adjustments, the Group expects not only to effectively withstand market fluctuations but also to create value growth across cycles for its shareholders.

FINANCIAL REVIEW

Revenue

The Group is principally engaged in provision of transportation, warehousing, in-plant logistics and customisation service. The overall revenue of the Group increased by approximately RMB122.3 million or approximately 91.4% from approximately RMB133.9 million for the Previous Year to approximately RMB256.2 million for the Year.

Transportation service

Transportation service primarily involved (i) the delivery of the customers' production materials or components from their suppliers to their manufacturing plants; (ii) the arrangement for transportation of the customers' finished goods to their designated locations or downstream customers; (iii) sea transportation services; and (iv) international freight forwarding agency services.

Revenue from the transportation service recorded an increase of approximately 245.1% from approximately RMB50.3 million for the Previous Year to approximately RMB173.7 million for the Year. This is mainly attributable to the additional revenue brought by the Group's new subsidiary in incorporated in the Guangdong Province during the year to provide one-stop solution on supply chain management including transportation and logistics services. The acquisition of Haihui Group in October 2023 has also broaden the Group's base of the transportation revenue compared to the Previous Year.

Warehousing service

The warehousing service of the Group included provision of inventory storage and management services. As at 31 December 2024, the Group had four warehouses in the PRC with total gross floor area of approximately 40,000 square metres.

Revenue from the warehousing service increased by approximately 24.4% from approximately RMB19.3 million for the Previous Year to approximately RMB24.0 million for the Year mainly due to the inclusion of warehousing revenue from Haihui Group in 2024.

In-plant logistics service

The in-plant logistics service primarily included management of the movement of (i) production materials and components and work-in-progress to the production lines within the customers' manufacturing plants; and (ii) finished goods out to factory gate of the customers.

Revenue generated from the in-plant logistics service decreased by approximately 9.7% from approximately RMB62.9 million for the Previous Year to approximately RMB56.8 million for the Year.

Customisation service

The customisation service mainly comprised of labelling services and bundling services which is subject to the demand from its customers on an as-needed basis.

Revenue generated from the customisation service amounted to approximately RMB1.3 million and approximately RMB1.7 million for the Previous Year and the Year, respectively.

Other income, gains and losses, net

Other income gains and losses, net mainly consisted of change in fair value on contingent consideration payable for business combination, interest income from loan receivables, net exchange gains, loss on disposal of subsidiaries and unrealised loss on fair value change of financial assets at FVPL. The net gain decreased from approximately RMB9.6 million for the Previous Year to approximately RMB9.1 million for the Year mainly due to (i) the fair value change on contingent consideration payable on acquisition of Haihui Group of approximately 8.1 million; offset by (ii) net exchange gains arising from translation of foreign currency denominated monetary items of approximately RMB1.5 million for the Year compared to approximately RMB3.3 million for the Previous Year; (iii) approximately RMB4.6 million unrealised loss on fair value change of financial assets at FVPL recognised for the Year; and (iv) loss on disposal of subsidiaries of approximately RMB1.7 million for the Year.

Employee benefits expenses

Employee benefits expenses primarily consisted of (i) wages and salaries; (ii) social security fund and insurance contribution; and (iii) other allowances and benefits.

The employee benefits expenses increased by approximately RMB5.2 million, or 7.8% from approximately RMB66.7 million for the Previous Year to approximately RMB71.9 million for the Year.

Sub-contracting expenses

Sub-contracting expenses primarily represented the amount paid to subcontractors for the provision of certain transportation services. Sub-contracting expenses were incurred for the orders for domestic transportation service and international freight forwarding agency services by our customers, whereby the Group, through outsourcing to independent subcontractors, assisted the customers to obtain cargo space from shipping companies or shipping agents that meet their requirements. The sub-contracting expenses increased significantly by approximately RMB33.7 million from approximately RMB123.3 million for the Previous Year to approximately RMB157.0 million for the Year mainly contributed by the corresponding increase in revenue for the Year.

Lease payment relating to short-term leases

Short-term lease payment mainly comprised lease payments for rental expense for office premises, warehouses, staff quarters and forklifts, which do not meet the definition of lease liability as lessee under HKFRS 16. Short-term lease payment has decreased by approximately RMB29.4 million, or 83.3%, to approximately RMB5.9 million for the Year from approximately RMB35.3 million for the Previous Year mainly due to the change of corporate strategy of leasing smaller warehouses to reduce cost after the termination of lease of the old warehouse in Guangdong Province in 2024.

Depreciation of right-of-use assets

The Group has certain leases pursuant to HKFRS 16 in respect of (i) premises comprising warehouses, office premises and staff quarters; and (ii) plant and machinery such as forklifts. The depreciation of right-of-use assets has increased from approximately RMB3.9 million for the Previous Year to approximately RMB7.4 million for the Year as two additional lease contracts relating to the warehouses of the Haihui Group have been consolidated to the Group for the Year.

Finance costs

Finance costs mainly represented interest expenses on lease liabilities and bank and other borrowings. Finance costs has increased significantly from approximately RMB1.1million for the Previous Year to approximately RMB4.0 million for the Year mainly attributed to the inclusion of bank loan interest of Haihui Group on a full year basis as compared to Previous Year.

Other expenses

Other expenses mainly include (i) fleet vehicles operating expenses which mainly included fuel costs and maintenance expenses of our fleet vehicles; (ii) outsourced labour costs; (iii) office and telephone expenses which mainly included general office expenses and long-distance calling fees; (iv) insurance expenses for the warehouses and transportations; (v) entertainment and travelling expenses for business soliciting; and (vi) others which mainly included maintenance expenses for the warehouses, professional fees and other miscellaneous expenses.

Other expenses increased by approximately RMB4.6 million from approximately RMB31.7 million for the Previous Year to approximately RMB36.3 million for the Year, mainly due to increase in outsourced labour costs led by the rise of general wage level of manpower in the PRC, and additional acquisition-related legal and professional fees incurred during the Year.

Loss for the year

As a result of the aforesaid, the Group recorded a loss of approximately RMB30.1 million for the Year (Previous Year: loss of approximately RMB34.2 million).

LIQUIDITY AND FINANCIAL RESOURCES

The Group's operation and investments were financed principally by internal resources. As at 31 December 2024, the Group had net current assets of approximately RMB60.4 million (2023: approximately RMB100.0 million) and cash and cash equivalents of approximately RMB49.7 million (2023: approximately RMB78.0 million). The Directors confirm that the Group will have sufficient financial resources to meet its obligations as and when they fall due in the foreseeable future.

GEARING RATIO

The Group monitors its capital on the basis of the gearing ratio, which is expressed as a percentage of net debt divided by equity attributable to owners of the Company. Net debt is calculated as the sum of bank and other borrowings, lease liabilities, contingent consideration payable and amount due to a director less time deposit and cash and cash equivalents. The gearing ratio of the Group was approximately 4.9% as at 31 December 2024 (2023: approximately 9.2%).

CAPITAL STRUCTURE

The capital structure of the Group comprises issued share capital and reserves. The Directors review the Group's capital structure regularly. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares and share buy-backs as well as the issue of new debt or the redemption of existing debt.

On 6 November 2024, the Company held an extraordinary general meeting and an ordinary resolution was passed to approve the consolidation of every ten issued and unissued ordinary shares of par value of HK$0.01 each in the share capital of the Company into one consolidated share of par value of HK$0.10 each in the share capital of the Company. The share consolidation became effective on 8 November 2024 and the total number of issued shares of the Company became 1,000,000,000 shares. For details of the share consolidation, please refer to the announcements of the Company dated 26 September 2024 and 6 November 2024, and the circular of the Company dated 17 October 2024.

As at 31 December 2024, the Company had issued a total of 133,416,000 shares in the par value of HK$0.1 each, and all shares were fully paid and rank pari passu with each other in all respects.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 19 April 2024 (after trading hours), the Company and the placing agent (the "**Placing Agent**") entered into a placing agreement, pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, of up to 192,880,000 placing shares, to not less than six placees who and whose ultimate beneficial owners shall be independent third parties at the placing price of HK$0.097 per placing share (the "**Placing**"). The gross proceed from the Placing was approximately HK$18.71 million, and the net proceeds from the Placing (after deduction of commission and other expenses of the Placing) was approximately HK$18.52 million, representing a net issue price of approximately HK$0.096 per placing share.

In view of the current market conditions, the Board are of the view that the Placing represents an opportunity to raise additional capital for the Group to strengthen its financial position in order to supplement the capital requirements for the Group to further develop its logistic service business. In light of the above, the Directors are of the opinion that the terms of the Placing Agreement, including the Placing Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. On 30 April 2024, the Placing was completed and 192,880,000 placing shares have been placed by the Placing Agent to not less than six placees at the placing price of HK$0.097 per placing share pursuant to the terms and conditions of the placing agreement.

For further details, please refer to the announcements of the Company dated 19 April 2024 and 30 April 2024.

USE OF PROCEEDS

The net proceeds from the Placing and placing of 80,000,000 shares at the placing price of HK$0.185 per share pursuant to the placing agreement dated 15 June 2022 (the "**2022 Placing**") of the shares of the Company, amounted to approximately HK$14.0 million.

An analysis of the utilisation of the net proceeds from the 2022 Placing up to 31 December 2024 is set out below:

	Planned use of net proceeds	**Unutilised net proceeds as at 31 December 2023**	**Actual use of net proceeds during the Year**	**Unutilised net proceeds as at 31 December 2024**
	HK$'million	*HK$'million*	*HK$'million*	*HK$'million*
Development of the Chinese Medicine business and/or general working capital	14.0	14.0	14.0	–

The net proceeds from the Placing and placing of 176,880,000 shares at the placing price of HK$0.196 per share pursuant to the placing agreement dated 12 June 2023 (the "**2023 Placing**") of the shares of the Company, amounted to approximately HK$34.2 million.

An analysis of the utilisation of the net proceeds from the 2023 Placing up to 31 December 2024 is set out below:

	Planned use of net proceeds	**Unutilised net proceeds as at 31 December 2023**	**Actual use of net proceeds during the Year**	**Unutilised net proceeds as at 31 December 2024**
	HK$'million	*HK$'million*	*HK$'million*	*HK$'million*
Development of Intelligent Logistics Services Business *(Note)*	34.2	34.2	4.2	30.0

Note: It is expected that the remaining balance of the unutilised net proceeds allocated for the "Development of intelligent logistics services business" will be utilised in or before the year ending 31 December 2026.

The net proceeds from the Placing and placing of 192,880,000 shares at the placing price of HK$0.097 per share pursuant to the placing agreement dated 19 April 2024 (the "**2024 Placing**") of the shares of the Company, amounted to approximately HK$18.5 million.

An analysis of the utilisation of the net proceeds from the Placing up to 31 December 2024 is set out below:

	Planned use of net proceeds	**Actual use of net proceeds during the Year**	**Unutilised net proceeds as at 31 December 2024**
	HK$'million	*HK$'million*	*HK$'million*
Investment in infrastructure of the logistic business *(Note)*	18.5	10.8	7.7

Note: It is expected that the remaining balance of the unutilized net proceeds allocated for the "Investment in infrastructure of the logistic business" will be utilized in or before the year ending 31 December 2026.

FOREIGN CURRENCY EXPOSURE

The Group's business activities are principally in the PRC and are primarily denominated in RMB. Certain subsidiaries of the Group had foreign currency sales and purchases, which exposed the Group to foreign currency risk. The Group did not resort to any currency hedging facility during the Year. However, the Directors will continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

CHARGE ON THE GROUP'S ASSETS

The Group did not have any charge on its assets as at 31 December 2024 (2023: nil).

CONTINGENT LIABILITIES

Save as disclosed in this announcement, the Group did not have any significant contingent liabilities as at 31 December 2024 (2023: nil).

CAPITAL COMMITMENTS

As at 31 December 2024, the Group did not have any material capital commitment (2023: nil).

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR ADDITIONS OF CAPITAL ASSETS

Save as disclosed in this announcement, the Group did not have any other significant investments, material acquisitions, and disposals of subsidiaries and affiliated companies during the Year, nor there were any future plans for material investments or additions of capital assets for the year ended 31 December 2024.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, the Group employed 640 (2023: 680) full time employees. The Group determines the employee' s remuneration based on factors such as qualification, duty, contributions, work experience, the prevailing market conditions and the Group's remuneration policy. Employees' benefits include contributions to retirement scheme and share options under the Company's share option scheme. To enhance the expertise of our employees, the Group also provides them on-the-job training and sponsors them to attend external training courses and seminars.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this announcement, the Board are not aware of any other significant event which had material effect on the Group subsequent to 31 December 2024 and up to the date of this announcement.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Except for share option scheme, during the year ended 31 December 2024, the Company or any of its subsidiaries was not a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including the sale of treasury shares) during the year ended 31 December 2024. As at December 31, 2024, the Company did not hold any treasury shares.

CORPORATE GOVERNANCE

The Board is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard interests of the shareholders of the Company.

To accomplish this, the Company has adopted the principles and the code provisions set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 to the Listing Rules.

To the best knowledge of the Board, the Company had complied with the code provisions in the CG Code during the year ended 31 December 2024 and up to the date of this announcement.

COMPETING INTERESTS

For the year ended 31 December 2024, the Directors are not aware of any business or interest of the Directors, the substantial shareholders of the Company or any of their respective associates that competes or is likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interests which any such person has or may have with the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules as its code of conduct regarding Directors' transactions in the securities of the Company. Specific enquiry has been made of all the Directors and all Directors confirmed that they had fully complied with the required standard of dealings and the code of conduct adopted by the Company and there was no event of non-compliance throughout the year ended 31 December 2024 and up to the date of this announcement.

FINAL DIVIDEND

The Board does not recommend payment of final dividend for the year ended 31 December 2024 (2023: nil).

SHARE OPTION SCHEME

Prior to the listing of the shares on GEM of the Stock Exchange (which subsequently transferred to the main board of the Stock Exchange), the Company conditionally adopted a share option scheme (the "**Previous Share Option Scheme**") on 26 September 2017 which became effective and unconditional upon the listing. The Company has terminated the Previous Share Option Scheme and has adopted a new share option scheme (the "**New Share Option Scheme**") under the Shareholders' approval by way of poll at the extraordinary general meeting held on 23 November 2023. The New Share Option Scheme is effective upon obtaining the listing approval from the Stock Exchange on 29 November 2023.

For the Previous Share Option Scheme, as at 1 January 2024, 69,000,000 share options were outstanding under the Previous Share Option Scheme. For the year ended 31 December 2024, 69,000,000 share options were cancelled, thus as at 31 December 2024, no share option was outstanding under the Previous Share Option Scheme.

For the year ended 31 December 2024, no share options were granted, exercised, cancelled or lapsed under the New Share Option Scheme. As at 1 January 2024 and 31 December 2024, no share options were outstanding under the New Share Option Scheme.

SCOPE OF WORK OF INDEPENDENT AUDITOR

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2024 as set out in this announcement have been agreed by the Group's auditor, Baker Tilly Hong Kong Limited ("**Baker Tilly**"), to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 December 2024. The work performed by Baker Tilly in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by Baker Tilly on this announcement.

AUDIT COMMITTEE

The primary duties of the audit committee of the Company (the "**Audit Committee**") are mainly to make recommendations to the Board on the appointment and removal of external auditors; review the financial statements and material advice in respect of financial reporting; and oversee internal control and risk management procedures of the Group. The Audit Committee comprises the three independent non-executive Directors, namely, Mr. Lau Wai Piu Patrick, Dr. Wang Yi and Mr. Chan Koon Yung. Mr. Lau Wai Piu Patrick is the chairman of the Audit Committee. The Audit Committee has reviewed the Group's audited consolidated financial statements for the year ended 31 December 2024 and is of the view that such financial statements have been prepared in compliance with the applicable accounting standards, and that adequate disclosures have been made.

CHANGE OF DIRECTORS

Ms. Liu Ping has been appointed as an executive Director with effect from 15 April 2024.

Mr. Yu Chun Man has resigned as an independent non-executive Director and has ceased to be a member of each of the Audit Committee, the nomination committee and the remuneration committee of the Company. Dr. Wang Yi, an independent non-executive Director, has been appointed as a member of the Audit Committee, with effect from 30 August 2024.

Mr. Li Jiahao has stepped down from the position of the chief executive officer of the Company (the "**CEO**") with effect from 9 September 2024 due to a redesignation of duties in the Group. Mr. Li Jiahao's position as an executive Director remains unchanged. Mr. Li Zhigang, an executive Director has been appointed as the CEO with effect from 9 September 2024.

Mr. Zhang Yao has been appointed as an independent non-executive Director with effect from 9 September 2024.

Mr. Li Jiali has resigned as an executive Director with effect from 29 October 2024.

Mr. Du Yingyou has resigned as an executive Director with effect from 17 March 2025.

ANNUAL GENERAL MEETING

The forthcoming annual general meeting ("**AGM**") of the Company will be held on Wednesday, 18 June 2025. A notice convening the AGM, together with a circular therefor, will be dispatched to the shareholders of the Company, and will be available on websites of the Stock Exchange and the Company in the manner as required by the Listing Rules in due course.

CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025, both days inclusive during which no transfer of shares will be registered. In order to qualify for attending and voting at the forthcoming AGM or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 12 June 2025.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This announcement is published on the website of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.goalrise-china.com). The annual report of the Group for the year ended 31 December 2024 containing all the information required by the Listing Rules will be dispatched to shareholders and published on the websites of the Stock Exchange and the Company in due course.

By order of the Board
Yues International Holdings Group Limited
Le Kang
Chairman

Hong Kong, 28 March 2025

As at the date of this announcement, the Board consists of four executive Directors, Mr. Le Kang, Mr. Li Zhigang, Mr. Li Jiahao and Ms. Liu Ping, and four independent non-executive Directors, Mr. Lau Wai Piu Patrick, Dr. Wang Yi, Mr. Chan Koon Yung and Mr. Zhang Yao.