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TIANLI HOLDINGS GROUP LIMITED
天利控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 117)

ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2024

FINANCIAL HIGHLIGHTS

- The overall revenue for 2024 was RMB548.0 million, 12.3% increase from 2023;
- The overall gross profit for 2024 was RMB81.5 million, representing an increase of RMB3.6 million, or 4.7% from 2023;
- Gross profit margin reached 14.9% in 2024, decreased by 1.1 percentage points as compared to 2023; in particular, the gross profit margin of the MLCC business was decreased from 7.1% in 2023 to 6.3% in 2024;
- Loss attributable to owners of the Company for the year ended 31 December 2024 was RMB153.4 million, as compared to a loss of RMB222.1 million for the year ended 31 December 2023;
- Basic and diluted loss per share was RMB20.6 cents; and
- The Board recommends no payment of final dividends for the year ended 31 December 2024.

The board (the “**Board**”) of directors (the “**Directors**”) of Tianli Holdings Group Limited (the “**Company**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2024 together with the comparative results for the preceding financial year.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

		2024	2023
	<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	5	547,999	488,016
Cost of sales		<u>(466,484)</u>	<u>(410,147)</u>
Gross profit		81,515	77,869
Other income	6	16,474	17,975
Other gains and losses	7	(4,173)	(4,709)
Impairment of property, plant and equipment		(32,128)	(80,688)
Selling and distribution costs		(19,874)	(19,965)
Administrative expenses		(86,635)	(86,183)
Research and development costs		<u>(62,428)</u>	<u>(65,331)</u>
Loss from operations		(107,249)	(161,032)
Finance costs	8	<u>(56,539)</u>	<u>(34,224)</u>
Loss before taxation		(163,788)	(195,256)
Income tax credit/(expenses)	9	<u>10,421</u>	<u>(28,260)</u>
Loss for the year		<u>(153,367)</u>	<u>(223,516)</u>

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the year ended 31 December 2024

	<i>Notes</i>	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Other comprehensive income for the year, net of income tax			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		<u>3,004</u>	<u>3,545</u>
Other comprehensive income for the year, net of income tax		<u>3,004</u>	<u>3,545</u>
Total comprehensive loss for the year, net of income tax		<u><u>(150,363)</u></u>	<u><u>(219,971)</u></u>
Loss for the year attributable to:			
Owners of the Company		(153,367)	(222,148)
Non-controlling interests		<u>–</u>	<u>(1,368)</u>
		<u><u>(153,367)</u></u>	<u><u>(223,516)</u></u>
Total comprehensive loss for the year attributable to:			
Owners of the Company		(150,363)	(218,635)
Non-controlling interests		<u>–</u>	<u>(1,336)</u>
		<u><u>(150,363)</u></u>	<u><u>(219,971)</u></u>
		<i>RMB cents</i>	<i>RMB cents</i>
Loss per share			
basic	<i>11</i>	(20.6)	(29.8)
diluted		<u>N/A</u>	<u>N/A</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	<i>Notes</i>	2024	2023
		<i>RMB'000</i>	<i>RMB'000</i>
Non-current assets			
Property, plant and equipment		963,950	913,518
Investment properties		52,464	24,122
Deposits paid for acquisition of property, plant and equipment		21,665	29,215
Financial assets at fair value through profit or loss (“FVPL”)		419,691	41,032
Other intangible assets		245	443
Deferred tax assets		11	17
		<hr/>	<hr/>
Total non-current assets		1,458,026	1,008,347
Current assets			
Inventories		207,208	195,314
Financial assets at FVPL		43,740	371,102
Accounts and bills receivables	<i>12</i>	378,810	347,160
Prepayments, deposits and other receivables		45,635	44,960
Tax recoverable		3,829	–
Restricted bank deposits		12,877	14,236
Cash and bank balances		63,702	32,671
		<hr/>	<hr/>
Total current assets		755,801	1,005,443
Current liabilities			
Trade and bills payables	<i>13</i>	148,137	116,045
Deferred income, accruals and other payables		158,319	109,335
Lease liabilities		6,226	9,221
Tax payable		3,294	13,217
Bank and other loans		1,043,248	715,807
		<hr/>	<hr/>
Total current liabilities		1,359,224	963,625

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(CONTINUED)**

At 31 December 2024

	<i>Notes</i>	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Net current (liabilities)/assets		<u>(603,423)</u>	<u>41,818</u>
Total assets less current liabilities		<u>854,603</u>	<u>1,050,165</u>
Non-current liabilities			
Lease liabilities		32	1,577
Deferred income		3,477	4,144
Bank and other loans		319,690	359,029
Deferred tax liabilities		<u>13,804</u>	<u>17,452</u>
Total non-current liabilities		<u>337,003</u>	<u>382,202</u>
Net assets		<u><u>517,600</u></u>	<u><u>667,963</u></u>
Capital and reserves			
Share capital		6,637	6,637
Reserves		<u>510,963</u>	<u>661,326</u>
Total equity		<u><u>517,600</u></u>	<u><u>667,963</u></u>

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

1. GENERAL INFORMATION

Tianli Holdings Group Limited (the “**Company**”) was a public limited company incorporated in the Cayman Islands on 6 March 2007 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised). The Company’s registered office address is the office of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and the head office and the principal place of business of the Company in Hong Kong was located at Unit 2711-12, 27/F, The Center, 99 Queen’s Road Central, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the Group are (i) manufacturing and sale of multi-layer ceramic capacitor (“**MLCC**”) and (ii) investment and financial services.

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICY INFORMATION

a) Statement of compliance

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (the “**IASB**”) and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The IASB has issued certain new and revised IFRS Accounting Standards which are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from the initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in the consolidated financial statements.

b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the “**Group**”).

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in Renminbi (“**RMB**”) which is the Company’s functional currency and the Group’s presentation currency, and all value are rounded to the nearest thousand RMB except where otherwise indicated.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that financial assets at FVPL are stated at their fair value.

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Going concern basis

During the year ended 31 December 2024, the Group incurred a net loss of RMB153,367,000. As at 31 December 2024, the Group had net current liabilities of RMB603,423,000. The current liabilities included bank and other loans of RMB1,043,248,000, of which (i) bank and other loans of RMB581,731,000 are repayable within 12 months from the end of the reporting period; and (ii) long term bank loans of RMB461,517,000 that are expected to be repayable after 12 months from the end of the reporting period but containing a repayable on demand clause; of which bank loans of a subsidiary of the Company of RMB441,517,000 did not meet certain financial covenants of the relevant bank loans as at 31 December 2024. The Group's cash and cash equivalents amounted to RMB63,702,000 as at 31 December 2024.

On discovery of the non-fulfilment of financial covenants by the subsidiary of the Company during the year ended 31 December 2024, the directors of the Company informed the lenders and commenced a renegotiation of the terms of the loans with the relevant bankers. In September 2024, the Group entered into a supplementary loan agreement with the relevant bankers for revision of the loan repayment schedules to relieve the Group from the immediate repayment of the loans. However, there is still repayable on demand clause in such loans and the subsidiary is still required to meet the standard financial covenants thereafter, accordingly the loans are classified as current liabilities as at 31 December 2024. The Group will actively seek the waiver of compliance from the relevant banks in every succeeding year.

In addition, the directors of the Company are undertaking a number of plans and measures to improve the Group's liquidity and financial position, including, inter alia:

- (i) extension of an other loan of approximately RMB454,057,000 for further 5 years from 12 August 2025 to 12 August 2030 pursuant to the second supplemental loan agreement entered into by the Group with the independent lender on 24 February 2025;
- (ii) successfully negotiated with the banks on the revision of the repayment schedule so that the loan balances of RMB441,517,000 will not be demanded for repayment within 12 months from the end of the reporting period after granting by the banks of a period of grace to rectify the non-fulfilment of financial covenants;
- (iii) actively negotiating with the banks on the terms and financial covenants of loan agreements and communicating with the banks on the renewal of existing bank loans and refinancing arrangements;
- (iv) undertaking certain corporate restructuring within the Group including but not limited to further capital injection by way of cash to improve the financial ratio;
- (v) implementing measures to speed up the collection of accounts and bills receivables and other receivables and effectively control cost and expenses;
- (vi) exploring other debt or equity financing arrangements; and
- (vii) deferral of capital injection to certain fund investments.

The directors of the Company have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than 12 months from 31 December 2024. The directors of the Company are confident that, taking into account of the above-mentioned plans and measures, particularly with the proven good track records on repayment of bank loans and good relationship with the banks, the Group is able to restructure its existing borrowing facilities and the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due within the next 12 months from 31 December 2024. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis. Up to the date of approval of the consolidated financial statements, the banks have not demanded for any accelerated repayment of the outstanding loan balances.

Notwithstanding the above, significant uncertainties exist as to whether the Group is able to achieve its plans and measures as described above which may cast significant doubt on the Group's ability to continue as a going concern. Should the Group be unable to achieve the above-mentioned plans and measures and operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their immediate recoverable amounts, 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 the consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO IFRS ACCOUNTING STANDARDS

The Group has applied the following amendments to IFRS Accounting Standards issued by the IASB for the first time, which are mandatorily effective for the Group's financial annual period beginning on or after 1 January 2024, to the consolidated financial statements for the current accounting year:

Amendments to IAS 1	Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback

The Group has not applied any new standards and amendments to IFRS Accounting Standards that are not yet mandatorily effective for the current accounting period. The application of the amendments to IFRS 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 the consolidated financial statements.

Amendments to IAS 1 Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met on or before the end of the reporting period, even if the lender does not test compliance until a later date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 Financial Instruments: Presentation ("IAS 32").

The amendments also specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classifies liabilities arising from loan arrangements as non-current when the entity's right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period. The disclosure includes information about the covenants, the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

The amendments have no material impact on the consolidated financial statements for the current and prior years.

Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements

The amendments add a disclosure objective to IAS 7 Statement of Cash Flows stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 Financial Instruments: Disclosures was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk.

The amendments have no material impact on the Group's consolidated financial statements for the current year.

Amendments to IFRS 16 Lease Liability in a Sale and Leaseback

The amendments add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements of IFRS 15 Revenue from Contracts with Customers to be accounted for as a sale. The amendments require a seller-lessee to determine "lease payments" or "revised lease payments" such that the seller-lessee would not recognise a gain or loss that relates to the right of use retained by the seller-lessee. The amendments also clarify that applying the requirements does not prevent the seller-lessee from recognising in profit or loss any gain or loss relating to subsequent partial or full termination of a lease.

The amendments have no impact on the consolidated financial statements for the current and prior years.

4. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Board (the chief operating decision maker) for the purposes of resources allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

- (i) MLCC: manufacturing and sale of MLCC; and
- (ii) Investment and financial services; including but not limited to (i) direct investments in debt, equity and/or any other asset; (ii) asset management; (iii) provision of financial advisory services; and (iv) financial technologies.

a) **Segment results, assets and liabilities**

For the purposes of assessing segment performance and allocating resources between segments, the Board monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment assets include all tangible assets, intangible assets, deferred tax assets and current assets with the exception of corporate assets. Segment liabilities include all payables, deferred income and deferred tax liabilities attributable to the activities of the individual segments and borrowings managed directly by the segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortization of assets attributable to those segments. The measure used for reporting segment profit/(loss) is earnings and loss of each segment without allocation of corporate interest income, other corporate (loss)/income, central administrative expenses, central finance costs and income tax.

In addition to receiving segment information concerning segment (loss)/profit, the Board is provided with segment information concerning revenue, interest income, depreciation and amortisation, write-down of inventories, reversal of write-down of inventories, impairment losses of accounts receivables, reversal of impairment losses of account receivables, impairment losses of other receivables, impairment loss of property, plant and equipment, finance costs, income tax and additions to non-current segment assets (other than financial instruments and deferred tax assets) used by the segments in their operations.

The accounting policy information of the operating segments are the same as the Group's accounting policy information.

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Board for the purposes of resources allocation and assessment of segment performance for the years ended 31 December 2024 and 2023 is set out below:

	Year ended 31 December 2024		
	MLCC	Investment and financial services	Total
	RMB'000	RMB'000	RMB'000
Segment revenue:			
Disaggregated by timing of revenue recognition			
Point in time	497,715	–	497,715
Over time	–	40,742	40,742
	<u>497,715</u>	<u>40,742</u>	<u>538,457</u>
Revenue from other source	–	9,542	9,542
	<u>497,715</u>	<u>50,284</u>	<u>547,999</u>
Revenue from external customers	<u>497,715</u>	<u>50,284</u>	<u>547,999</u>
Segment (loss)/profit	(163,763)	35,221	(128,542)
Other corporate gain			11,530
Central administrative expenses			(13,481)
Central finance costs			<u>(33,295)</u>
Consolidated loss before taxation			<u><u>(163,788)</u></u>

	Year ended 31 December 2023		
	MLCC	Investment and financial services	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Segment revenue:			
Disaggregated by timing of revenue recognition			
Point in time	441,495	–	441,495
Over time	–	49,708	49,708
	<u>441,495</u>	<u>49,708</u>	<u>491,203</u>
Revenue from other source	–	(3,187)	(3,187)
	<u>441,495</u>	<u>46,521</u>	<u>488,016</u>
Revenue from external customers	<u>441,495</u>	<u>46,521</u>	<u>488,016</u>
Segment (loss)/profit	(188,893)	30,333	(158,560)
Other corporate loss			(875)
Central administrative expenses			(8,869)
Central finance costs			<u>(26,952)</u>
Consolidated loss before taxation			<u><u>(195,256)</u></u>

b) Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services

	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
Sale of MLCC	497,715	441,495
Assets management fee income	40,742	49,708
Net gain/(loss) from fund investments	9,542	(3,187)
Revenue from investment and financial services	50,284	46,521
	<u>547,999</u>	<u>488,016</u>

5. REVENUE

The principal activities of the Group are the manufacturing and sale of MLCC and investment and financial services.

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
Revenue from contracts with customers within the scope of IFRS 15		
Sale of MLCC	497,715	441,495
Assets management fee income	40,742	49,708
	538,457	491,203
Revenue from other source		
Net gain/(loss) from financial assets at FVPL	9,542	(3,187)
Total revenue	<u>547,999</u>	<u>488,016</u>

Notes:

- a) Disaggregation of revenue from contracts with customers by the timing of revenue recognition is disclosed in note 4.
- b) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date:

All sales contracts with customers for MLCC are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

Contracts for asset management service typically have the same terms with the funds managed by the Group, which ranged from 3 to 7 years and are subject to extension of 2 to 3 years, in which the Group bills a fixed amount for service rendered. The Group elected to apply the practical expedient by recognising revenue in the amount to which the Group has the right to invoice. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

6. OTHER INCOME

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Interest income on financial assets measured at amortised cost		
– bank interest income	34	242
Gross rental income from investment properties	3,323	3,740
Government grants (note)	8,681	9,072
Release of government grants as income	3,266	1,769
Other management fee income	355	578
Sundry income	815	2,574
	<u>16,474</u>	<u>17,975</u>

Note: Government grants represented the subsidy to the Group by the government of the PRC as incentive primarily to encourage the development of the Group and the contribution to the local economic development. There are no unfulfilled conditions and other contingencies attaching to these grants.

7. OTHER GAINS AND LOSSES

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Reversal of impairment loss/(impairment loss) of accounts receivables, net	41	(1)
Impairment loss of other receivables	–	(3,904)
Loss on disposal of property, plant and equipment	(3,837)	–
Net foreign exchange loss	(377)	(804)
	<u>(4,173)</u>	<u>(4,709)</u>

8. FINANCE COSTS

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Interest on bank loans	29,649	24,560
Interest on other loans	33,383	27,072
Interest on lease liabilities	318	787
	<u>63,350</u>	<u>52,419</u>
Total interest expense on financial liabilities not at fair value through profit or loss	63,350	52,419
Less: Amounts capitalised in the cost of qualifying assets	(6,811)	(18,195)
	<u>56,539</u>	<u>34,224</u>

9. INCOME TAX (CREDIT)/EXPENSES

Income tax recognised in the consolidated statement of profit or loss and other comprehensive income represents:

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Current tax		
– Hong Kong Profits Tax for the year (<i>note (ii)</i>)	77	4,799
– PRC Enterprise Income Tax (“EIT”) for the year (<i>note (iv)</i>)	–	470
– Over provision of Hong Kong Profits Tax in prior year	(7,328)	–
– Under provision of EIT in prior year	472	415
Deferred taxation		
– Origination and reversal of temporary differences	<u>(3,642)</u>	<u>22,576</u>
Income tax (credit)/expenses for the year	<u><u>(10,421)</u></u>	<u><u>28,260</u></u>

Notes:

- (i) The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.
- (ii) The provision for Hong Kong Profits Tax for 2024 is calculated at 16.5% (2023: 16.5%) of the estimated assessable profits for the year, except for one subsidiary of the group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis for 2023.

- (iii) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI respectively.
- (iv) For the year ended 31 December 2024, all PRC subsidiaries were subject to EIT at the standard rate of 25% (2023: 25%) on their respective taxable profit during the year, except that 深圳市宇陽科技發展有限公司 (literally translated as Shenzhen Eyang Technology Development Co., Ltd. (“Shenzhen Eyang”)), an indirect wholly-owned subsidiary of the Company, was recognised as High and New Technology Enterprise on 23 December 2021 and is subject to income tax rate of 15% for three consecutive years commencing in 2021. The tax incentive of lower tax rate at 15% is further granted to Shenzhen Eyang on 26 December 2024 for three consecutive years.

10. DIVIDEND

No dividend was paid or proposed during the years ended 31 December 2024 and 2023, nor has any dividend been proposed since the end of the reporting period.

11. LOSS PER SHARE

(a) Basic loss per share

The calculation of the basic loss per share is based on the loss attributable to the owners of the Company of RMB153,367,000 (2023: RMB222,148,000) and the weighted average number of 744,750,000 (2023: 744,750,000) ordinary shares outstanding during the year, calculated as follows:

Loss

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Loss for the purpose of basic loss per share	<u>153,367</u>	<u>222,148</u>

Weighted average number of ordinary shares:

	2024 <i>'000</i>	2023 <i>'000</i>
Weighted average number of ordinary shares outstanding during the year	<u>744,750</u>	<u>744,750</u>

(b) Diluted loss per share

No diluted loss per share for the years ended 31 December 2024 and 2023 is presented as there is no potential ordinary shares outstanding during both years.

12. ACCOUNTS AND BILLS RECEIVABLES

Accounts and bills receivables of RMB378,810,000 (2023: RMB347,160,000) included gross amounts of accounts receivables of RMB249,088,000 (2023: RMB262,530,000) and bills receivables of RMB138,167,000 (2023: RMB93,104,000).

a) Accounts receivables

An ageing analysis of the accounts receivables as at the end of the reporting period based on the revenue recognition date is as follows:

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Within 90 days	86,680	74,163
91 to 180 days	9,407	11,208
181 to 360 days	18,909	20,825
1 to 2 years	40,788	41,553
2 to 3 years	43,002	46,349
Over 3 years	<u>50,302</u>	<u>68,432</u>
	<u><u>249,088</u></u>	<u><u>262,530</u></u>

b) Bills receivables

(i) The bills receivables were all due within one year from the end of the reporting period.

(ii) As at the end of the reporting period, the ageing analysis of bills receivables based on bills issue date is as follows:

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Within 90 days	93,950	63,344
91 to 180 days	43,597	28,260
181 to 360 days	<u>620</u>	<u>1,500</u>
	<u><u>138,167</u></u>	<u><u>93,104</u></u>

13. TRADE AND BILLS PAYABLES

Trade and bills payables of RMB148,137,000 (2023: RMB116,045,000) included trade payables of RMB148,137,000 (2023: RMB110,138,000) and bills payables of RMB nil (2023: RMB5,907,000).

a) Trade payables

An ageing analysis of the trade payables as at the end of the reporting period based on the suppliers' statements date is as follows:

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Within 90 days	132,122	94,299
91 to 180 days	14,861	14,680
181 to 360 days	91	323
1 to 2 years	227	15
Over 2 years	836	821
	<u>148,137</u>	<u>110,138</u>

b) Bills payables

An ageing analysis of the bills payables as at the end of the reporting period based on bills issue date is as follows:

	2024 <i>RMB'000</i>	2023 <i>RMB'000</i>
Within 90 days	—	5,907
	<u>—</u>	<u>5,907</u>

EXTRACT FROM INDEPENDENT AUDITORS' REPORT

The section below set out an extract of the independent auditors' report regarding the consolidated financial statements of the Group for the year ended 31 December 2024.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2(b) to the consolidated financial statements, which indicates that the Group incurred a net loss of RMB153,367,000 during the year ended 31 December 2024 and, as of that date, the Group's current liabilities exceeded its current assets by RMB603,423,000. These events or conditions, along with other matters as set forth in note 2(b) to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the year ended 31 December 2024, the global economy has experienced slow recovery due to geopolitical conflicts and high inflation, with risks increasing significantly. This had varying degrees of negative impact on the the Group's MLCC segment and investment and financial services segment.

MLCC

In 2024, despite continued volatility in the global macro environment, the overall economy has resumed growth. With inflation persistently declining, there was a slow resurgence in demand for consumer electronic products, including mobile phones and laptops, since the second quarter, recording significant increase as compared with 2023. Against this backdrop, after a long period of destocking and capacity adjustments, the inventory levels in the MLCC industry have returned to normal. Downstream orders have started to gradually increase month by month, the bottom of the industry has passed, indicating a clear recovery in the end-market in the second half of the year. By actively expanding our customer base and increasing market share, the Group's MLCC segment achieved an increase in sales volume. Product price was also increased by adjusting and optimizing the product structure. Specifically, we recorded a year-on-year increase of 5% in sales volume and an increase of approximately 7% in the Group's average product price. As a result, the Group achieved sales revenue of RMB497.7 million in 2024, representing an increase of 13% compared to 2023. In addition, the Group has achieved significant cost reduction through measures such as optimising sales structure and increasing production, and also recorded decrease in two major expenses, namely sales and research expenses, compared to 2023.

In 2024, the Group remained committed to increasing investment in research and development and technical cooperation, accelerating product deployment in the areas of ultra-micro, high capacitance, high temperature, and high reliability to enhance our competitiveness in the high-end market. During the reporting period, the Group has continued to make breakthroughs in the research and development, and delivery of industrial and automotive-grade products. We have also developed multi-specification and high-capacity products to further solidify its niche products for new circuit applications, including three-terminal, copper-terminal, and gold-terminal MLCCs, to meet the needs of high-end customers. Currently, the Group's product portfolio covers the consumer-grade, automotive-grade, and industrial-grade sectors, and we have made significant efforts to expand our product range to larger sizes and specifications with high capacitance and high voltage.

Currently, the Group has production bases in Chuzhou and Dongguan. The Group has a positive outlook on the long-term development of the MLCC industry and the construction of new bases has been completed, renovating and upgrading the production environment and infrastructure, in order to expand the capacity for high-end products to meet the growing demand in the industrial and automotive markets. During the reporting period, the Group's new production base in Chuzhou has been put into operation, and the new production base in Dongguan has been completed and began production in the second quarter of 2024. Upon stable production after the ramp up of capacity and increase of production after installation of new equipment, the Group's production capacity and technological capability will be significantly enhanced, and it is expected the gross profit and cashflow will normalize accordingly.

Asset Management

As at 31 December 2024, the Group is managing 11 funds, each with a distinct focus. The Group derives asset management fee income by providing asset management services to the funds. The capital commitments from their limited partners are listed in the table below. The Group, being one of the limited partners, also directly invests into six of the funds.

Unit: US\$ million

Fund Name	Initial Closing Date	Term (Year)	Investment Focus	Capital Commitment	
				Total of the Fund ⁽³⁾	Total from the Group ⁽⁴⁾
1 Tianli China Opportunities Fund I L.P.	January 2017	9.6	Project fund established for an investment in Beijing	116.4	17.5
2 Tianli SPC	January 2017	Not Applicable	Invest in a wide range of assets including private equity investments, listed and unlisted securities, debt securities and other financial instruments	98.4	–
3 Tianli Private Debt Fund L.P.	January 2017	9	Invest in a wide range of private debt instruments with regional focus primarily in developed countries and China	300.0	35.0
4 Tianli Private Debt Capital L.P.	March 2017	9	Invest predominantly across a wide range of private debt instruments globally	175.0	9.8
5 Tianli Global Opportunities Capital L.P. ⁽²⁾	March 2017	7+2 ⁽¹⁾	Invest globally across various sectors and distressed assets	175.0	12.2
6 Tianli Special Situations Capital L.P.	March 2017	10	Invest predominantly in global mergers and acquisitions, private equity or other corporate finance transactions	35.0	9.8

Fund Name	Initial Closing Date	Term (Year)	Investment Focus	Capital Commitment	
				Total of the Fund ⁽³⁾	Total from the Group ⁽⁴⁾
7 Tianli Public Markets Capital L.P.	March 2017	8	Invest predominantly in the secondary market of publicly traded securities globally	20.0	5.6
8 Tianli M&A Investment L.P.	March 2017	10	Invest predominantly in global mergers and acquisitions or other corporate finance related investments	120.0	–
9 Tianli China Opportunities Fund II L.P.	April 2017	9.3	Project fund established for an investment in Shanghai	80.4	–
10 Tianli UK Opportunities Fund L.P.	March 2017	9.3	Invest predominantly in projects located in the United Kingdom	150.4	–
11 Tianli US Opportunities Fund L.P.	May 2017	8	Invest predominantly in projects located in the United States	12.6	–

Notes:

1. Extension upon recommendation of the general partner with the unanimous approval of the investment committee
2. Formerly known as Tianli Real Estate Capital L.P.
3. Including cross holdings among the funds
4. Including direct capital

As at 31 December 2024, the total capital commitment of the above funds (after eliminating the cross-holding effect) was approximately US\$647.8 million, among which the Group had committed approximately US\$89.9 million with US\$75.8 million capital invested. During the year ended 31 December 2024, the six funds that the Group has invested resulted in a net gain of RMB9.5 million to the Group's financial results, in addition to the asset management fee income of RMB40.7 million.

Unit: US\$ million

Fund name	Country/region	Debt	Product		Invested amount
			Common equity	Preferred equity	
Tianli China Opportunities Fund I L.P.	PRC	–	91.8	–	91.8
Tianli Private Debt Fund L.P.	UK	22.5	–	–	22.5
Tianli M&A Investment L.P.	Hong Kong	56.4	–	–	56.4
Tianli Private Debt Capital L.P.	Cayman Islands	32.1	–	–	32.1
Tianli China Opportunities Fund II L.P.	PRC	–	66.9	–	66.9
Tianli UK Opportunities Fund L.P.	UK	–	134.0	24.1	158.1
Tianli US Opportunities Fund L.P.	US	–	16.6	–	16.6
Total		111.0	309.3	24.1	444.4

Consistent with prior periods, the investments made by these funds were in four countries or regions, including Hong Kong, PRC, UK and the US, and these investments were in the form of debt, common equity or preferred equity.

Investment

The Group has no new investment during the year ended 31 December 2024.

BUSINESS PROSPECTS

MLCC, with its small size, high capacitance, and ease of surface mounting, is one of the most widely used and rapidly developing chip electronic components. It is widely applied in consumer electronics, communications, automotive electronics, and other fields, earning the title of “rice of the electronic industry.” At the same time, high-end capacitor and resistance are also considered as one of the “bottleneck” technology projects in China. Against the backdrop of China’s accelerated development as a technology powerhouse to achieve technological self-reliance, the trend of domestic substitution for MLCC is evident.

Benefiting from the overall recovery of the domestic economy and the slow recovery of the consumer electronics industry, the development of the MLCC industry recovered gradually despite difficulties in 2024. With the growth of market demand for the Internet of Things and 5G communications, new energy vehicles and AI servers, the MLCC market recorded good development momentum in the long term. The MLCC segment continues to adhere to its consistent strategy by consolidating its position in the general consumer market and actively exploring opportunities in automotive electronics, communication base stations, data centers, and other markets to expand the scope of cooperation with leading customers in the target market. Apart from increasing investment in research and development, equipment, environmental protection, automation and informatization to meet customer needs, the Group will make full use of favorable conditions such as the significantly improved cleanliness level and equipment precision of the new factory this year to increase efforts to reduce costs and increase efficiency, and continuously enhance core competitiveness through developing new materials and new processes. While the Group has excelled in small-and-micro sized MLCCs, through continuous investments in research and development in recent years, the Group recently has not only achieved technological breakthroughs in miniature and high-capacitance products to consolidate its leading position in the PRC, but also successively broadened the medium-and large-sized product portfolio with high-capacitance, high-Q, high-temperature and high-voltage characteristics, especially those that meet reliability requirements of industrial and automotive grades. The Group will continue to explore new markets, actively promote internationalization strategy and expand its market share, and provide customers with better products and services through ongoing innovation, technological advancement and excellent quality.

In respect of investment and financial services, the Group will reinforce the post-investment monitoring and management of existing projects in its fund operation, take various measures to prevent and mitigate potential risks, through enhancing risk-control measures and reducing risk exposure based on the terms of the existing agreements in order to safeguard the interests of fund investors. During 2024, the Group implemented various strategies to enhance the performance of the investments. With most of its efforts directed towards the subsequent management of existing projects, the Group will also start developing new business when appropriate, exploring value-added opportunities for investors in stable and reliable investment projects

FINANCIAL REVIEW

For the year ended 31 December 2024, the Group's revenue was derived from (i) MLCC segment; and (ii) investment and financial services segment. Total revenue of the Group was RMB548.0 million, which represented an increase of RMB60.0 million, or 12.3%, as compared to that for the year ended 31 December 2023. Revenue from the MLCC segment for the year ended 31 December 2024 was RMB497.7 million, representing an increase of RMB56.2 million, or 12.7% from the year ended 31 December 2023, which was due to weakening market circumstances in the industry. Revenue from the investment and financial services segment for the year ended 31 December 2024 was RMB50.3 million. Among this, the asset management fee income was RMB40.7 million for the year ended 31 December 2024 which represented a decrease of RMB9.0 million, or 18.1%, as compared to that for the year ended 31 December 2023. And the Group's net gain from financial assets at fair value through profit or loss ("FVPL"), which recorded RMB9.5 million for the year ended 31 December 2024 as compared to a loss of RMB3.2 million for the year ended 31 December 2023.

Gross Profit Margin

Aggregate gross profit margin for the year ended 31 December 2024 was 14.9%, representing a decrease of 1.1 percentage points as compared to the year ended 31 December 2023.

The gross profit margin of the MLCC segment decreased from 7.1% for the year ended 31 December 2023 to 6.3% for the year ended 31 December 2024. The Group faced intense competition and price reduction for conventional products. Meanwhile, during the relocation of our new Dongguan production base and in response to the changes in the market environment, the Group had exercised a certain level of production control in the mid of 2024, leading to an increase in average cost.

Other Income

The Group's other income amounted to RMB16.5 million for the year ended 31 December 2024, and there was no material change from the year ended 31 December 2023.

Research and Development Costs

The Group incurred research and development costs of RMB62.4 million for the year ended 31 December 2024, representing a decrease of RMB2.9 million from the year ended 31 December 2023. The decrease was mainly due to the Group's better cost control in research and development of new products and technologies during the year.

Finance Costs

The Group's finance costs amounted to RMB56.5 million for the year ended 31 December 2024 representing an increase of RMB22.3 million from the year ended 31 December 2023. The increase was mainly due to the additional drawdown of bank and other loans in 2024.

Property, Plant and Equipment

The net book values of the Group's property, plant and equipment were RMB964.0 million as at 31 December 2024, increased by RMB50.4 million from the balance as at 31 December 2023. The increase was mainly due to the additions to plant and machinery used in production of MLCC.

Investment Properties

The Group's investment property was carried at RMB52.5 million as at 31 December 2024, compared to the carrying value of RMB24.1 million as at 31 December 2023. The increase is mainly due to certain properties amounted to RMB30 million were changed from own use to rental in 2024.

Financial Assets at Fair Value Through Profit or Loss

As at 31 December 2024, the Group's financial assets at FVPL had a carrying value of RMB463.4 million, which was an increase of 12.45% from the balance as at 31 December 2023. This was mainly due to a fair value gain of RMB9.5 million and the reclassification of account receivable of RMB38.6 million upon the change of settlement arrangement of certain management fee and the effect of appreciation in exchange rate for the US dollar based financial assets.

Accounts and Bills Receivables

As at 31 December 2024, the Group's accounts and bills receivables amounted to RMB378.8 million, an increase of RMB31.7 million from the balance as at 31 December 2023. The increase was mainly due to an increase in revenue during the year of 2024.

Prepayments, Deposits and Other Receivables

As at 31 December 2024, prepayments, deposits and other receivables in current assets amounted to RMB45.6 million, representing an increase of RMB0.7 million as compared to the balance as at 31 December 2023, which is of no material change.

Cash and Bank Balances and Pledged Bank Deposits

As at 31 December 2024, the Group's cash and bank balances totalled RMB76.6 million, increased by RMB29.7 million from 31 December 2023. The increase was mainly due to the additional drawdown of the bank and other loans.

Trade and Bills Payables

As at 31 December 2024, the Group's trade and bills payables amounted to RMB148.1 million, an increase of RMB32.1 million from 31 December 2023. The increase was mainly due to the increase in MLCC production during the year ended 31 December 2024.

Deferred Income, Accruals and Other Payables

As at 31 December 2024, total deferred income, accruals and other payables amounted to RMB158.3 million, which was an increase of RMB49.0 million from 31 December 2023. The increase was mainly due to the increase in other payables from acquisition of production equipment in 2024.

Bank and Other Loans

As at 31 December 2024, the Group's bank and other loans was carrying RMB1,362.9 million, which represented an increase of RMB288.1 million from RMB1,074.8 million as at 31 December 2023. The increase was mainly due to the additional drawdown of the bank and other loans.

Contingent Liabilities

As at 31 December 2024, the Group had no material contingent liabilities (31 December 2023: Nil).

Capital Commitments

As at 31 December 2024, the Group had capital commitments of RMB145.6 million (31 December 2023: RMB259.5 million), including undrawn commitment to Tianli Private Debt Fund L.P. of approximately US\$13.2 million, or RMB94.7 million (31 December 2023: US\$13.2 million or RMB92.8 million), Tianli China Opportunities Fund I L.P. of approximately US\$1.2 million, or RMB9.0 million (31 December 2023: US\$1.2 million or RMB8.4 million) from the investment and financial services segment. Also, the Group had no capital commitment for construction of plant as at 31 December 2024 (31 December 2023: RMB111.3 million). The capital commitment for additions to production equipment was approximately RMB36.0 million (31 December 2023: RMB40.7 million) from the MLCC segment. The decrease was mainly due to the completion of major parts of new factories from the MLCC segment, and the increase of the capital commitment of the investment and financial services segment was attributable to the decrease of the exchange rate of Renminbi. There was no material change in terms of US dollars for the capital commitment of the investment and financial services segment.

Significant Investments

As at 31 December 2024, details of significant investments (with individual investment value of 5 per cent or more of the Group's total assets) held by the Group were set out as follows:

(i) Investment in Tianli China Opportunities Fund I L.P. ("REI")

The Group recorded investment in REI as "financial assets at fair value through profit or loss". REI is a project fund established for a property investment in Beijing. During the year ended 31 December 2024, unrealised gain of RMB11.0 million on revaluation of the investment in REI has been recorded by the Group. No realised gain or loss and dividend have been received from this investment.

(ii) Investment in Tianli Special Situations Capital L.P. (“SSC”)

The Group recorded investment in SSC as “financial assets at fair value through profit or loss”. SSC invests predominantly in global mergers and acquisitions, private equity or other corporate finance transactions. During the year ended 31 December 2024, unrealised gain of RMB17.6 million on revaluation of the investment in SSC has been recorded by the Group. No realised gain or loss and dividend have been received from this investment.

Nature of investments		Interests held	Investment cost	Carrying value	Total assets of the Group <i>RMB</i>	Carrying value to total assets of the Group
(i)	Tianli China Opportunities Fund I L.P.	15.04%	USD 16,264,000 (approximately RMB103,081,000)	USD 22,656,000 (approximately RMB162,803,000)	2,213,827,000	7.4%
(ii)	Tianli Special Situations Capital L.P.	5.60%	USD 9,800,000 (approximately RMB62,117,000)	USD 28,238,000 (approximately RMB202,914,000)	2,213,827,000	9.2%

The above significant investments are in line with the assets management segment’s strategy. The Group will continue to consolidate resources, strengthen compliance and risk management control, and proactively focus on key markets and projects, thereby improving the value of investment assets through sophisticated, proactive management.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Liquidity and Capital Resources

As at 31 December 2024, the Group had net current liabilities of approximately RMB603.4 million (31 December 2023: net current assets RMB41.8 million), comprising of current assets of RMB755.8 million (31 December 2023: RMB1,005.4 million), net off current liabilities of RMB1,359.2 million (31 December 2023: RMB963.6 million).

As at 31 December 2024, the Group's current ratio was 0.6 (31 December 2023: 1.0). The decrease in current ratio was mainly due to the other loan of RMB454.1 million is classified as current liabilities as at 31 December 2024, which is subsequently extended to be repayable on 12 August 2030.

Capital Expenditure

Capital expenditure incurred by the Group (representing acquisition and deposit of property, plant and equipment) for the year ended 31 December 2024 was approximately RMB194.0 million (2023: RMB330.2 million). The Group anticipates that the funding required for future capital expenditure will be principally financed by cash generated from operations and bank borrowings, although the Group may consider raising additional funds as and when appropriate.

Banking Facilities

As at 31 December 2023, the Group had been granted banking facilities of RMB788.0 million in aggregate, which utilised banking facilities amounted to RMB643.6 million.

As at 31 December 2024, the Group had been granted banking facilities of RMB828.0 million in aggregate, which utilised banking facilities amounted to RMB780.4 million.

Gearing Ratio

The Group monitors its capital structure through gearing ratio, which is net debt divided by capital plus net debt. Net debt is calculated at the sum of bank and other loans, lease liabilities, trade and bills payables and accruals and other payables (excluding deferred income and receipt in advance) less cash and cash equivalents. Capital represents equity attributable to the owners of the Company (excluding share capital). As at 31 December 2024 and 31 December 2023, the gearing ratios of the Group were approximately 75.9% and 65.7% respectively. The increase in gearing ratio was a result of the increase in bank and other loans during the year ended 31 December 2024.

Financial Resources

With the amount of liquid assets on hand as well as credit facilities granted by banks, the management is of the view that the Group has sufficient financial reserves to meet its ongoing operational requirements.

FOREIGN EXCHANGE RISK

For the year ended 31 December 2024, the Group's revenue was mainly denominated in Renminbi, US dollars and HK\$, whilst its purchases were mainly denominated in Renminbi, US dollars, HK\$ and Japanese Yen. The trade and other receivables denominated in US dollars were less than the trade and other payables denominated in US dollars, and the trade and other receivables denominated in HK\$ were smaller than the trade and other payables denominated in HK\$. Meanwhile, the Group is exposed to risks in respect of trade and other payables denominated in Japanese Yen, but is basically not exposed to risks in respect of trade and other receivables denominated in Japanese Yen. In the event of vigorous fluctuation of exchange rates, foreign exchange risk will exist to a certain extent. The Group will adopt corresponding hedging measures in relation to its foreign currency exposure, with a view to providing protection against future foreign exchange risk.

FINAL DIVIDEND

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

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, the Group had a total of 1,257 (2023: 1,285) employees. The Group recognises the importance of human resources to its success. Compensation for the Group is made in reference to the prevailing market conditions, individual performance, contributions as well as duties and responsibilities.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including treasury shares (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)), if any) during the year ended 31 December 2024. As at 31 December 2024, the Company did not hold any treasury shares (as defined under the Listing Rules).

CORPORATE GOVERNANCE CODE

During the year ended 31 December 2024, the Company has complied with all the code provisions of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as the code of conduct regulating Directors' dealings in securities of the Company. Having made specific enquiry of all the Directors, all Directors have confirmed that they have complied with the required standards as set out in Model Code regarding their securities transactions throughout the year ended 31 December 2024.

EVENT AFTER THE REPORTING PERIOD

On 25 February 2025, Dongguan Dong Eyang Electronic Technology Development Limited* (東莞市東宇陽電子科技發展有限公司) (“**Dong Eyang**”) (as purchaser), an indirect wholly-owned subsidiary of the Company, and Dong Rong Industrial (HK) Limited* (東榮實業(香港)有限公司) (“**Dong Rong**”) (as vendor), entered into the purchase contract, pursuant to which Dong Eyang agreed to acquire a batch of capacitance tester from Dong Rong at the consideration of JPY175,000,000 (equivalent to approximately HK\$9,100,000) (the “**Acquisition**”).

As one or more of the applicable percentage ratio (as defined under the Listing Rules) in respect of the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

For details of the Acquisition, please refer to the announcements of the Company dated 25 February 2025 and 3 March 2025.

Save as disclosed above, the Group has no material events after reporting period which are required to be disclosed.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises three independent non-executive Directors, namely, Mr. Chu Kin Wang, Peleus (chairman of the Audit Committee), Mr. Xu Xuechuan and Ms. Jiao Jie. The principal responsibilities of the Audit Committee include the review and supervision of the Group’s financial reporting process and risk management (including but not limited to business, operation as well as environmental, social and governance related risks) and internal control systems. The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2024.

By Order of the Board
Tianli Holdings Group Limited
Zhou Chunhua
Chairman

Hong Kong, 28 March 2025

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Zhou Chunhua (Chairman) and Mr. Pan Tong (Chief Executive Officer), and three independent non-executive Directors, namely Mr. Chu Kin Wang, Peleus, Mr. Xu Xuechuan and Ms. Jiao Jie.