Star Plus Legend Holdings Limited
巨星傳奇集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6683)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2024

FINANCIAL HIGHLIGHTS

During the Reporting Period, the Group recorded:

- a revenue of RMB584.0 million, representing an increase of approximately 35.8% as compared to FY2023
- revenue from the IP creation and operation business of RMB314.3 million, representing an increase of approximately 65.1% as compared to FY2023
- gross profit of RMB327.0 million, representing an increase of approximately 18.4% as compared to FY2023
- net profit of RMB50.2 million, representing an increase of approximately 21.3% as compared to FY2023

The board (the "**Board**") of directors (the "**Directors**") of Star Plus Legend Holdings Limited (the "**Company**") announces the consolidated financial results of the Company and its subsidiaries (collectively the "**Group**") for the year ended 31 December 2024 ("**Reporting Period**" or "**FY2024**"), together with the comparative figures for the year ended 31 December 2023 ("**FY2023**").

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

		Year ended 31 December	
		2024	2023
	Note	***RMB'000***	*RMB'000*
Revenue	3	**584,010**	430,213
Cost of revenue		**(256,993)**	(153,880)
Gross profit		**327,017**	276,333
Selling and marketing expenses		**(143,294)**	(112,317)
General and administrative expenses		**(114,021)**	(106,633)
Provision for impairment losses on financial assets		**(5,338)**	(3,192)
Other income		**12,794**	9,563
Other gains, net		**6,269**	763
Operating profit		**83,427**	64,517
Finance income		**4,231**	3,590
Finance costs		**(837)**	(1,249)
Finance income, net		**3,394**	2,341
Share of loss of investments accounted for using the equity method		**(3)**	–
Profit before income tax		**86,818**	66,858
Income tax expense	4	**(36,578)**	(25,447)
Profit for the year		**50,240**	41,411
Profit for the year attributable to:			
– Owners of the Company		**56,054**	34,515
– Non-controlling interests		**(5,814)**	6,896
		50,240	41,411

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2024

		Year ended 31 December	
		2024	2023
	Note	***RMB'000***	*RMB'000*
Profit for the year		**50,240**	41,411
Other comprehensive income:			
Items that may be subsequently reclassified to profit or loss			
Exchange differences arising on translation of foreign operations		**(1,221)**	753
Items that will not be reclassified to profit or loss			
Exchange differences on translation from functional currency to presentation currency		**11,776**	12,735
Total comprehensive income for the year		**60,795**	54,899
Total comprehensive income attributable to:			
– Owners of the Company		**67,212**	48,093
– Non-controlling interests		**(6,417)**	6,806
		60,795	54,899
Earnings per share for profit attributable to owners of the Company (expressed in RMB per share):			
– Basic	6	**0.07**	0.05
– Diluted	6	**0.07**	0.04

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

		As at 31 December	
		2024	2023
	Note	***RMB'000***	*RMB'000*
ASSETS			
Non-current assets			
Property, plant and equipment		**130,208**	67,542
Investment properties		**12,857**	–
Right-of-use assets		**14,786**	21,511
Intangible assets		**20,564**	19,969
Financial assets at fair value through profit or loss		**12,680**	2,641
Investments accounted for using the equity method		**5,000**	5,004
Other receivables	8	**5,113**	–
Deferred income tax assets		**8,266**	10,564
Other non-current assets		**7,408**	52,641
		216,882	179,872
Current assets			
Inventories		**26,154**	20,482
Film and TV programme rights	7	**166,217**	108,287
Trade and other receivables	8	**398,921**	327,396
Prepayment and other current assets		**76,654**	66,634
Financial assets at fair value through profit or loss		**61,310**	25,913
Restricted bank deposits		**3,841**	28,167
Cash and cash equivalents		**296,536**	145,823
		1,029,633	722,702
Total assets		**1,246,515**	902,574

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 DECEMBER 2024

		As at 31 December	
		2024	2023
	Note	***RMB'000***	*RMB'000*
EQUITY AND LIABILITIES			
Equity attributable to owners of the Company			
Share capital	9	**59**	57
Reserves		**678,159**	459,737
Retained earnings		**275,482**	224,420
		953,700	684,214
Non-controlling interests		**5,965**	7,375
Total equity		**959,665**	691,589
LIABILITIES			
Non-current liabilities			
Borrowings	11	**–**	5,000
Lease liabilities		**7,254**	2,173
		7,254	7,173
Current liabilities			
Trade and other payables	10	**130,747**	117,677
Borrowings	11	**5,000**	5,000
Lease liabilities		**5,069**	3,704
Contract liabilities		**72,766**	33,147
Current income tax liabilities		**66,014**	44,284
		279,596	203,812
Total liabilities		**286,850**	210,985
Total equity and liabilities		**1,246,515**	902,574
Net current assets		**750,037**	518,890
Total assets less current liabilities		**966,919**	698,762

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Star Plus Legend Holdings Limited (the "**Company**") was incorporated in the Cayman Islands on 3 January 2020 as an exempted company with limited liability under the Companies Act, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands. The business address of the Company is 2/F, Block 1, Dream Star Garden, 68 Jinjie Road, Huaqiao Town, Kunshan, China.

The Company is an investment holding company. The Company and its subsidiaries (together, the "**Group**") are principally engaged in new retail business and IP creation and operation business in the People's Republic of China (the "**PRC**").

The Company is controlled by Ms. Ma, Hsin-Ting ("**Ms. Ma**"), Mr. Yang, Chun-Jung ("**Mr. Yang**"), Ms. Yeh, Hui-Mei ("**Ms. Yeh**"), Mr. Chen, Chung ("**Mr. Chen**") through their investment holding companies. Ms. Ma, Mr. Yang, Ms. Yeh and Mr. Chen have entered into a concert party agreement and therefore are collectively referred as the controlling shareholders of the Company (the "**Controlling Shareholders**").

The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited on 13 July 2023.

This consolidated financial statements for the year ended 31 December 2024 are presented in thousands of units of Renminbi (RMB'000), unless otherwise stated. This consolidated financial statements have been approved for issue by the Board on 31 March 2025.

2 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRS) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622.

HKFRS comprise the following authoritative literature:

- Hong Kong Financial Reporting Standards,
- Hong Kong Accounting Standards, and
- Interpretations developed by the Hong Kong Institute of Certified Public Accountants.

The consolidated financial statements has been prepared on a historical cost basis except for certain financial assets and financial liabilities which are measured at fair value.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involve a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements.

(a) New and amended standards adopted by the Group

The Group has applied the following new and amended standards for its annual reporting period commencing 1 January 2024:

- Classification of Liabilities as Current or Non-current and Non-current liabilities with covenants – Amendments to HKAS 1;
- Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause – Hong Kong Interpretation 5 (Revised);
- Lease Liability in Sale and Leaseback – Amendments to HKFRS 16; and
- Supplier Finance Arrangements – Amendments to HKAS 7 and HKFRS 7.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(b) New standards and amendments to existing standards not yet adopted

Certain new accounting standards and amendments to accounting standards have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group:

Standards and amendments		**Effective for reporting periods beginning on or after**
HKAS 21 (Amendments)	Lack of Exchangeability	1 January 2025
HKFRS 9 and HKFRS 7 (Amendments)	Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to HKFRS Accounting Standards – Volume 11	Clarifications, simplifications, corrections, and changes intended to improve consistency in: • HKFRS 1, First-time Adoption of International Financial Reporting Standards; • HKFRS 7, Financial Instruments: Disclosures and Guidance on implementing HKFRS 7; • HKFRS 9, Financial Instruments; • HKFRS 10, Consolidated Financial Statements; and • HKAS 7, Statement of Cash Flows.	1 January 2026
HKFRS 18 and HK Interpretation 5	Presentation and Disclosure in Financial Statements Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2027
HKFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027

The Group will adopt the above new standards and amendments to standards when they become effective. The adoption of HKFRS 19, Amendments to HKAS 21, Amendments to HKFRS 7 and HKFRS 9 and Annual Improvements to HKFRS Accounting Standards – Volume 11 would not have any material impact on the Group.

Management is currently assessing the detailed implications of applying the HKFRS 18 and HK Interpretation 5 new standard on the Group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

- Although the adoption of HKFRS 18 will have no impact on the Group's net profit, the Group expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the group has performed, the following items might potentially impact operating profit:

  – Foreign exchange differences currently aggregated in the line item "other gains, net" in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.

- The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation.

- The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:

  – management-defined performance measures;

  – a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and

  – for the first annual period of application of HKFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying HKFRS 18 and the amounts previously presented applying HKAS 1.

- From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

3 REVENUE AND SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Board of Directors of the Company. Management has determined the operating segments based on the information reviewed by the Board of Directors of the Company for the purposes of allocating resources and assessing performance.

The Board of Directors of the Company considers the business from perspective of types of goods or services delivered or provided. During the year ended 31 December 2024, the Group's operating and reportable segments are as follows (2023: same):

New retail:	Retail of health management products and other products in the PRC
IP creation and operation:	IP creations, media content creation, event planning and celebrity IP management

(a) Segment revenue and results

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major business lines:

For the year ended 31 December 2024

	New retail *RMB'000*	**IP creation and operation** *RMB'000*	**Total** *RMB'000*
Segment revenue			
– recognised at a point in time	**269,750**	**200,704**	**470,454**
– recognised over time	**–**	**113,556**	**113,556**
	269,750	**314,260**	**584,010**
Cost of revenue	**(90,907)**	**(166,086)**	**(256,993)**
Segment results	**178,843**	**148,174**	**327,017**
Unallocated			
Selling and marketing expenses			**(143,294)**
General and administrative expenses			**(114,021)**
Provision for impairment losses on financial assets			**(5,338)**
Other income			**12,794**
Other gains, net			**6,269**
Finance income, net			**3,394**
Share of loss of investments accounted for using the equity method			**(3)**
Profit before income tax			**86,818**

For the year ended 31 December 2023

	New retail *RMB'000*	IP creation and operation *RMB'000*	Total *RMB'000*
Segment revenue			
– recognised at a point in time	239,808	86,239	326,047
– recognised over time	–	104,166	104,166
	239,808	190,405	430,213
Cost of revenue	(93,970)	(59,910)	(153,880)
Segment results	145,838	130,495	276,333
Unallocated			
Selling and marketing expenses			(112,317)
General and administrative expenses			(106,633)
Provision for impairment losses on financial assets			(3,192)
Other income			9,563
Other gains, net			763
Finance income, net			2,341
Profit before income tax			66,858

During the year ended 31 December 2024, all of the segment revenue reported above was from external customers and there were no inter-segment sales (2023: same).

Segment results represent the gross profit generated by each segment. This is the measure reported to the Board of Directors of the Company for the purpose of resource allocation and performance assessments. Segment assets and liabilities are not regularly reported to the Board of Directors of the Company and therefore information of separate segment assets and liabilities is not presented.

(b) Geographical information

Most of the Group's segment revenues are derived from mainland China except certain revenue from the IP creation and operation segment. The amount of the Group's revenue from external customers analysed based on location of the operations of the business is set out below:

	Year ended 31 December	
	2024 ***RMB'000***	2023 *RMB'000*
Revenue		
Mainland China	**571,146**	428,140
Others	**12,864**	2,073
	584,010	430,213

(c) Disaggregation of revenue

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

	Year ended 31 December	
	2024	2023
	RMB'000	*RMB'000*
Sales of health management products and skincare products	**264,948**	237,440
Production of Film and TV programmes rights	**167,591**	84,142
Production and licensing of entertainment videos	**31,761**	15,840
Event planning and management	**27,900**	6,957
Celebrity IP management	**65,210**	71,239
Licensing and royalty income	**18,538**	9,941
Sales of other products	**6,154**	4,654
Rental income	**1,908**	–
	584,010	430,213

4 INCOME TAX EXPENSE

	Year ended 31 December	
	2024	2023
	RMB'000	*RMB'000*
Current income tax		
– PRC corporate income tax	**31,623**	30,264
– Hong Kong profits tax	**2,580**	1,561
	34,203	31,825
Deferred income tax		
– PRC corporate income tax	**(1,368)**	(1,569)
– Hong Kong profits tax	**3,743**	(4,809)
	2,375	(6,378)
Income tax expense	**36,578**	25,447

(a) Cayman Islands

Under the prevailing laws of the Cayman Islands, the Company is not subject to tax on income or capital gains.

(b) Hong Kong

The Group's entities incorporated in Hong Kong are subject to Hong Kong profits tax rate of 16.5% (2023: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

(c) PRC Corporate Income Tax ("PRC CIT")

The PRC CIT has been provided on the estimated taxable profits derived by the Group's subsidiaries incorporated in the PRC and was calculated in accordance with the relevant rules and regulations of the PRC. The applicable PRC CIT rate was 25% for the year ended 31 December 2024 (2023: 25%).

(d) Withholding Income Tax

Pursuant to the Detailed Implementation Regulations for Implementation of the Corporate Income Tax Law issued on 6 December 2007, dividends distributed from the profits generated by the PRC companies after 1 January 2008 to their foreign investors shall be subject to a withholding income tax of 5% or 10%. The withholding income tax rate applicable to the Group for the year ended 31 December 2024 was 10% (2023: 10%).

5 DIVIDEND

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

Pursuant to a resolution passed in the shareholders' meeting of the Company on 13 June 2023, special dividends of HK$60,000,000 (equivalent to approximately RMB54,029,000) were declared through reduction of the share premium account.

6 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year ended 31 December 2024 (2023: same).

	Year ended 31 December	
	2024	2023
Profit attributable to equity owners of the Company *(RMB'000)*	**56,054**	34,515
Weighted average number of ordinary shares in issue	**822,826,111**	758,952,130
Basic earnings per share *(in RMB/share)*	**0.07**	0.05

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding assuming the conversion of all dilutive potential ordinary shares. The effect of the outstanding share options under 2020 share incentive plan was included in the computation of diluted earnings per share as they were dilutive.

For the year ended 31 December 2024, the diluted earnings per share is RMB 0.07 (2023: earnings per share RMB 0.04), which is calculated by dividing the profit attributable to equity owners of the Company RMB 56,054,000 by the weighted average number of 849,991,483 ordinary shares outstanding assuming the conversion of share options under 2020 share incentive plan during the financial year.

7 FILM AND TV PROGRAMME RIGHTS

	Film and TV programme rights under production	**Film and TV programme rights completed**	**Total**
	RMB'000	*RMB'000*	*RMB'000*
At 1 January 2023	89,602	–	89,602
Additions	49,110	–	49,110
Transfer upon completion	(61,029)	61,029	–
Recognised in cost of revenue	–	(30,643)	(30,643)
Exchange differences	218	–	218
At 31 December 2023	**77,901**	**30,386**	**108,287**
Additions	**156,893**	**9,655**	**166,548**
Transfer upon completion	**(70,410)**	**70,410**	**–**
Recognised in cost of revenue	**–**	**(110,451)**	**(110,451)**
Exchange differences	**1,833**	**–**	**1,833**
At 31 December 2024	**166,217**	**–**	**166,217**

As at 31 December 2023, the rights mainly represented the production cost of remaining 6 episodes of J-Style Trip II (周遊記2) not yet broadcasted, J-Style Trip III (周遊記3) and Yue Lai Yue Kuai Le (樂來樂快樂). As at 31 December 2024, the rights primarily represented the production cost of J-Style Trip III (周遊記3), which was substantially completed but not yet broadcasted and JVerse Concert (JVerse演樂會), where the production was still in progress.

Film and TV programme rights are stated at the lower of cost and net realisable value. Cost of the Film and TV programme rights under production includes all direct costs associated with the production of Film and TV programme rights, and are transferred to "Film and TV programme rights completed" upon completion of production. Net realisable value is the estimated selling price in the ordinary course of business, less the applicable variable selling expense.

The Directors assessed the net realisable amount of the Film and TV programme rights as at each balance sheet date in order to determine whether any impairment provision is required to be made. The net realisable amount is estimated by reference to the advertising and other related income to be generated from the broadcast of the Film and TV programme based on confirmed order and/or letter of intent received by the Group less cost of completion of the Film and TV programme. Based on the Directors' best estimate, as at each balance sheet date, the TV programme rights are profit generating with income exceeding related production cost, indicating that the net realisable amount should exceed the carrying value of the relevant rights. Accordingly, no provision for impairment has been made.

8 TRADE AND OTHER RECEIVABLES

	As at 31 December 2024			As at 31 December 2023
	Current	**Non-current**	**Total**	**Current**
	RMB'000	***RMB'000***	***RMB'000***	***RMB'000***
Trade receivables *(a)*				
– related parties	56,543	–	56,543	1,750
– third parties	255,482	–	255,482	177,627
	312,025	–	312,025	179,377
Less: provision for impairment of trade receivables	(8,650)	–	(8,650)	(3,635)
Trade receivables – net	303,375	–	303,375	175,742
Other receivables				
– Amounts due from related parties	10,952	–	10,952	6,132
– Loan to a third party *(b)*	36,313	5,168	41,481	–
– Amounts due from third parties *(c)*	40,612	–	40,612	34,026
– Deposits	4,900	–	4,900	26,080
– Other receivables in respect of the celebrity IP management business *(d)*	2,301	–	2,301	12,048
– Staff advances	1,618	–	1,618	–
– Amount held in a licensed financial institution	–	–	–	73,859
–Others	6	–	6	397
	96,702	5,168	101,870	152,542
Less: provision for impairment of other receivables	(1,156)	(55)	(1,211)	(888)
Other receivables – net	95,546	5,113	100,659	151,654
	398,921	5,113	404,034	327,396

(a) Trade receivables

Trade receivables primarily arise from the Group's new retail business products directly sold to distributors and IP management business. The normal credit period granted to these customers are generally ranging from 5 to 90 days.

The following is an ageing analysis of trade receivables based on revenue recognition date:

	As at 31 December	
	2024	2023
	RMB'000	*RMB'000*
Within 30 days	**243,585**	143,811
31–90 days	**15,812**	25,688
91–120 days	**2,416**	3,765
121–365 days	**23,028**	4,018
Over 365 days	**27,184**	2,095
	312,025	179,377

The Group applied the simplified approach to provide for expected credit losses prescribed by HKFRS 9.

The carrying amounts of trade receivables are denominated in the following currencies:

	As at 31 December	
	2024	2023
	RMB'000	*RMB'000*
RMB	**311,039**	178,269
US$	**–**	709
TW$	**986**	399
	312,025	179,377

(b) The Group entered into loan agreements with Zhejiang Ruxing Brand Management Co., Ltd. ("**Zhejiang Ruxing**"), a limited liability company incorporated in the PRC, in 2024. Pursuant to the loan agreements, the Group agreed to provide Zhejiang Ruxing with loans amounting to RMB 36,000,000 at interest rate range from 3.10%-3.23%, and repayable in 2025. The loan is secured by the shareholder of Zhejiang Ruxing.

On 20 January 2024, the Group lent RMB5,000,000 to Beijing Fuxing An'xin Cultural Development Company Limited, which bears an interest at 3.45% per annum. The Group then agreed to defer the settlement period to January 2026. Therefore, the loan is treated as non-current assets as of 31 December 2024.

(c) The amounts due from third parties primarily represented receivables relating to products and services purchased by the Group on behalf of other third parties for promotion of health management products and skincare products or for promotion and production of Film and TV programme rights.

(d) The amount primarily represented receivables of promotion income on behalf of certain celebrities where the Group takes an agency role in arranging the services delivered by these celebrities in mainland China.

(e) As at 31 December 2024 and 2023, the carrying values of the trade and other receivables approximated their fair values as at the balance sheet date.

9 SHARE CAPITAL

	Number of ordinary shares	Nominal value of ordinary shares *US$*	Share capital *RMB'000*
Authorised:			
At December 31 2024 and 2023	5,000,000,000	50,000	
Issued:			
At 1 January 2023	542,914,624	5,429	38
Capitalisation issue of shares *(Note (a))*	178,445,376	1,784	13
Shares issued pursuant to the Global offering *(Note (b))*	80,527,500	805	6
Upon completion of Global offering	801,887,500	8,018	57
Dividends paid	–	–	–
At 31 December 2023	801,887,500	8,018	57
At 1 January 2024	801,887,500	8,018	57
Placing of new shares *(Note (c))*	31,451,000	315	2
At 31 December 2024	833,338,500	8,333	59

Notes:

(a) Pursuant to the resolutions of the shareholders of the Company passed on 19 June 2023, the Company issued 178,445,376 shares credited as fully paid at par (US$0.00001 per share) to the holders of shares whose names are entered on the principal register of members of the Company maintained in the Cayman Islands prior to the capitalisation issue in proportion to their respective shareholdings by way of capitalisation.

(b) On 13 July 2023, the Company issued 78,640,000 ordinary shares at an issue price of HK$4.25 per share for gross proceeds of HK$334,220,000 upon Listing. These shares rank *pari passu* in all respects with the shares in issue. The transaction costs directly attributable to issue of shares amounting to HK$16,711,000 was treated as a deduction from share premium. On 7 August 2023, the Company issued and allotted 1,887,500 ordinary shares pursuant to partial exercise of the over-allotment option, at an issue price of HK$4.25 per share for gross proceeds of HK$8,022,000. The transaction costs directly attributable to issue of shares amounting to HK$401,000 was treated as a deduction from share premium. Up to the date of Global offering, the Group incurred listing expenses of RMB7,834,000 for those newly issued shares, which were capitalised and charged against equity. The net proceeds from the Global offering amounted to HK$316,530,000 (equivalent to RMB288,707,000).

(c) On 2 May 2024, 31,451,000 ordinary shares were issued by the Company for aggregate net proceeds totalling HK$222,100,000 (equivalent to RMB201,910,000). All newly issued ordinary shares are ranked *pari passu* with the existing ordinary shares in all aspects.

10 TRADE AND OTHER PAYABLES

	As at 31 December	
	2024	2023
	RMB'000	*RMB'000*
Trade payables *(Note (a))*		
– related parties	**3,112**	3,993
– third parties	**20,065**	10,090
	23,177	14,083
Notes payables	**3,841**	28,167
Other payables		
– Amount due to related parties	**15,242**	22,232
– Payable relating to celebrity IP management business	**19,870**	19,414
– Other taxes payables	**30,853**	15,383
– Deposits from customers	**19,748**	3,908
– Salaries and staff welfare payable	**10,778**	4,683
– Accrued expenses	**6,448**	3,981
– Payable for investment in Fuzhou Concert	**–**	3,598
– Others	**790**	2,228
	103,729	75,427
	130,747	117,677

(a) Ageing analysis of the trade payables based on invoice date at the end of each reporting dates is as follows:

	As at 31 December	
	2024	2023
	RMB'000	*RMB'000*
0–60 days	**19,844**	10,938
61–120 days	**1,307**	1,027
121–365 days	**789**	1,330
Over 365 days	**1,237**	788
	23,177	14,083

(b) The carrying amounts of the Group's trade and other payables were denominated in the following currencies:

	As at 31 December	
	2024	2023
	RMB'000	*RMB'000*
RMB	**108,786**	84,259
HK$	**20,416**	32,868
TW$	**1,545**	550
	130,747	117,677

(c) As at 31 December 2024 and 2023, the carrying amounts of the trade and other payables of the Group approximated their fair values.

11 BORROWINGS

	2024	2023
	RMB'000	*RMB'000*
Non-current		
Non-current portion of a long-term bank borrowings, secured	**–**	5,000
Current		
Current portion of a long-term bank borrowings, secured	**5,000**	5,000
Total borrowing	**5,000**	10,000

Notes:

(a) On 5 January 2021, the Group entered into a 5-year mortgage loan agreement with The Bank of Shanghai Co., Ltd., Suzhou branch for the purchase of office premises and staff quarters. The mortgage loan bears a fixed interest rate at 5.70% per annum, repayable by monthly instalments until 5 January 2026, and secured against the office premises and staff quarters.

(b) The amounts of repayment installments of the borrowings are as follows:

	2024	2023
	RMB'000	*RMB'000*
Within 1 year	**5,000**	5,000
1 year to 2 years	**–**	5,000
	5,000	10,000

12 SUBSEQUENT EVENTS

There was no material subsequent events took place subsequent to 31 December 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

In FY2024, the Group successfully maintained a steady growth in its business performance, recording a total revenue of RMB584.0 million, representing an increase of approximately 35.8% as compared to FY2023. The two business segments of the Group, namely IP creation and operation business and new retail business, contributed to approximately 53.8% and 46.2%, respectively, of the Group's revenue in the Reporting Period.

IP creation and operation business

Leveraging the Group's expertise in the operation and development of celebrity IPs, as well as its capability to integrate relevant resources, the Group continued to experience notable growth in its IP creation and operation business during the Reporting Period. The IP creation and operation business of the Group recorded a revenue of RMB314.3 million for FY2024, representing an increase of approximately 65.1% from RMB190.4 million for FY2023.

The notable growth in the performance of the Group's IP creation and operation business in FY2024 was primarily attributable to the successful airing of two major TV programmes of the Group, namely (i) *J-Style Trip* season two (周遊記2) the outdoor reality interactive variety show starring Mr. Jay Chou, which was broadcasted during the first half of 2024 with overwhelming responses; and (ii) *Yue Lai Yue Kuai Le* (樂來樂快樂), a music talk show centered around Mr. Harlem Yu, which was broadcasted on Zhejiang Satellite TV and various online platforms during June to August 2024. The show has consistently achieved the highest viewership rating among similar variety shows in its timeslot, generating over 200 trending topics with cumulative number of relevant discussions on Weibo exceeding 150 million. Revenue generated from the airing of the above TV programmes during FY2024 amounted to RMB167.6 million.

Apart from TV programme, the Group has been dedicated in organizing and/or planning a range of online and offline events. For example, during 2024, the Group participated in the planning of a variety and music show named "Thousand and One Nights (一千零一夜)" featuring various celebrities and broadcast on Zhejiang Satellite TV, Kuaishou and various platforms. The Group also organized various events centered around Mr. Liu-Keng Hung (劉畊宏), including the "Fitness Carnival" held in August 2024 at the National Stadium, Bird's Nest and the concert held in December 2024 in Chengdu.

New retail business

During the Reporting Period, the Group's new retail business continues to demonstrate robust performance, generating revenue of approximately RMB269.8 million, representing an increase of approximately 12.5% from FY2023. The Group's flagship product – *MODONG* coffee (魔胴咖啡) remained popular among consumers. According to China Insights Consultancy, *MODONG* coffee (魔胴咖啡) continued to rank first (in terms of sales and sales volume) in the bulletproof drink market in the PRC in 2024. Other products of the Group are also highly recognized by the market. At the "2024 12th Xinyingyang Forum (2024第12屆新營養大會)", the matcha powder, protein bar and *MODONG* light brewed coffee (魔胴輕萃咖啡) of the Group have successfully won the "New Lifestyle Hot Product Award" and "Best Product Birth Award" double awards for their excellent quality and innovative concepts.

In promoting the business performance of the new retail business, the Company has been actively hosting conference, meetings and training amongst its distributors and sub-distributors. During FY2024, the Group has organized over 150 distributors' events across forty-nine cities. In addition, as part of its initiative in the development and employment of artificial intelligence ("**AI**") technology in its business operation, the Group has started to adopt AI functions in the operation of its new retail business. In particular, the "AI Nutritionist" functions have been embedded into the Group's App to provide nutrition analysis and advice on users' diets based on photos uploaded by them. The Company will continue to apply different AI functions to enhance customers' experience and support the distributors and sub-distributors in the sale of the Group's products.

The Unique IP-empowerment business model

Adhering to the business model of IP empowering, the Company is committed to promote diversification of its IP operation, which in turn enhance its brand awareness and business growth. During FY2024, the Group has organized the first interactive *CHOUCHOU* (周同學)-themed exhibition in Shenzhen. Through meticulously designed scenes and interactive experiences, the *CHOUCHOU* (周同學) IP is reified and integrated with different themes and related products, creating an immersive retail experience. In addition, the Group has collaborated with Alipay in organizing the "Finding *CHOUCHOU* (尋找周同學)" events, by setting up various "check-in" spots featuring *CHOUCHOU* (周同學) at iconic attractions located in different cities and launching pop-up stores for *CHOUCHOU* (周同學) related products during the period when concerts of the Jay Chou Carnival World Tour were held, including Hangzhou, Fuzhou, Changsha, Nanjing and Shenzhen. The Group has also held pop-up stores in different cities including Wuhan, Chongqing and Tokyo. Through the enormous amount of exposure of the Group's IP events, these activities had successfully enhanced the awareness of the Group and its celebrity IPs.

The Group also actively diversified its IP operation. For instance, the Group has launched vending machines primarily selling *CHOUCHOU* (周同學) related products in large-scale shopping malls in different cities in the PRC. During FY2024, approximately 30 vending machines had been placed in various shopping malls for trial operation. In addition, the Group collaborated with Migu Music (咪咕音樂), the music platform under China Mobile, to launch video ringtones (視頻彩鈴) featuring different celebrity IPs.

The Company has demonstrated its unique strategy in the operation of celebrity IPs, not only successfully generating income through sponsorships and licensing of the IPs, but also ingeniously utilizing the influence of its celebrity IPs to boost market sales of new retail products and promote its brand, and at the same time inject new vitality into the future IP contents.

Business Outlook

The following highlights some of the major upcoming business plans of the Group:

Planning of new media contents and events – The Group will continue to develop popular media content and plan various events focusing on its core celebrity IPs. In particular, the production of *J-Style Trip* season 3 (周遊記3) has been completed and the programme has began airing in March 2025. Also, a new cycling-themed variety show featuring Mr. Liu Keng-hung and other programmes are also expected to be broadcast this year. For offline events, a "Fitness Carnival" featuring Mr. Liu Keng-hung is planned for August 2025, as well as a concert of Mr. Eric Suen Yiu Wai to be held in Malaysia. It is expected that these offline events will increase the level of interaction between celebrities and their fans, as well as increase brand awareness and influence.

Expansion and upgrade of product offerings – In continuing the Group's strategy of empowering its product sales through IP, along with the airing of *J-Style Trip* season 3 (周遊記3), the Group plans to launch a new product line "Modong Magic" focusing on functional coffee products that combine coffee with various nutrients to create delicious beverages that take care of the public's health needs, such as improving metabolism, resisting oxidation, and increasing satiety. The Group is also contemplating an upgrade of its Matcha powder by adding various fruit and vegetables and other nutrients to provide extra dietary fiber and health supports to consumers. In addition, the Group is planning the introduction of a new self-developed product line that focuses on products with emotional value and to launch various products such as plush toys, accessories, household items and pet products. By constantly expanding its product offerings and upgrading its existing products, the Group will continue to deliver high-quality products that meet consumers' needs.

Expansion into overseas markets – The Group plans to participate in the investment in concerts of internationally renowned celebrities in the coming year. Leveraging on its experience in celebrity IPs development and operation, the Group would explore the opportunities to cooperate with such international celebrities in the development of nijigen-style personality, digital human, as well as exclusive products featuring the characteristics of the celebrities. At the same time, the Group is actively exploring opportunities for its products to tap into overseas markets with the aim of expanding its customer base and enhancing brand awareness. The Group is planning to establish a new production line in Taiwan in collaboration with third-party manufacturers to produce *MODONG* coffee (魔胴咖啡) and other products which primarily target overseas and Taiwan markets.

Strengthening offline distribution channels and enhancing brand awareness – The Group will continue to focus on experience marketing with C-end consumers through a combination of retail stores, live streaming sessions and interactive entertainment activities. The Group plans to establish a "blacklabel" store featuring *CHOUCHOU* (周同學), offering a wide range of high-end products relating to the celebrities IPs of the Group, including trendy toys, clothing and accessories. On the other hand, the Group plan to develop offline sale of "VIVICYCLE", an athletic apparel brand developed based on Mr. Liu Keng-hung and Ms. Vivi Wang, by opening its self-operated store in Hangzhou and a number of co-operated stores in first and second-tier cities in China. Apart from the above initiatives, the Group will continue to operate pop-up stores alongside the concert tour of Mr. Jay Chou and expand the operation of vending machines in various shopping malls with large number of visitors. The Company believes that by establishing various offline distribution channels in combination of the Group's IP content, it would further enhance its brand awareness and users' engagement.

Deepening the development and use of AI in the Group's business – the Group intends to continue its efforts in the digitalisation of celebrity IPs in different forms and their commercialisation through contents generated with AI, such as the planning of and investment in virtual concerts and creation of other virtual media contents. Following the success of "AI Nutritionist", the Group intends to incorporate other AI functions in the operation of its business and enhance the users' experience of C-end customers. For example, the Group is developing "AI Anchor" which helps to enhance the production of marketing material and personalised "AI Distributor" which assists individual distributors to create their livestreaming sessions and video distribution contents in various platforms. These tools can be used in conjunction with each other to form an ecosystem based on AI to be widely used in marketing, customer acquisition and other aspects of the new retail business. On the other hand, the Group is also seeking to implement AI functions in its various business units. By connecting with the database of the Group, AI tools can be used in various aspects of the business of the Group to enhance operation efficiency, such as conducting analysis on market needs, creating design and marketing materials.

Financial Review

Revenue

The business operations of the Group consist of two major segments, namely (i) the new retail segment, where the Group primarily develops and sells health management and skincare products through various online and offline channels; and (ii) the IP creation and operation segment, where the Group creates and/or manages celebrity IPs, provides planning and management services to the production of media contents and events and licenses its celebrity IPs and sells related products.

The Group recorded a revenue of RMB584.0 million for FY2024 (FY2023: RMB430.2 million), representing an increase of approximately 35.8% as compared to the revenue of the Group for FY2023. Such increase was mainly attributable to the increase in revenue attributable to the IP creation and operation business of the Group from RMB190.4 million in FY2023 to RMB314.3 million in FY2024, representing an increase of approximately 65.1%. Set out below is a breakdown of the Group's revenue attributable to the two business segments:

	FY2024	FY2023
	RMB'000	*RMB'000*
IP creation and operation business	**314,260**	190,405
New retail business	**269,750**	239,808
Total	**584,010**	430,213

IP creation and operation business

The IP creation and operation business of the Group mainly involve (i) the creation of media content, which involve the organization, planning and management of production of IP programmes; (ii) event planning and management, where the Group provides event planning services and/or invests in music concerts and other events; (iii) celebrity IP management, which involve the development of IPs of celebrities and Key Opinion Leaders ("**KOLs**"); and (iv) IP licensing and sales of related products, which involve the creation and licensing of celebrity IPs and the creation and sale of related products.

During FY2024, the Group generated revenue of RMB314.3 million (FY2023: RMB190.4 million) from its IP creation and operation business, contributing approximately 53.8% of the total revenue of the Group during the period. Such revenue was primarily attributable to the airing of two major TV programmes of the Group during the Reporting Period. the airing of *J-Style Trip* season two (周遊記2) and *Yue Lai Yue Kuai Le* (樂來樂快樂) had generated revenue of approximately RMB167.6 million in FY2024.

Another major source of income of the Group's IP creation and operation business is its celebrity IP management business, where the Group generates income from sponsorship, promotion fees and/or commission from brand owners through collaboration with celebrities and KOLs. Over the years, the Group has effectively created an IP matrix surrounding various celebrities. During FY2024, the celebrity IP management business of the Group continued to demonstrate robust performance, contributing approximately RMB65.2 million to the total revenue of the Group in FY2024 (FY2023: RMB71.2 million).

New retail business

The new retail business of the Group primarily focuses on the development and sale of health management products and skincare products, which are distributed through various channels including a network of distributors and sub-distributors, as well as e-commerce channels such as online stores operated on social media platform.

During FY2024, revenue generated from the new retail business of the Group amounted to RMB269.8 million, representing an increase of approximately 12.5% as compared to RMB239.8 million for FY2023. The revenue from the new retail business was primarily derived from the sale of the Group's flagship product – *MODONG* coffee (魔胴咖啡), being a beverage containing high-fat specially designed to support the fat/energy ratio under a low-carbohydrate diet plan. During FY2024, *MODONG* coffee (魔胴咖啡) recorded a sale revenue of RMB152.0 million (FY2023: RMB139.8 million) and sale volume of approximately 1.8 million boxes (FY2023: approximately 1.8 million boxes). The Company believes that the increase in sale was primarily attributable to the promotional effects as a result of the airing of *J-Style Trip* season two (周遊記2) and its efforts in organizing various distributors' activities. In addition, the Group's products are highly recognized by the market and have obtained various awards, which could have also effectively enhance the sale of the products.

Cost of revenue

The cost of revenue of the Group mainly includes (i) cost of goods sold, primarily represent the cost paid to third-party manufacturers and other suppliers for the production of products; (ii) cost of event planning and management services, including cost paid to performers, artist agencies and/or other suppliers in relation to the provision of event planning and management services; and (iii) cost of TV programme rights, being the TV programme rights which were recognized as costs during the period the relevant programmes are released.

The Group recorded a cost of revenue of RMB257.0 million for FY2024 (FY2023: RMB153.9 million), representing an increase of approximately 67.0% as compared to that of FY2023. Such increase was primarily attributable to (i) the increase in cost of film and TV programme rights by approximately RMB79.8 million following the broadcast of *J-Style Trip season two* (周遊記2) and *Yue Lai Yue Kuai Le* (樂來樂快樂) during 2024; (ii) the increase in cost of event planning and management services by RMB18.6 million due to the increase in the varieties of events planned by the Group and the expansion of celebrities IP portfolio; and (iii) the increase in amortization of intangible assets and depreciation relating to the investment properties of the Group by approximately RMB4.3 million.

Gross profit and gross profit margin

The Group recorded a gross profit of RMB327.0 million (FY2023: RMB276.3 million), representing an increase of approximately 18.4% from that of FY2023. Such increase was primarily attributable to the increase in revenue generated from IP creation and operation business. Gross profit margin of the Group decreased to 56.0% in FY2024 as compared to the gross profit margin of 64.2% in FY2023. The decrease in gross profit margin was mainly due to the fact the Group has generated a significant proportion of revenue from the broadcast of TV programmes in FY2024, which has a relatively lower profit margin.

Selling and marketing expenses

For FY2024, the selling and marketing expense of the Group was RMB143.3 million (FY2023: RMB112.3 million), representing an increase of approximately 27.6% from the corresponding period in 2023. Such increase was mainly attributable to (i) the increase in commission to the distributors and sub-distributors of approximately RMB19.0 million to stimulate the sales of the Group's new retail products; and (ii) the increase in employee benefits expenses in relation to sales and marketing personnel by RMB14.1 million.

General and administrative expenses

The Group recorded general and administrative expenses of RMB114.0 million for FY2024 (FY2023: RMB106.6 million), representing an increase of approximately 6.9% from the corresponding period in 2023. Such increase was mainly attributable to (i) the increase in employee benefits expenses under general and administrative expenses by RMB21.0 million; (ii) increase in legal and professional fees by RMB9.3 million; and (iii) the increase in other expenses such as office expenses and donations by RMB8.8 million. Such increase was partially offset by the decrease in listing expenses by RMB31.9 million.

Profit for the year

As a result of the foregoing, the Group recorded profit of RMB50.2 million (FY2023: RMB41.4 million) and a net profit margin of 8.6% (FY2023: 9.6%) for FY2024.

Capital structure, liquidity and financial resources

As at 31 December 2024, the total number of issued shares in the share capital of the Company (the "**Shares**") was 833,338,500 Shares (31 December 2023: 801,887,500 Shares) of US dollar 0.00001 each.

As at 31 December 2024, the Group had cash and cash equivalents of RMB296.5 million (31 December 2023: RMB145.8 million), which were mainly denominated in Renminbi. The management of the Group would continuously monitor the cash and financial resources available to the Group in order to support its operations. As at 31 December 2024, the Group had outstanding bank borrowings in the amount of RMB5.0 million (31 December 2023: RMB10.0 million), which was arising from a five-year mortgage loan entered into in 2021 for the purchase of office premises with a fixed interest rate 5.7% per annum. Such mortgage loan is repayable by monthly installments.

As at 31 December 2024, the Group had a current ratio of 3.7 times (31 December 2023: 3.6 times) and gearing ratio of 0.01 times (31 December 2023: 0.02 times).

Contingent liabilities

As at 31 December 2024, the Group did not have any significant contingent liabilities (31 December 2023: same).

Significant investment held

As at 31 December 2024, the Group did not have any significant investments with a value of 5% or more of the total assets of the Group (31 December 2023: same).

Charges on the Group's assets

As at 31 December 2024, interest-bearing bank borrowings of the Group of RMB5.0 million (31 December 2023: RMB10.0 million) was secured by certain properties of the Group.

Material acquisitions and disposals of assets, subsidiaries, associates and joint ventures

During the Reporting Period, the Group did not have any material acquisitions and disposals of assets, subsidiaries, associates or joint ventures.

Foreign exchange risk

The Group mainly operates in the People's Republic of China (the "**PRC**") with most of the transactions settled in Renminbi. The management of the Group considers that the business is not exposed to any significant foreign exchange risk as it has no significant financial assets or liabilities that are denominated in currencies other than the respective functional currencies of its operating entities. The Group did not hedge against any fluctuation in exchange rates of foreign currency during the Reporting Period.

During FY2024, the Group recorded foreign exchange losses of RMB0.8 million (FY2023: foreign exchange losses of RMB3.2 million), which was mainly arising from bank balance held by offshore subsidiaries of the Company denominated in Renminbi as a result of the devaluation of Renminbi to Hong Kong dollars during the Reporting Period.

Subsequent events after the reporting period

Save as disclosed in this announcement, there was no material event affecting the Group since 31 December 2024 and up to the date of this announcement.

MAJOR RISK AND UNCERTAINTIES

Principal risks and uncertainties faced by the Group include: (i) the Group's business relies on the cooperation with celebrities such as Mr. Jay Chou and Mr. Liu Keng-hung. If the Group is unable to continue its cooperation with such celebrities, or there is any negative publicity or rumour affecting the celebrities, it may have material adverse impacts on the business of the Group; (ii) as a company focusing on celebrities IP, the success of the Group is dependent on the continued popularity of its products and celebrities IPs, as well as the Group's ability to anticipate and respond to changes in industry trends, consumer preferences and behavior in a timely manner; and (iii) slowdown in macro-economic growth and consumer sentiment may negatively impact demand for the Group's products which may have a negative impact on the results of operation and financial condition of the Group.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2024, the Group had 412 employees (31 December 2023: 353 employees), a majority of which are located in the PRC. As required by the laws and regulations in the PRC, the Group participate in various government statutory employee benefit plans, including social insurance funds and housing provident funds. The Group is required under the PRC laws to contribute to employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of its employees up to a maximum amount specified by the local government from time to time.

During FY2024, the Group incurred employee benefit expense of RMB106.2 million (FY2023: RMB70.5 million). The Group's remuneration policy rewards employees and Directors based on individual's performance, demonstrated capabilities, involvement, market comparable information and the performance of the Group. The Group has also adopted a share option scheme and may grant options thereunder to, among others, its Directors, officers and employees. In addition, the Group provides regular internal training program to its employees, which covers topics on its business operations, corporate culture, products and the industry trends etc., which will allow the employees to envision their career paths and growth potential with the Group.

USE OF PROCEEDS

Use of net proceeds from Global Offering

The shares of the Company were listed on the Main Board of the Stock Exchange on 13 July 2023 (the "**Listing Date**") by way of global offering (the "**Global Offering**"). After deducting the underwriting fees and expenses payable by the Company in connection with the Global Offering, the net proceeds received by the Company from the Global Offering amounted to approximately HK$252.8 million.

The proceeds from the Global Offering are and will continuously be applied in the same manner as set out in the prospectus of the Company dated 30 June 2023, namely:

Item	Amount of net proceeds	Net proceeds unutilised as at 1 January 2024	Net proceeds utilised during FY2024	Net proceeds unutilised as at 31 December 2024
		(HK$ million)		
Diversification of product portfolio	**60.2**	**53.3**	**30.9**	**22.4**
Research and development of food and beverages	21.8	21.6	15.4	6.2
Research and development of skincare products	20.0	19.4	3.9	15.5
Research and development of other new product lines	10.5	6.3	6.3	–
Research and development of products associated with proprietary IPs	7.9	6.0	5.3	0.7
Increase brand exposure and product sales on multi-channel network	**77.4**	**67.3**	**23.0**	**44.3**
Cooperation with selected key opinion leaders (“**KOL**”) and/or placement of sale-based advertisement in KOL’s e-commerce livestreaming sessions	44.2	37.6	12.2	25.4
Development of proprietary livestreaming programs and cultivation of KOLs and key opinion consumers (KOCs)	33.2	29.7	10.8	18.9
Creation of unique celebrity IPs and associated IP contents	**70.2**	**22.4**	**22.4**	**–**
IP content creation	46.8	12.3	12.3	–
Event planning	23.4	10.1	10.1	–
Upgrade of IT infrastructure and increase the investment in IT development	**31.1**	**17.1**	**11.4**	**5.7**
Working Capital	**13.9**	**7.3**	**7.3**	**–**
Total	**252.8**	**167.4**	**95.0**	**72.4**

As at the date of this announcement, the Company does not anticipate any material change to the above plan of use of the net proceeds from the Global Offering. The Company anticipates that the remaining unutilised net proceeds as at 31 December 2024 are expected to be fully utilised on or before 31 December 2025.

Use of net proceeds from placing

On 16 April 2024, the Company entered into a placing agreement with CMBC Securities Company Limited (the "**Placing Agent**"), pursuant to which the Placing Agent agreed to place, on a best effort basis, up to 31,522,000 new Shares to not less than six placees (the "**Placing**"). The Board considers that the Placing would provide a good opportunity for the Company to raise additional funds to strengthen its financial position and broaden its shareholder base and capital base. The Placing was completed on 2 May 2024 and a total of 31,451,000 new Shares (the "**Placing Share(s)**"), with an aggregate nominal value of US$314.51, were issued and allotted to seven placees at the placing price of HK$7.1 per Placing Share. Each of the placees is a professional, institutional or other investor which is a third party independent of the Company and its connected persons.

The net proceeds raised from the Placing, after deducting all relevant fees, costs and expenses to be borne or incurred by the Company, were approximately HK$222.1 million and the net price of the Placing was approximately HK$7.06 per Placing Share. The market value of the Placing Shares is approximately HK$262.9 million, based on the closing price of HK$8.36 per Share on 16 April 2024. Please refer to the announcements of the Company dated 16 April and 2 May 2024 for further details of the Placing.

The following table sets forth details of the use of the net proceeds from the Placing up to 31 December 2024:

	Amount of net proceeds	Net proceeds utilised during FY2024	Net proceed unutilised as at 31 December 2024
		(HK$ million)	
To invest in and/or plan physical concerts of artists which the Group cooperates with	79.8	29.5	50.3
To increase the Company's efforts to enter the "metaverse" (元宇宙) ecosystem	60.5	60.5	–
Potential investments related to the Company's principal business activities	60.0	–	60.0
General working capital and for general corporate purposes	21.8	2.5	19.3
Total	222.1	92.5	129.6

The Company expects that the net proceeds from the Placing will be fully utilised by 31 December 2026. During the Reporting Period, the proceeds raised by the Company from the Placing were utilized, or were proposed to be utilized, in accordance with the intentions previously disclosed by the Company, and there was no material change or delay in the use of proceeds.

FINAL DIVIDEND

The Directors do not recommend any final dividend for the year ended 31 December 2024 (2023: Nil).

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 25 June 2025 to Monday, 30 June 2025 (both days inclusive) for the purpose of determining the right to attend and vote at the forthcoming annual general meeting. In order to be qualified for attending and voting at the forthcoming annual general meeting, unregistered holders of Shares should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queens Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 24 June 2025.

CORPORATE GOVERNANCE

The Company complied with the code provisions as set out in the Corporate Governance Code contained in Part 2 of Appendix C1 (the "**CG Code**") of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange during the Reporting Period.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 of the Listing Rules as the codes of conduct regarding securities transactions by the Directors and by relevant employees of the Group. All Directors have confirmed, following specific enquiries by the Company, that they fully complied with the Model Code and its code of conduct regarding directors' securities transactions during the Reporting Period.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

AUDIT COMMITTEE

The Company has established the audit committee of the Board (the "**Audit Committee**") with written terms of reference in compliance with the Listing Rules and the CG Code. The Audit Committee consists of three independent non-executive Directors, namely Dr. Xue Jun, Mr. Yang Dave De and Ms. Chung Elizabeth Ching Yee.

The Audit Committee has reviewed the Group's consolidated results for FY2024 and discussed with the management on the accounting principles and practices, financial reporting process, internal control adopted by the Group with no disagreement by the audit committee of the Company.

SCOPE OF WORK FOR ANNUAL RESULTS ANNOUNCEMENT BY AUDITOR

The figures in respect of the Group's consolidated statements of comprehensive income, consolidated statements of financial position and the related notes thereto for FY2024 as set out in this announcement have been agreed by the Group's auditor, PricewaterhouseCoopers, to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 December 2024. The work performed by PricewaterhouseCoopers 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 Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by PricewaterhouseCoopers on this announcement.

PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This results announcement will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at http://www.splegend.com. The annual report of the Company for FY2024 will be published on the websites of the Stock Exchange and the Company and despatched to the shareholders of the Company (if requested) in due course in accordance with the Listing Rules.

By Order of the Board
Star Plus Legend Holdings Limited
Ma, Hsin-Ting
Chairperson and Executive Director

Hong Kong, 31 March 2025

As at the date of this announcement, the Board comprises three executive Directors, namely Ms. Ma, Hsin-Ting, Dr. Qian, Sam Zhongshan and Mr. Lai, Kwok Fai Franki; two non-executive Directors, namely Mr. Yang, Chun-Jung and Mr. Chen, Chung and three independent non-executive Directors, namely Dr. Xue, Jun, Mr. Yang, Dave De and Ms. Chung, Elizabeth Ching Yee.