MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

FINAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2024

The board (the "**Board**") of directors (the "**Director(s)**") of MOG Digitech Holdings Limited (the "**Company**") is pleased to announce the consolidated results of the Company and its subsidiaries for the year ended 31 December 2024, together with the comparative figures for the year ended 31 December 2023:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2024

	Note	2024 RMB'000	2023 RMB'000
Revenue	5	**1,253,462**	1,419,769
Cost of sales		**(1,095,625)**	(1,214,024)
Gross profit		**157,837**	205,745
Other income	6	**8,082**	11,270
Other gains	7	**7,496**	110
Selling and distribution costs		**(107,384)**	(133,436)
Administrative expenses		**(72,471)**	(50,988)
Provision for impairment losses on trade and other receivables		**(6,682)**	(16,670)
Impairment on intangible assets		**(55,238)**	–
Impairment on goodwill		**(37,556)**	(88,270)
Impairment on investment in an associate		**(41,833)**	–
Finance costs		**(4,346)**	(4,423)
Share of profits of associates		**1,347**	7,043
Loss before tax	8	**(150,748)**	(69,619)
Income tax credit/(expense)	9	**8,262**	(4,761)
Loss for the year		**(142,486)**	(74,380)

	Note	2024 RMB'000	2023 RMB'000
Other comprehensive income/(loss)			
Item that will not be reclassified to profit or loss:			
Exchange differences on translation of the Company's financial statements to presentation currency		**8,263**	6,102
Fair value change of financial assets at fair value through other comprehensive income		**233**	(1,147)
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on consolidation		**2,108**	(21)
Other comprehensive income for the year		**10,604**	4,934
Total comprehensive loss for the year		**(131,882)**	(69,446)
Loss for the year attributable to:			
Owners of the Company		**(143,223)**	(75,564)
Non-controlling interests		**737**	1,184
		(142,486)	(74,380)
Total comprehensive (loss)/income attributable to:			
Owners of the Company		**(133,018)**	(68,364)
Non-controlling interests		**1,136**	(1,082)
		(131,882)	(69,446)
Loss per share attributable to owners of the Company			
Basic and diluted	*10*	**RMB(0.18)**	RMB(0.12)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

	Note	2024 RMB'000	2023 RMB'000
Non-current assets			
Investment properties		**1,844**	1,801
Right-of-use assets		**25,534**	26,585
Property, plant and equipment		**82,668**	17,280
Investment in associates		**73,000**	113,530
Intangible assets		**851**	63,603
Goodwill		**46,522**	83,847
Financial assets at fair value through other comprehensive income		**3,652**	2,369
Other receivables	*12*	**–**	21,763
Deferred tax assets		**1,404**	1,044
		235,475	331,822
Current assets			
Inventories		**34,937**	35,829
Trade and other receivables	*12*	**406,726**	212,648
Fixed deposits with licensed banks		**36,234**	26,830
Bank balances and cash		**54,213**	78,968
Tax recoverable		**6,589**	4,424
		538,699	358,699
Current liabilities			
Trade and other payables	*13*	**103,148**	78,341
Interest-bearing borrowings		**17,290**	12,043
Lease liabilities		**18,225**	14,933
Tax payable		**2,392**	11
		141,055	105,328
Net current assets		**397,644**	253,371
Total assets less current liabilities		**633,119**	585,193

	Note	2024 RMB'000	2023 RMB'000
Non-current liabilities			
Lease liabilities		**7,581**	11,826
Provisions		**847**	1,105
Deferred tax liabilities		**213**	15,901
		8,641	28,832
NET ASSETS		**624,478**	556,361
Capital and reserves			
Share capital	*14*	**8,368**	5,771
Reserves		**601,003**	528,366
Equity attributable to owners of the Company		**609,371**	534,137
Non-controlling interests		**15,107**	22,224
TOTAL EQUITY		**624,478**	556,361

NOTES

1. GENERAL INFORMATION

MOG Digitech Holdings Limited (the "**Company**", together with its subsidiaries are collectively referred to as the "**Group**") was incorporated as an exempted company with limited liability in the Cayman Islands on 4 June 2019. The registered office of the Company is situated at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Group's headquarter is situated at Room 201, 2nd Floor, Tower 2, Hengye Plaza, No. 1666 Ziyu Road, Chaoyang New City, Xihu District, Nanchang City, Jiangxi Province, the People's Republic of China (the "**PRC**"). The Company's principal place of business in Hong Kong is located at Unit 1102, 11/F, 29 Austin Road, Tsim Sha Tsui, Kowloon, Hong Kong with effect from 11 March 2024.

The Company is an investment holding company and its subsidiaries are principally engaged in digital payment solutions related business, e-commerce and financing services in the PRC, optical product retail, and franchise and license management in Malaysia.

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS Accounting Standards**") issued by the International Accounting Standards Board (the "**IASB**"), which collective term includes all applicable individual IFRS Accounting Standards, International Accounting Standards ("**IASs**") and Interpretations issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

They have been prepared under the historical cost convention, except for financial assets at fair value through other comprehensive income.

The consolidated financial statements are presented in Renminbi ("**RMB**") and all amounts have been rounded to the nearest thousand ("**RMB'000**"), unless otherwise indicated.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2024 consolidated financial statements except for the adoption of the following amendments to IFRS Accounting Standards.

Adoption of amendments to IFRS Accounting Standards

The Group has applied, for the first time, the following amendments to IFRS Accounting Standards that are relevant to the Group:

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

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.

3. FUTURE CHANGES IN IFRSs

At the date of authorisation of these consolidated financial statements, the IASB has issued the following new and amendments to IFRS Accounting Standards that are not yet effective for the current financial year, which the Group has not early adopted:

		Effective for accounting periods beginning on or after
IAS 21 and IFRS 1	Lack of Exchangeability (amendments)	1 January 2025
IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments (amendments)	1 January 2026
IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7	Annual Improvements to IFRS Accounting Standards – Volume 11 (amendments)	1 January 2026
IFRS 18	Presentation and Disclosure in Financial Statements (new standard)	1 January 2027
IFRS 19	Subsidiaries without Public Accountability: Disclosures (new standard)	1 January 2027
IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate of Joint Venture (amendments)	To be determined

The directors of the Company do not anticipate that the adoption of the amendments to IFRS Accounting Standards in future periods will have any material impact on the Group's consolidated financial statements.

4. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being identified as the chief operating decision makers ("**CODM**"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods delivered. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments are as follows:

(1) Digital payment solutions related business.

(2) Optical product retail.

(3) Franchise and license management.

(4) E-commerce.

(5) Financing services.

Segment revenue and results

Segment revenue represents revenue derived from digital payment solutions related business, optical product retail, franchise and license management, e-commence and financing services.

Segment results represent the loss before tax reported by each segment without allocation of other income and administrative expenses reported by corporate office, finance costs, impairment on goodwill, impairment on intangible assets, impairment on investment in an associate, provision for impairment losses on trade and other receivable, share of profits of associates and income tax expense. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

The segment information provided to the CODM of the Group for the reportable segments for the year ended 31 December 2024 and 31 December 2023 are as follows:

Year ended 31 December 2024

	Digital payment solutions related business *RMB'000*	Optical product retail *RMB'000*	Franchise and license management *RMB'000*	E-commerce *RMB'000*	Financing services *RMB'000*	Total *RMB'000*
Segment revenue	1,008,159	172,443	1,766	59,587	11,507	1,253,462
Segment results	1,990	16,391	1,766	3,129	4,685	27,961
Unallocated other income						2,939
Unallocated administrative expenses						(44,836)
Unallocated other gains						7,496
Impairment on goodwill						(37,556)
Impairment on intangible assets						(55,238)
Impairment on investment in an associate						(41,833)
Share of profits of associates						1,347
Provision for impairment losses on trade and other receivables						(6,682)
Finance costs						(4,346)
Loss before tax						(150,748)
Income tax credit						8,262
Loss for the year						(142,486)

Year ended 31 December 2023

	Digital payment solutions related business *RMB'000*	Optical product retail *RMB'000*	Franchise and license management *RMB'000*	E-commerce *RMB'000*	Financing services *RMB'000*	Total *RMB'000*
Segment revenue	1,170,197	181,259	2,832	28,989	36,492	1,419,769
Segment results	4,546	17,079	2,832	(1,648)	32,288	55,097
Unallocated other income						6,568
Unallocated administrative expenses						(29,074)
Unallocated other gains						110
Impairment on goodwill						(88,270)
Share of profits of associates						7,043
Provision for impairment losses on trade and other receivables						(16,670)
Finance costs						(4,423)
Loss before tax						(69,619)
Income tax expense						(4,761)
Loss for the year						(74,380)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

At 31 December 2024

	Digital payment solutions related business *RMB'000*	Optical product retail *RMB'000*	Franchise and license management *RMB'000*	E-commerce *RMB'000*	Financing services *RMB'000*	Unallocated *RMB'000*	Total *RMB'000*
Assets							
Reportable segment assets	226,009	161,312	9,942	82,377	67,902	226,632	774,174
Liabilities							
Reportable segment liabilities	20,560	56,159	1,148	59,948	2,392	9,489	149,696
Other segment information:							
Amortisation of intangible assets	–	–	–	310	7,204	–	7,514
Depreciation of property, plant and equipment	217	3,119	480	246	1,864	–	5,926
Depreciation of right-of-use assets	–	14,020	94	–	–	306	14,420
Depreciation of investment properties	–	–	–	–	–	65	65
Impairment on goodwill	–	–	–	9,596	27,960	–	37,556
Gain on disposal of property, plant and equipment, net	–	(113)	–	–	–	–	(113)
Impairment on investment in an associate	–	–	–	–	–	41,883	41,883
Impairment on intangible assets	–	–	–	–	–	55,238	55,238
Provision for impairment losses on trade and other receivables	12,085	286	–	4,294	(10,997)	1,014	6,682
Write down of inventories	–	120	–	–	–	–	120
Write-off of property, plant and equipment	–	208	–	–	–	–	208
Additions to right-of-use assets	–	10,778	–	–	–	7,353	18,131
Additions to property, plant and equipment	5,239	3,353	641	5	–	64,768	74,006

At 31 December 2023

	Digital payment solutions related business *RMB'000*	Optical product retail *RMB'000*	Franchise and license management *RMB'000*	E-commerce *RMB'000*	Financing services *RMB'000*	Unallocated *RMB'000*	Total *RMB'000*
Assets							
Reportable segment assets	158,510	173,705	3,955	76,885	178,316	99,150	690,521
Liabilities							
Reportable segment liabilities	6,518	68,434	1,302	31,887	15,614	10,405	134,160
Other segment information:							
Amortisation of intangible assets	–	–	–	310	7,204	–	7,514
Depreciation of property, plant and equipment	1	3,619	–	234	–	–	3,854
Depreciation of right-of-use assets	126	16,216	14	–	–	–	16,356
Depreciation of investment properties	–	–	–	–	–	64	64
Impairment on goodwill	–	–	–	31,277	56,993	–	88,270
Gain on disposal of property, plant and equipment, net	–	(87)	–	–	–	–	(87)
Provision for impairment losses on trade and other receivables	7,058	–	–	48	9,564	–	16,670
Write down of inventories	–	185	–	–	–	–	185
Write-off of property, plant and equipment	–	12	–	–	–	–	12
Additions to right-of-use assets	–	17,752	–	–	–	–	17,752
Additions to property, plant and equipment	6	6,741	1,720	77	–	–	8,544

For the purposes of monitoring segment performance and allocating resources between segments:

- segment assets include investment properties, right-of-use assets, property, plant and equipment, goodwill, investment in associates, intangible assets, financial assets at fair value through other comprehensive income, inventories, trade and other receivables, fixed deposits with licensed banks and bank balances and cash. Other assets are not allocated to operating segments as these assets are managed on a corporate basis; and

- segment liabilities include trade and other payables, interest-bearing borrowing, lease liabilities and provisions. Other liabilities are not allocated to operating segments as these liabilities are managed on a corporate basis.

Geographical information

The Group's revenue is derived from its operations in the PRC and Malaysia. Information about the Group's revenue from external customers is presented based on the location of the customers. Information about the Group's non-current assets is presented based on physical location of the assets, in the case of property, plant and equipment, right-of use assets and investment properties; based on the location of the operation, in the case of investment in associates, intangible assets, goodwill, financial assets at fair value through other comprehensive income, other receivables and deferred tax assets.

(a) Information about the Group's revenue from external customers

During the year ended 31 December 2024, out of the Group's total revenue of approximately RMB1,253,462,000 (2023: approximately RMB1,419,769,000), the revenue generated from the PRC and Malaysia contributed approximately RMB1,079,253,000 (2023: approximately RMB1,235,678,000) and approximately RMB174,209,000 (2023: approximately RMB184,091,000), representing approximately 86% (2023: approximately 87%) and approximately 14% (2023: approximately 13%) of the Group's total revenue, respectively. Included in revenue generated from the PRC, approximately RMB111,000 was generated from Hong Kong (2023: Nil).

(b) Information about the Group's non-current assets

At 31 December 2024, out of the Group's total non-current assets of approximately RMB235,475,000 (2023: approximately RMB331,822,000), the non-current assets located in the PRC and Malaysia contributed approximately RMB197,174,000 (2023: approximately RMB283,654,000) and approximately RMB38,301,000 (2023: approximately RMB48,168,000), representing approximately 84% (2023: approximately 85%) and approximately 16% (2023: approximately 15%) of the Group's total non-current assets, respectively. Included in non-current assets located in the PRC, approximately RMB71,066,000 (2023: nil) was located in Hong Kong.

Information about major customers

Details of the customers individually accounting for 10% or more of total revenue of the Group during the years ended 31 December 2024 and 2023 are as follows:

	2024	2023
	RMB'000	*RMB'000*
Customer A *(Note)*	**192,674**	–
Customer B *(Note)*	**160,712**	192,927
Customer C *(Note)*	**N/A***	190,239

Note:

Revenue from digital payment solutions related business.

* *Contributed under 10% of total revenue for the year ended 31 December 2024.*

5. REVENUE

	2024	2023
	RMB'000	*RMB'000*
Revenue from contracts with customers within IFRS 15		
Digital payment solutions related business	**1,008,159**	1,170,197
Optical product retail		
– To retail customers	**172,396**	181,212
– To franchisees	**47**	47
Franchise and royalty fees income	**1,766**	2,832
E-commerce	**59,587**	28,989
Financing services	**11,507**	36,492
	1,253,462	1,419,769
Timing of revenue recognition:		
A point in time	**1,241,887**	1,383,208
Over time	**11,575**	36,561
	1,253,462	1,419,769
Type of transaction price:		
Fixed price	**1,253,462**	1,415,908
Variable price	**–**	3,861
	1,253,462	1,419,769

The amount of revenue recognised for the year ended 31 December 2024 that was included in the contract liabilities at the beginning of the reporting period was approximately RMB4,682,000 (2023: approximately RMB4,371,000).

6. OTHER INCOME

	2024	2023
	RMB'000	*RMB'000*
Bank interest income	**935**	859
Government subsidies *(Note)*	**–**	111
Loan interest income	**435**	3,733
Rental income from investment properties	**231**	244
Service income	**48**	2,065
Sponsorship income	**2,564**	1,929
Sundry income	**3,869**	2,329
	8,082	11,270

Note: During the year ended 31 December 2024, the Group recognised government subsidies of Nil (2023: approximately RMB111,000). In the opinion of the management of the Group, there were no unfulfilled conditions or contingencies relating to these subsidies.

7. OTHER GAINS

	2024	2023
	RMB'000	*RMB'000*
Gain on disposal of property, plant and equipment, net	**113**	87
Gain on termination of leases	**–**	23
Gain on disposal of an internally generated trademark in Malaysia	**7,383**	–
	7,496	110

8. LOSS BEFORE TAX

	2024	2023
	RMB'000	*RMB'000*
Finance costs		
Interest on interest-bearing borrowings	**3,512**	3,384
Interest on lease liabilities	**830**	1,039
Interest on bank guarantee commission	**4**	–
	4,346	4,423
Staff costs (including directors' remuneration)		
Salaries, discretionary bonus, allowances and other benefits in kind	**55,698**	65,278
Contributions to defined contribution plans	**4,551**	5,475
	60,249	70,753
Other items		
Auditor's remuneration		
– Audit services	**1,194**	1,300
Cost of inventories	**1,024,734**	1,188,172
Amortisation of intangible assets	**7,514**	7,514
Depreciation of investment properties	**65**	64
Depreciation of property, plant and equipment	**5,926**	3,854
Depreciation of right-of-use assets	**14,420**	16,356
Impairment of goodwill	**37,556**	88,270
Impairment on intangible assets	**55,238**	–
Impairment on investment in an associate	**41,833**	–
Direct operating expenses arising from investment properties that generated rental income	**1,737**	1,729
Exchange loss, net	**1,061**	1,045
Gain on disposal of property, plant and equipment, net	**(113)**	(87)
Gain on disposal of an internally generated trademark in Malaysia	**(7,383)**	–
Loss on disposal of associates	**44**	59
Loss on disposal of subsidiaries	**44**	–
Other rental and related expenses	**1,960**	6,185
Provision for impairment losses on trade and other receivables	**6,682**	16,670
Write down of inventories (included in "Cost of sales")	**120**	185
Write-off of property, plant and equipment	**208**	12
Bad debts written off	**826**	1,013

9. INCOME TAX (CREDIT)/EXPENSE

	2024	2023
	RMB'000	*RMB'000*
Current tax		
PRC enterprise income tax	**2,397**	32
Malaysia corporate income tax	**5,540**	6,490
	7,937	6,522
Deferred tax		
Changes in temporary differences	**(16,199)**	(1,761)
Total income tax (credit)/expense for the year	**(8,262)**	4,761

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong for the years ended 31 December 2024 and 2023.

The Group's entities established in the Cayman Islands and the BVI are exempted from corporate income tax therein.

The Group's entities established in the PRC are subject to PRC enterprise income tax at a statutory rate of 25%.

Saved as disclosed below, Malaysia corporate income tax is calculated at 24% of the estimated assessable profits for the year ended 31 December 2024 and 2023.

For the year ended 31 December 2024, Malaysia incorporated entities with paid-up capital of RM2.5 million or less and having annual sales of not more than RM50 million enjoy tax rate of 17% on the first RM600,000 of the estimated assessable profits and remaining balance at tax rate of 24%.

10. LOSS PER SHARE

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

	2024	2023
	RMB'000	*RMB'000*
Loss for the year attributable to owners of the Company, used in basic and diluted loss per share calculation	**(143,223)**	(75,564)

	Number of shares	
	2024	2023
Weighted average number of ordinary shares for basic and diluted loss per share calculation	**798,818,413**	639,886,175

For the year ended 31 December 2024, no adjustment has been made to basic loss per share as there was no potential shares outstanding (2023: Nil).

11. DIVIDENDS

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

12. TRADE AND OTHER RECEIVABLES

	2024	2023
	RMB'000	*RMB'000*
Trade receivables		
From third parties	**48,893**	68,426
Less: Impairment losses	**(4,543)**	(208)
	44,350	68,218
Other receivables		
Deposits paid	**174,388**	50,258
Prepayments	**31,792**	327
Refundable rental and other related deposits	**12,926**	7,980
Other receivables	**55,463**	10,715
Amount due from an associate	**–**	1,078
Acquired receivables	**–**	102,883
Loan receivables	**106,810**	14,900
Less: Impairment losses	**(19,003)**	(21,948)
	362,376	166,193
Less: non-current portion of		
– Acquired receivables	**–**	(21,763)
	362,376	144,430
	406,726	212,648

(a) Trade receivables

The ageing of trade receivables, net of impairment losses, based on the date of delivery of goods at the end of each reporting period is as follows:

	2024	2023
	RMB'000	*RMB'000*
Within 30 days	**23,777**	62,102
31 to 60 days	**5,140**	941
61 to 90 days	**4,802**	806
91 to 120 days	**885**	513
121 to 360 days	**8,632**	1,624
Over 361 days	**1,114**	2,232
	44,350	68,218

The Group normally grants credit term to third parties ranges from 30 to 60 days (2023: ranges from 30 to 60 days) from the date of delivery of goods.

13. TRADE AND OTHER PAYABLES

	2024	2023
	RMB'000	*RMB'000*
Trade payables to third parties	**26,019**	17,986
Other payables		
Contract liabilities	**21,296**	4,856
Salaries and allowances payable	**1,414**	7,066
Accrued charges and other payables	**53,529**	44,748
Amounts due to minority interests of subsidiaries	**890**	3,685
	77,129	60,355
	103,148	78,341

The trade payables are interest-free and normal credit terms up to 180 days.

(a) Trade payables

At the end of each reporting period, the ageing analysis of the trade payables based on invoice date is as follows:

	2024	2023
	RMB'000	*RMB'000*
Within 30 days	**13,303**	15,869
31 to 60 days	**5,114**	1,721
61 to 90 days	**5,030**	180
91 to 120 days	**1,851**	59
Over 121 days	**721**	157
	26,019	17,986

(b) Contract liabilities

The movements (excluding those arising from increases and decreases both occurred within the same reporting period) of contract liabilities from contracts with customers within IFRS 15 during the years ended 31 December 2024 and 2023 are as follows:

	2024	2023
	RMB'000	*RMB'000*
At the beginning of the reporting period	**4,856**	4,574
Receipt of advanced payments	**21,944**	4,897
Recognised as revenue	**(4,682)**	(4,371)
Disposal of subsidiaries	**(818)**	–
Advanced payments forfeited	**(263)**	(146)
Exchange realignment	**259**	(98)
At the end of the reporting period	**21,296**	4,856

The Group applies the practical expedient and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

(c) Amounts due to minority interests of subsidiaries

The amounts due are non-trade in nature, unsecured, interest-free and repayable on demand.

14. SHARE CAPITAL

	Number of shares	***HK$***	**Equivalent to RMB'000**
Authorised:			
Ordinary share of HK$0.01 each			
At 1 January 2023, 31 December 2023 and 31 December 2024	**2,000,000,000**	**20,000,000**	**18,232**
Issued and fully paid:			
At 1 January 2023	598,992,805	5,989,928	5,351
Shares issued under exercising of share options *(note a)*	47,840,000	478,400	420
At 31 December 2023	646,832,805	6,468,328	5,771
Shares issued by the way of placing *(note b)*	129,366,561	1,293,665	1,191
Shares issued by the way of placing *(note c)*	155,230,000	1,552,300	1,406
At 31 December 2024	**931,429,366**	**9,314,293**	**8,368**

Notes:

(a) On 23 February 2023, 47,840,000 share options were exercised to subscribe for 47,840,000 ordinary shares of the Company at a consideration of approximately HK$145,816,000 (equivalent to approximately RMB127,909,000) of which approximately HK$478,000 (equivalent to approximately RMB420,000) was credited to the share capital and the balance of approximately HK$145,338,000 (equivalent to approximately RMB127,489,000) was credited to the share premium account. Amount of HK$48,976,000 (equivalent to RMB41,897,000) has been transferred from share option reserve to the share premium account.

(b) On 14 February 2024, the Company allotted and issued 129,366,561 shares by way of placing at HK$1.14 each. Proceeds of approximately HK$147,478,000 (equivalent to approximately RMB135,705,000) were received and the related transaction costs of approximately HK$1,475,000 (equivalent to approximately RMB1,357,000) were netted off with the proceeds. Approximately HK$1,294,000 (equivalent to RMB1,191,000) was credited to share capital and the balance of approximately HK$144,709,000 (equivalent to approximately RMB133,157,000) was credited to the share premium account. These shares rank pari passu in all respect with the then existing shares in issue. The excess over the par value of the shares were credited to the share premium account.

(c) On 3 October 2024, the Company allotted and issued 155,230,000 shares by way of placing at HK$0.53 each. Proceeds of approximately HK$82,272,000 (equivalent to approximately RMB74,519,000) were received and the related transaction costs of approximately HK$823,000 (equivalent to approximately RMB745,000) were netted off with the proceeds. Approximately HK$1,552,000 (equivalent to RMB1,406,000) was credited to share capital and the balance of approximately HK$79,897,000 (equivalent to approximately RMB72,368,000) was credited to the share premium account. These shares rank pari passu in all respect with the then existing shares in issue. The excess over the par value of the shares were credited to the share premium account.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Company and its subsidiaries (collectively referred to the "**Group**") is principally engaged in digital payment solutions related business, e-commerce and financing services in the People's Republic of China (the "**PRC**"), optical product retail, and franchise and license management in Malaysia.

The digital payment solutions related business

The Group provides digital hardware procurement and sales trading service. The Group evaluates customer needs and their existing information technology infrastructure, and provides customers with information technology infrastructure solution services by recommending the digital hardware and/or software required for their information technology systems. The Group configures and purchases digital hardware and/or software according to customer requirements and specifications, and then integrates such digital hardware and/or software into the customer's information technology system.

The e-commerce business

The Group works in the field of digital rights and interests for many years with a number of technological development achievements lead in the PRC. The subsidiary is an internet information technology platform provider dedicated to the research in the field of scene ecological digitalization.

The financing services business

The Group provides financing services to corporate clients which seeking funding to settle accounts receivable resulting from the acquisition of digital hardware from the Group. For the year ended 31 December 2024 (the "**Reporting Period**"), the Group establishes funding arrangements with an independent third party (the "**Financier**") that provides a credit facility. Under the agreement between the Financier and the Group, the Financier entrusts the Group to originate and grant financing loans to specified customers. The Group retains the right to assign the receivables to the Financier, who has conditionally agreed to accept such accounts receivable in the event of default on the financing loan. This arrangement allows the Financier to assume ownership, along with the associated rights and benefits of the accounts receivable, thereby enhancing the Group's ability to mitigate and manage credit risk exposure.

The loan approval process involves a thorough know-your-customer assessment, during which the management of the subsidiaries diligently verifies all obtained information, including corporate and business background details. Ultimately, the decision to approve the loan falls under the responsibility of the director(s) of the subsidiaries. The finance team of the subsidiary keeps a record of the interest receivables and collaborates with the operations team to issue reminders and alerts for repayment. During the monitoring stage, such the finance team checks the status of each receivable on a monthly basis and reports to the director of the subsidiary if necessary. The Group's policy requires regular review of each receivable's outstanding balance, at least annually or more frequently if necessary, due to specific circumstances or market conditions. Assessment of impairment allowances on individual accounts is done on a case by-case basis. An independent professional valuer will be engaged to review and assess this evaluation. Generally, impairment allowances are recognised when there are default indicators on loan principal or interest receivables.

This credit facility will mature at the end of 2024. Therefore, the Group will utilise its internal resources to provide these services in 2025.

The money lending business

On 8 July 2024, the Group successfully acquired a Hong Kong company with a money lender license, in compliance with the Money Lenders Ordinance and Money Lenders Regulations. This acquisition enables the Group to conduct money lending operations within Hong Kong. In November 2024, the Group completed its first loan transaction, which amounted to HK$15 million. This loan was secured by a personal guarantee and pledged assets.

The Group has formulated comprehensive strategies to expand its money lending business to leverage growth opportunities, enhance market share, and strengthen its brand presence. The Group plans to broaden its loan portfolio and diversifying its customer base by offering a wider array of mortgage, corporate, and personal loans in 2025.

The optical product retail, and franchise and license management business

The Group is offering a wide range of optical products which generally includes lenses, frames, contact lenses and sunglasses. During the Reporting Period, the Group continues its asset-light and service-oriented business strategy and disposed 13 subsidiaries. The Group has entered into franchising agreements with these disposed subsidiaries pursuant to which these disposed subsidiaries as franchisees shall bear all operational costs, including but not limited to staff costs and rental expenses, while the Group shall retain its management over the retail outlets. Further, the Group shall receive franchise management fees from these disposed subsidiaries based on each of its revenue performance. Under these circumstances, the Group can mitigate the risk by combining the upside potential with business ownership with reduced risk of uncertainties. The Group will continues its asset-light and service-oriented business strategy in 2025.

FINANCIAL REVIEW

Revenue and gross profit

During the Reporting Period, the Group recorded a revenue of approximately RMB1,253.5 million (Corresponding Period: approximately RMB1,419.8 million). The revenue of each business segment is shown in note 4 to the consolidated financial statements. The Group also recorded a gross profit of approximately RMB157.8 million (Corresponding Period: approximately RMB205.7 million) and a gross profit margin of approximately 12.6% (Corresponding Period: approximately 14.5%), representing a decrease of approximately 23.3% as compared to that of the Corresponding Period. The decrease of the gross profit margin was mainly due to the lower gross profit margin attributed from the digital payment solutions related business in the PRC compared with the Malaysia optical business and consequently averaged down the overall gross profit margin of the Group.

Other income

The Group recorded an other income of approximately RMB8.1 million during the Reporting Period (Corresponding Period: approximately RMB11.3 million). The decrease was mainly contributed by the loan interest income from approximately RMB3.7 million in the Corresponding Period to approximately RMB435,000 in the Reporting Period and the service income from approximately RMB2.1 million in the Corresponding Period to approximately RMB48,000 in the Reporting Period.

Other gains

The Group's other gains was approximately RMB7.5 million during the Reporting Period (Corresponding Period: approximately RMB0.1 million). The increase was mainly due to there was a disposal gain of an internally generated trademark to an independent third party in Malaysia during the Reporting Period.

Selling and distribution costs

The Group's selling and distribution costs was approximately RMB107.4 million during the Reporting Period (Corresponding Period: approximately RMB133.4 million). As compared to the Corresponding Period, the Group's selling and distribution costs was decreased by approximately RMB26.0 million, primarily due to the decrease in selling and distribution expenses of the digital payment solutions related business in the PRC.

Administrative expenses

The Group's administrative expenses was approximately RMB72.5 million during the Reporting Period (Corresponding Period: approximately RMB51.0 million). As compared to the Corresponding Period, the Group's administrative expenses was increased by approximately RMB21.5 million, primarily due to increase in legal and professional fees, depreciation of property, plant and equipment and advertising expense for the Group's E-commerce operation in the PRC.

Impairment on goodwill

During the Reporting Period, the Group experienced an impairment loss on goodwill of approximately RMB37.6 million (Corresponding Period: RMB88.3 million). The impairment loss on goodwill was mainly due to the Positive Oasis Group and the Create Tune Group. The Positive Oasis Group's cash-generating unit suffered an impairment loss of approximately RMB28.0 million. This was a result of the economic downturn and rising credit risks in the PRC since the second half of 2023, which led to the Positive Oasis Group lending less than it did in 2024. Consequently, the Positive Oasis Group failed to meet its revenue and operating profit targets for the Reporting Period. On the other hand, the Create Tune Group's cash-generating unit had an impairment loss of approximately RMB9.6 million. The Group had to further reduce its operations due to the significant increase in operating costs, which also resulted in the Create Tune Group failing to meet its revenue and operating profit targets for the Reporting Period.

Impairment on intangible assets

During the Reporting Period, the Group experienced an impairment on intangible assets of approximately RMB55.2 million (Corresponding Period: Nil). The impairment on intangible assets associated with an intangible assets linked to a credit facility contract provided by third parties to support the business operations of the Positive Oasis Group which was expired on 31 December 2024.

Finance costs

The Group's finance costs was approximately RMB4.3 million during the Reporting Period (Corresponding Period: approximately RMB4.4 million). The Group's finance costs has no significant changes.

Income tax expense

The Group recorded an income tax credit of approximately RMB8.3 million for the Reporting Period (Corresponding Period: income tax expense of approximately RMB4.8 million) which was mainly due to the reversal of deferred tax liabilities of approximately RMB15.7 million arising from the impairment of intangible assets.

Loss for the year

The Group's loss for the year was approximately RMB142.5 million during the Reporting Period (Corresponding Period: approximately RMB74.4 million). The Group's loss for the year was increased by approximately RMB68.1 million primarily due to the non-cash impairment loss on goodwill, intangible assets and investment in an associate.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Financial resources

The Group generally finances its operations with internally generated funds, facilities and fund raised from issuing shares. As at 31 December 2024, the Group's bank balances and cash (excluding fixed deposits with licensed banks) amounted to approximately RMB54.2 million (31 December 2023: approximately RMB79.0 million). As at 31 December 2024, approximately 13.9% (31 December 2023: approximately 42.4%) was denominated in RMB, approximately 64.9% (31 December 2023: approximately 52.6%) was denominated in Malaysian Ringgit ("**RM**"), approximately 21.1% (31 December 2023: approximately 0.5%) was denominated in Hong Kong dollar ("**HKD**") and approximately 0.1% (31 December 2023: approximately 4.5%) was denominated in United States dollar ("**USD**").

Banking facilities and lease facilities

As at 31 December 2024, the Group had interest-bearing borrowings of approximately RMB17.3 million (31 December 2023: approximately RMB12.0 million). The Group's interest-bearing borrowings carried weighted average effective interest rates of approximately 3.94% (31 December 2023: approximately 4.12%) per annum. The carrying amounts of the interest-bearing borrowings was denominated in RMB (31 December 2023: denominated in RMB).

The Group's lease liabilities primarily represented payment obligations under the tenancy agreements the Group had entered into in respect of outlets for its self-owned retail stores, leasehold improvements and motor vehicles under hire purchase. The total lease liabilities as at 31 December 2024 was approximately RMB25.8 million (31 December 2023: approximately RMB26.8 million), all denominated in RM (31 December 2023: denominated in RM). The weighted average effective interest rate for the lease liabilities of the Group as at 31 December 2024 was approximately 3.41% (31 December 2023: approximately 3.56%) per annum.

Capital structure

As at 31 December 2024, the Group's total equity and liabilities amounted to approximately RMB624.5 million and approximately RMB149.7 million respectively (31 December 2023: approximately RMB556.4 million and approximately RMB134.2 million respectively).

Gearing ratio

The Group's gearing ratio was approximately 0.01 times (31 December 2023: approximately 0.05 times) and remains low.

Current ratio

The Group's current ratio was approximately 3.82 times and remained steady compared to approximately 3.41 times as at 31 December 2023.

Pledge of assets

As at 31 December 2024, fixed deposits with licensed banks of approximately RMB2.4 million (31 December 2023: approximately RMB2.2 million) are pledged as securities for a banking facility granted to the Group. None of such facility was utilised by the Group as at 31 December 2024.

Capital commitments

The Group did not have any material commitments as at 31 December 2024 (31 December 2023: Nil).

Contingent liabilities

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

Employees and remuneration policies

It is crucial for the Group to attract, motivate and retain qualified employees. The Group's staff costs have been and will continue to be one of the major components affecting its results of operations. For the Reporting Period, the Group incurred staff costs of approximately RMB60.2 million (Corresponding Period: approximately RMB70.8 million), representing a decrease of approximately 14.8% from the Corresponding Period. The decrease was mainly due to the decrease in number of employees). As at 31 December 2024, the Group had a total of 363 employees (31 December 2023: 464 employees) among whom 72 (31 December 2023: 73) were based in PRC, 288 (31 December 2023: 391) were based in Malaysia, 3 (31 December 2023: Nil) were based in Hong Kong.

Foreign currency exposure

Save for certain bank balances were denominated in RM, HKD, Singapore dollar and USD, the Group has minimal exposure to foreign currency risk. During the Reporting Period, the Group operated with most of their transaction denominated in RMB, RM and HKD, there is no significant currency mismatch in its operational cashflow and the Group is not exposed to any significant foreign currency exchange risk in operations. The Group currently does not have a hedging policy in respect of foreign currency transactions, assets and liabilities. The management monitors the foreign currency exposure from time to time and will consider hedging significant foreign currency exposure should the need arise.

Significant investment held

As at 31 December 2024, the Group did not hold any significant investments (31 December 2023: Nil).

Material acquisitions or disposals

Save as disclosed in this announcement, the Group did not have any material acquisition or disposals of subsidiaries or associated companies during the Reporting Period.

DIVIDENDS

The Board does not recommend to declare any final dividend for the Reporting Period (31 December 2023: Nil).

EVENTS AFTER THE REPORTING PERIOD

References are made to the announcements of the Company dated 11 December 2024, 27 January 2025 and 12 February 2025. Reference is also made to the circular of the Company dated 7 January 2025, in related to the allotment and issue of 212,121,212 new shares to a subscriber (or its designated nominee(s)). The subscription was completed on 12 February 2025.

Reference is made to the announcement of the Company dated 19 February 2025 in related to the establishing a joint venture named MW Technology Development Limited ("**MW Technology**"), which is owned by the Company and Waton Securities International Limited as to 60% and 40%, respectively. MW Technology is established on 20 February 2025.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Due to the significant amount that might involve in the digital payment solutions related business, the Group might be subject to a material credit risk. If there is any delay or default in payment in the account receivable from the customer, the Group's profitability, financial condition and results of operations may be materially and adversely affected. However, the Group has implemented measure to mitigate the credit and default risk in relation to the digital payment solutions related business, including but not limited to background check of the prospective customer and shorten credit period to customer.

The Group do not enter into long-term supply agreements with its suppliers, therefore the Group cannot assure the suppliers will continue to supply products on terms acceptable to the Group or that the Group will be able to establish new or extend current supplier relationships to ensure a steady supply in a timely and cost-efficient manner. If the relationships with its major suppliers are terminated, interrupted, or modified in any way adverse to the Group, the Group's business, financial condition and results of operations could be adversely affected.

Further, the Group also do not enter into long term written contract with its customers. The Group sell products to its customers on an order-by-order basis according to the purchase orders placed by the customers from time to time. The customers are not subject to any regular purchase commitment. Without a regular purchase commitment, it is difficult for the Group to make realistic forecast of future order quantities and revenue so as to plan for efficient and optimal resource allocation. There is no guarantee that the Group's customers will continue to place orders with us on a consistent basis in terms of quantities, pricing and time intervals. The Group's profitability, results of operations and financial condition may therefore be affected.

OUTLOOK AND FUTURE PROSPECTS

The management will continue to monitor and implement its business strategies. The following are the Group's business strategies for upcoming 2025:

– Continue to offer customers with a diversified variety of products and series of ancillary services that are conductive to the Group's digital payment solutions related business in the PRC;

– Identify suitable acquisition and/or investment targets, particular to those related to the digital payment solutions related business, for potential business expansion and development that are complementary to the Group's growth strategies;

– Continue to promote recognition of the Group's 11 retail brands and to further develop and market the Group's own brands optical products;

– Enhance the Group's production capabilities with regards to customized lenses; and

– Enhance the Group's information technology systems and enhance its operational efficiency.

USE OF PROCEEDS

The shares of the Company were listed on the Main Board of the Stock Exchange on 15 April 2020 (the "**Listing**") with a total of 500,000,000 offer shares issued based on the final offer price of HKD1.00 per offer share, the aggregate net proceeds, after deducting the related underwriting fee, incentive and estimated expenses paid and payable by the Company in relation to the Listing, received by the Company were approximately HKD91.1 million or approximately RM50.3 million (based on exchange rate of RM0.5517:HKD1). There was no change in the intended use of net proceeds as previously disclosed in the prospectus of the Company dated 28 March 2020 (the "**Prospectus**"). As at 31 December 2024, the net proceeds had been utilised as follows:

	Intended use of net proceeds	**Amount unutilised as at 31 December 2023**	**Amount utilised during the year ended 31 December 2024**	**Amount unutilised as at 31 December 2024**	**Expected time frame for utilisation**
	RM million	*RM million*	*RM million*	*RM million*	*(Note 2)*
Set up 36 self-owned retail stores *(Note 1)*	28.1	22.1	–	22.1	31 March 2026
Upgrade and renovate 25 self-owned retail stores	5.1	2.6	1.9	0.7	31 March 2026
Promote recognition of the Group's 11 retail brands and to further market the Group's Own Brands optical products	4.7	1.2	1.2	–	31 March 2026
Develop optical lab for the production of lenses	5.5	5.5	–	5.5	31 March 2026
Upgrade the Group's information technology systems and acquire an RMS and upgrade its POS systems	4.3	2.2	0.2	2.0	31 March 2026
General working capital	2.6	–	–	–	Fully utilised
Total	50.3	33.6	3.3	30.3	

Notes:

1. In view of the uncertainty of the current market condition, there was a delay in the time frame for the opening of the retail stores at this point in time. For the Reporting Period, the Group has not set up retail stores.

2. In view of the uncertainty of the current market condition, there has been a delay in the utilisation of the net proceeds than the planned schedule of utilisation as disclosed in the Prospectus. Nevertheless, the Group intends to continue to apply the unutilised net proceeds of approximately RM30.3 million in accordance with the section headed "Future Plan and Use of Proceeds" in the Prospectus.

3. As at the date of this announcement, the unutilised net proceeds from the Listing were placed in interest-bearing deposits with authorised financial institutions or licensed banks.

As disclosed above, the actual application of the net proceeds was slower than expected and such delay was mainly due to the current market condition, which has caused obstacles, closures and movement restrictions to the retail industry to a very large extent. The Group strives to minimise the impact on its operation caused thereby and has adopted a prudent approach for utilising the net proceeds effectively and efficiently for the long term benefit and development of the Group, which is in the interest of the shareholders and the Group.

Please refer to the section headed "Future Plans and Use of Proceeds" in the Prospectus for details.

USE OF PROCEEDS FROM THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

(A) References are made to the announcements of the Company dated 24 January 2024 and 14 February 2024, respectively in related to the allotment and issue of 129,366,561 new shares of the Company to not less than six placees at the placing price of HK$1.14 per placing share (the "**First Placing**"). Reference is also made to the announcement of the Company dated 14 October 2024 in related to the change in use of proceeds (the "**Change in Use of Proceeds Announcement**").

The net proceeds from the First Placing were approximately HK$145.94 million. As at 31 December 2024, the net proceeds from the First Placing had been applied as follows:

	Intended use of net proceeds *HK$'000*	**Amount utilised from 14 February to 14 October 2024** *HK$'000*	**Amount unutilised as at 14 October 2024** *HK$'000*	**Revised allocation of the unutilised net proceeds** *HK$'000*	**Amount utilised up to 31 December 2024** *HK$'000*	**Amount unutilised as at 31 December 2024** *HK$'000*
Potential investment opportunities in payment related business as identified by the Group from time to time	72,970	70,000	2,970	–	–	–
Repayment of part of the Group's current debt	29,190	–	29,190	–	–	–
General working capital (including the Group's money lending business)	43,780	43,030	750	32,910	32,910	–
Total	145,940	113,030	32,910	32,910	32,910	–

(B) References are made to the announcements of the Company dated 16 September 2024 and 3 October 2024, respectively in related to the allotment and issue of 155,230,000 new shares of the Company to not less than six placees at the placing price of HK$0.53 per placing share (the "**Second Placing**").

The net proceeds from the Second Placing were approximately HK$81.33 million. As at 31 December 2024, the net proceeds from the Second Placing had been applied as follows:

	Intended use of net proceeds *HK$'000*	**Amount utilised up to 31 December 2024** *HK$'000*	**Amount unutilised as at 31 December 2024** *HK$'000* *(Note)*
Expansion and development of the Group's insurance and financial technology related business	70,000	2,000	68,000
General working capital and general corporate purposes of the Group	11,330	–	11,330
Total	81,330	2,000	79,330

Note:

For the unutilised net proceeds from the Second Placing up to 31 December 2024, the Company intends to use them for the same intended purposes as the Change in Use of Proceeds Announcement. The Company has placed the unutilised net proceeds in interest-bearing deposits. The Board estimated that the time for utilising the remaining unutilised net proceeds by 20 October 2025.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is dedicated to maintaining and ensuring high standards of corporate governance practices and the corporate governance principles of the Company are adopted in the interest of the Company and the shareholders of the Company (the "**Shareholders**"). The Company's corporate governance practices are based on the principles and the code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 of the Listing Rules which is released by the Stock Exchange.

In the opinion of the Directors, the Company has complied with the applicable code provisions as set out in the CG Code during the Reporting Period and up to the date of this announcement, except as stated below.

Chairman and Chief Executive Officer

The chairman of the Company, Mr. Deng Zhihua ("**Mr. Deng**"), is responsible for the overall strategic planning and corporate policies as well as overseeing the operation of the Group. Mr. Deng, as the co-chief executive officer of the Company, is also responsible for the overall management and operation in the PRC. Mr. Chen Yongzhong ("**Mr. Chen**"), as the co-chief executive officer of the Company, is responsible for the management and operation of the Group's insurance and financial technology related businesses. Datin Low Lay Choo ("**Datin Low**"), as the co-chief executive officer of the Company, is responsible for the overall management and operation in Malaysia.

The code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board believes that Mr. Deng has demonstrated suitable management and leadership capabilities along with his thorough understanding of the Group's business and strategy as from his appointment as the executive director, vesting the roles of both the chairman and the co-chief executive officer of the Company, Mr. Deng can facilitate and ensure a smooth and continuous execution of the Group's business strategies and boost effectiveness of its operation. Also, Mr. Deng will be fully responsible for the reporting of all the PRC operations and financial matters to both the Board and regulators in Hong Kong while Mr. Chen will be fully responsible for the same on the Group's insurance and financial technology related businesses and Datin Low will be fully responsible for the same on the businesses in Malaysia, therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstances.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, each of the Directors has confirmed that he/she has complied with the Model Code during the Reporting Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

During the Reporting Period and up to the date of this announcement, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

REVIEW BY THE AUDIT COMMITTEE

The audit committee of the Company has reviewed the annual results of the Group for the year ended 31 December 2024.

SCOPE OF WORK OF THE COMPANY'S AUDITOR ON THE RESULTS ANNOUNCEMENT

The figures in respect of the consolidated financial statements of the Group and the related notes thereto for the year ended 31 December 2024 as set out in this announcement have been agreed by the Company's auditor, Suya WWC CPA Limited, Certified Public Accountants, Hong Kong to the amounts set out in the draft consolidated financial statements of the Group for the year ended 31 December 2024. The work performed by the Company's auditor in this respect did not constitute an assurance engagement performed 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 the Company's auditor on this announcement.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to offer my gratitude to our business partners and Shareholders for their continuous support. The Management and all staff members should also be lauded for their tireless efforts and dedication to the Group.

By Order of the Board
MOG Digitech Holdings Limited
Zhou Yue
Executive Director

Hong Kong, 31 March 2025

As at the date of this announcement, the Company has five executive Directors, namely Mr. Deng Zhihua (Chairman and Co-chief executive officer), Mr. Chen Yongzhong (Co-chief executive officer), Mr. Mo Mingdong, Ms. Tang Tsz Yuet and Mr. Zhou Yue, and three independent non-executive Directors, namely Mr. Yau Tung Shing, Ms. Chen Wen and Mr. Gao Hongxiang.