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China e-Wallet Payment Group Limited

中國錢包支付集團有限公司*

(a company incorporated in Bermuda with limited liability)

(Stock Code: 802)

PRELIMINARY RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2024

The board (the “**Board**”) of directors (the “**Directors**”) of China e-Wallet Payment Group Limited (the “**Company**”) announced the consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2024 together with comparative figures for the year ended 31 December 2023 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2024

	Note	2024 HK\$'000	2023 HK\$'000
Revenue	4	40,542	70,959
Cost of sales		(35,770)	(45,757)
Gross profit		4,772	25,202
Other income and gain		2,641	852
Unrealised fair value gains/(losses) on financial assets at fair value through profit or loss (“FVTPL”), net		2,016	(5,057)
Loss on deconsolidation of the subsidiaries		(346,985)	–
Allowance for expected credit losses (“ECLs”) on trade receivables and bond receivables		(79)	(13,515)
Selling and administrative expenses		(5,330)	(37,963)
Loss from operations		(342,965)	(30,481)
Finance costs	6	(1,740)	(1,667)
Loss before tax	5	(344,705)	(32,148)
Income tax credit	7	–	936
Loss for the year		(344,705)	(31,212)
Loss for the year attributable to:			
Owners of the Company		(344,618)	(32,118)
Non-controlling interests		(87)	906
		(344,705)	(31,212)
		HK cents	HK cents
Loss per share			
– Basic and diluted	8	(57.10)	(5.32)

* For identification purposes only

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2024

	2024 HK\$'000	2023 HK\$'000
Loss for the year	<u>(344,705)</u>	<u>(31,212)</u>
Other comprehensive income for the year, net of tax:		
<i>Items that may be subsequently reclassified to profit or loss</i>		
Release of translation reserve upon deconsolidation of the subsidiaries	38,947	–
Exchange differences on translating foreign operations	<u>–</u>	<u>42</u>
Other comprehensive income for the year	<u>38,947</u>	<u>42</u>
Total comprehensive loss for the year	<u>(305,758)</u>	<u>(31,170)</u>
Total comprehensive (loss)/income for the year attributable to:		
Owners of the Company	(305,671)	(32,076)
Non-controlling interests	<u>(87)</u>	<u>906</u>
	<u>(305,758)</u>	<u>(31,170)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2024

	<i>Note</i>	2024 HK\$'000	2023 <i>HK\$'000</i>
ASSETS			
Non-current assets			
Property, plant and equipment		1	534
Goodwill		–	4,686
Intangible assets		–	–
		1	5,220
Current assets			
Financial assets at fair value through profit or loss		44,833	42,817
Bond receivables		3,600	2,855
Trade receivables	<i>10</i>	6,170	46,119
Deposits, prepayments and other receivables		352	271,723
Cash and bank balances		6,176	12,813
		61,131	376,327
Total assets		61,132	381,547
CAPITAL AND RESERVES			
Share capital		6,035	6,035
Reserves		21,622	325,957
Equity attributable to owners of the Company		27,657	331,992
Non-controlling interests		(550)	883
Total equity		27,107	332,875

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)*As at 31 December 2024*

	<i>Note</i>	2024 HK\$'000	2023 <i>HK\$'000</i>
LIABILITIES			
Non-current liability			
Bond payables		<u>14,515</u>	<u>14,515</u>
		<u>14,515</u>	<u>14,515</u>
Current liabilities			
Trade payables	11	10,584	13,062
Accruals and other payables		5,519	11,620
Other borrowings		3,407	3,167
Income tax payables		<u>–</u>	<u>6,308</u>
		<u>19,510</u>	<u>34,157</u>
Total liabilities		<u>34,025</u>	<u>48,672</u>
Total equity and liabilities		<u>61,132</u>	<u>381,547</u>
Net current assets		<u>41,621</u>	<u>342,170</u>
Total assets less current liabilities		<u>41,622</u>	<u>347,390</u>
Net assets		<u>27,107</u>	<u>332,875</u>

NOTES:

1. GENERAL INFORMATION

China e-Wallet Payment Group Limited (the “**Company**”) was incorporated in Bermuda an exempted company with limited liability under Companies Act of Bermuda. The addresses of the registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Unit 7I, 24/F., Wah Fat Industrial Building, 10-14 Kung Yip Street, Kwai Chung, New Territories, Hong Kong respectively. The Company’s shares are listed on the Main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company. All values are rounded to nearest thousand except otherwise indicated.

2. BASIS OF PREPARATION

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

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

3. ADOPTION OF NEW AND AMENDMENTS TO IFRS ACCOUNTING STANDARDS

(a) Amendments to IFRS Accounting Standards that are effective for annual periods beginning on 1 January 2024

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

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

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

(b) New and amendments to IFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to IFRS Accounting Standards that have been issued but are not yet effective for the financial year beginning 1 January 2024.

IFRS 18	Presentation and Disclosure in Financial Statements ³
Amendments to IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments ²
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature – dependent Electricity ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to IAS 21 and IFRS 1	Lack of Exchangeability ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards – Volume 11 ²

¹ Effective for annual periods beginning on or after 1 January 2025

² Effective for annual periods beginning on or after 1 January 2026

³ Effective for annual periods beginning on or after 1 January 2027

⁴ Effect date to be determined by the IASB

The directors of the Company anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. The amendments to IFRS Accounting Standards are not expected to have a material impact on the Group's consolidated financial statements.

4. REVENUE AND SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker (the “CODM”), for the purposes of resource allocation and assessment of segment performance.

The CODM considers the business from both a business and geographic perspective for the purposes of resource allocation and assessment focuses on revenue analysis. From business perspective, the CODM determines that the Group has only one operating and reportable segment, being the mobile's application development and related accessories. No other discrete financial information is provided other than the revenue and geographical information.

4. REVENUE AND SEGMENT INFORMATION (Continued)

The Group's revenue from its major products and services were as follows:

Disaggregation of revenue from contracts with customers

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Revenue from contracts with customers within the scope of IFRS 15:		
Mobile's application development and settlement application services	8,987	49,380
Beauty, computer and mobile related electronic products and services	31,555	21,579
	40,542	70,959
Timing of revenue recognition:		
At a point in time	38,562	67,839
Over time	1,980	3,120
	40,542	70,959

Geographical information

The Group principally operates in two geographical areas – Hong Kong and the People's Republic of China (the "PRC") (excluding Hong Kong). The Group's revenue from external customers, based on the location of the customer's operations, and the Group's non-current assets by geographical location are presented as follows:

	Revenue		Non-current assets	
	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Hong Kong	38,562	27,679	1	5,220
The PRC	1,980	43,280	–	–
	40,542	70,959	1	5,220

Information about major customers

Revenue from customers of the corresponding years contributing over 10% (2023: 10%) of the total revenue of the Group is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Customer A ²	17,055	N/A ¹
Customer B ²	11,878	N/A ¹

¹ The corresponding revenue did not contribute over 10% of the total revenue of the Group.

² Revenue generated from beauty-related electronic products and services.

5. LOSS BEFORE TAX

Loss before tax has been arrived at after charging:

	2024 HK\$'000	2023 HK\$'000
Depreciation of property, plant and equipment*	1	279
Amortisation of intangible assets*	–	5,817
Auditor's remuneration		
– Audit services	680	680
Expenses relating to short-term leases	365	729
Staff costs, including directors' emoluments		
– Salaries and allowances	2,044	2,153
– Retirement benefit scheme contributions	45	50
	<u>2,089</u>	<u>2,203</u>

* Included in selling and administrative expenses.

6. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interest expense on other borrowings	240	167
Interest expense on bond payables	<u>1,500</u>	<u>1,500</u>
	<u>1,740</u>	<u>1,667</u>

7. INCOME TAX CREDIT

The income tax credit for the years ended 31 December 2024 and 2023 represented the tax expense/(credit) of the followings:

	2024 HK\$'000	2023 HK\$'000
Current tax:		
– The PRC	–	520
Deferred tax:		
– Credited during the year	<u>–</u>	<u>(1,456)</u>
	<u>–</u>	<u>(936)</u>

Hong Kong

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK\$2,000,000 will be subject to tax rate of 16.5%. The assessable profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No provision for Hong Kong Profit Tax has been made as the Group had no assessable profit or had sufficient tax losses brought forward to offset against current year's assessable profit for the years ended 31 December 2024 and 2023.

7. INCOME TAX CREDIT (Continued)

The PRC

The PRC Enterprise Income tax is calculated at the applicable tax rates of 25% (2023: 25%) in accordance with the relevant laws and regulations in the PRC.

Others

The Group is not subject to taxation in other jurisdictions.

8. LOSS PER SHARE

The calculation of basic loss per share for the year ended 31 December 2024 is based on the Group's loss for the year attributable to owners of the Company of approximately HK\$344,618,000 (2023: HK\$32,118,000) and weighted average number of ordinary shares in issue during the year ended 31 December 2024 of 603,545,948 (2023: 603,545,948).

The basic and diluted loss per share are the same for the years ended 31 December 2024 and 2023 as the outstanding share options does not have any dilutive effect.

9. DIVIDEND

The directors of the Company do not recommend the payment of any dividend for the year ended 31 December 2024 (2023: nil).

10. TRADE RECEIVABLES

An ageing analysis of the trade receivables, arising from contracts with customers within the scope of IFRS 15 as at the end of the reporting period, based on the invoice date is as follows:

	2024 HK\$'000	2023 HK\$'000
0 to 30 days	6,360	5,632
Over 180 days	—	72,814
	<hr/>	<hr/>
	6,360	78,446
Less: Allowance for ECLs	(190)	(32,327)
	<hr/>	<hr/>
	6,170	46,119
	<hr/>	<hr/>

The credit terms of trade receivables are generally on 30-180 days (2023: 30-180 days) during the year ended 31 December 2024.

11. TRADE PAYABLES

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

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
0 to 30 days	10,424	10,847
Over 90 days	160	2,215
	<hr/>	<hr/>
	10,584	13,062
	<hr/>	<hr/>

The credit terms of trade payables are generally 0-60 days (2023: 0-60 days).

EXTRACT OF INDEPENDENT AUDITOR'S REPORT

The auditor of the Company issues a Disclaimer of Opinion on the financial statements of the Group for the year ended 31 December 2024. The following is an extract of the independent auditor's report on the Group's consolidated financial statements for the year ended 31 December 2024.

BASIS FOR DISCLAIMER OF OPINION

(a) Deconsolidation of the subsidiaries

During the course of our audit for the year ended 31 December 2023, we have been advised by the board of directors of the Company that accounting records and financial information of certain subsidiaries of the Company (the "**Certain Subsidiaries**") for the year ended 31 December 2023 have not been made available due to (i) the resignation of two independent non-executive directors of the Company on 18 October 2023 and 31 October 2023; (ii) the resignation of the chief executive officer and executive director of the Company on 13 November 2023; (iii) the removal of the remaining two executive directors and an independent non-executive directors of the Company upon receipts of a notice of requisition and resolution passed at a special general meeting held on 31 January 2024; (iv) the resignation of the key financial personnel of the Certain Subsidiaries (collectively referred to as the "**Missing Management**"); and (v) the lack of a formal handover of the books and records of the Certain Subsidiaries from the Missing Management.

The incoming directors of the Company have made efforts to reach the Missing Management for the purpose of obtaining the books and records of the Group for the years ended 31 December 2023 and 2024. However, up to the date of approval of the consolidated financial statements, these efforts have been unsuccessful.

Management has determined that control over the Certain Subsidiaries was lost with effect from 1 January 2024. As a result, a loss on deconsolidation of the Certain Subsidiaries of approximately HK\$346,985,000 has been recognised in the consolidated financial statements for the year ended 31 December 2024. However, we have not been provided with sufficient appropriate audit evidence to support this conclusion or to verify the recognition of the related loss on deconsolidation.

Due to the matters outlined above, we were unable to perform our audit procedures that we considered necessary to satisfy ourselves as to (i) the appropriateness of the recognition of a loss on deconsolidation of the Certain Subsidiaries of approximately HK\$346,985,000 for the year ended 31 December 2024; (ii) the completeness and accuracy of the consolidated financial position, consolidated financial performance and consolidated cash flows presented in the consolidated financial statements and the related notes to the consolidated financial statements for the year ended 31 December 2024; and (iii) the accuracy and completeness of the disclosure regarding the contingent liabilities and commitments up to the date of approval of these consolidated financial statements.

(b) Opening balances and comparative information

As described in the preceding paragraphs, we were unable to obtain sufficient appropriate audit evidence regarding (i) the opening balances of the Certain Subsidiaries as at 1 January 2024 as set out below; (ii) the accuracy, existence and completeness for the comparative information presented in the consolidated financial statements for the year ended 31 December 2024; and (iii) the accuracy and completeness of the disclosure regarding the contingent liabilities and commitments in the comparative information.

Assets and liabilities of the Certain Subsidiaries at 1 January 2024

HK\$'000

Non-current assets

Property, plant and equipment	534
Goodwill	4,686
Intangible assets	—
	<hr/>
	5,220

Current assets

Trade receivables	43,103
Deposits, prepayments and other receivables	271,647
Cash and bank balances	743
	<hr/>
	315,493

Total assets

320,713

Current liabilities

Trade payables	2,055
Accruals and other payables	4,312
Income tax payables	6,308
	<hr/>

Total liabilities

12,675

Net assets

308,038

Any adjustments to the figures as described above might have consequential effects on the consolidated financial performance and consolidated cash flows for the year ended 31 December 2024 and the consolidated financial positions of the Group as at 31 December 2024, as well as the related disclosures in the consolidated financial statements.

Further, due to the lack of access to complete accounting books and records of the Certain Subsidiaries and the inability to obtain information from the Missing Management, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether there were instances of non-compliance with applicable laws and regulations by the Certain Subsidiaries.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group specialised in providing programming and advertising solutions in mobile platform. The programming teams of the Group have extensive experience on developing mobile application and interactive virtual reality technologies for well-known companies in Hong Kong and overseas. The Group is also engaged in the business of design and distribution of computer-related, mobile-related and beauty-related electronic products and accessories, and provision of project based system solution services.

Dividend

The Board maintains a cautious view and, having regarded to the requirement to retain cash, has decided not to recommend a dividend in respect of the year ended 31 December 2024 (2023: HK\$Nil).

Financial review

Revenue

During the year ended 31 December 2024, revenue of the Group was mainly attributable to the design and distribution of beauty-related electronic products and accessories. For the year ended 31 December 2024, the Group reported a total revenue of approximately HK\$40.5 million representing a decrease of 42.8% compared to approximately HK\$71.0 million in the same period in 2023. The decrease was mainly due to the decrease in revenue generated from mobile's application development and settlement application services.

Gross profit

Gross profit in 2024 was HK\$4.8 million which was a decrease, as compared to a gross profit of HK\$25.2 million in the same period of 2023. The decrease are in line with the decrease in revenue of the Group.

Loss on deconsolidation of the subsidiaries

For the regular annual audit of the Group for the accounting period from 1 January 2023 to 31 December 2023, the Company's auditor requested all relevant documents of certain subsidiaries of the Company ("**Certain Subsidiaries**"), including but not limited to the management accounts, full set of general ledger and subledger, general journal and the supporting documents such as files of invoices, receipts, payslips etc.

Except for the latest management accounts of Certain Subsidiaries were provided to auditors as audit evidence, the Company was unable to satisfy the remaining requests. In addition, as the management accounts of Certain Subsidiaries were prepared by the former management of the Group, the current Board was also unable to confirm their accuracy and completeness. The Company's auditor expressed a disclaimer of opinion ("**Opinion**") on the consolidated financial statements for the year ended 31 December 2023.

The management of the Company (the “**Management**”) understood that the circumstances leading to the Opinion were a) the missing of relevant documents and records of Certain Subsidiaries and b) the current Board could not confirmed the accuracy and completeness of the latest management accounts of Certain Subsidiaries.

In order to address the issues giving rise to the Company has paid effort to reach the former executive directors of the Company, including Mr. Li Jinglong, Mr. Zhang Ligong and Mr. Wang Zhongling (the “**Missing Management**”), for the purpose of obtaining the documents and records of the Group for the year ended 31 December 2023.

For avoidance of doubt, as at the date of this announcement, the Group is still not able to reach the Missing Management. As a result of the foregoing and no relevant accounting documents preserved by the Group, including but not limited to the management accounts, full set of general ledger and subledger, general journal and the supporting documents, such as files of invoices, receipts, payslips and contractual agreements, the Board considered that the control over the following Certain Subsidiaries had been lost since 1 January 2024.

- (1) RCG Hong Kong Holdings Limited
- (2) RCG (Hong Kong) Limited
- (3) RCG Corporation Limited
- (4) Goodwill Alliance International Limited
- (5) China Union Payment Holdings Limited

The results, assets, liabilities and cash flows of the Certain Subsidiaries deconsolidated from the consolidated financial statements of the Group since 1 January 2024.

Loss on deconsolidation of the subsidiaries was approximately HK\$347.0 million for the year ended 31 December 2024.

Selling and administrative expenses

Selling and administrative expenses, representing 13.1% (2023: 53.5%) of the Group’s revenues for the year decreased by approximately HK\$32.6 million from approximately HK\$38.0 million in 2023 to approximately HK\$5.3 million in the same period in 2024. The decrease in selling and administrative expenses are in line with the decrease in revenue of the Group.

Loss for the year

The Group’s loss for the year was approximately HK\$344.7 million compared to loss of approximately HK\$31.2 million in the same period in 2023. The increase of net loss was mainly attributable to the recognition of loss on deconsolidation of the subsidiaries of approximately HK\$347.0 million.

Loss attributable to owners of the Company

Loss attributable to owners of the Company increased from a loss of approximately HK\$32.1 million in 2023 to a loss of approximately HK\$344.6 million in the same period of 2024.

Review of the Group's financial position

Liquidity and capital resources

The Group has internal budgeting systems in place to ensure that if and when cash is committed to fund major expenditures there is sufficient cash flow to maintain the Group's daily operations and meet all of its contractual obligations.

The Group funds its operations with revenue from its operating activities. The Group also has cash inflows from interest income and collections. Key drivers in the Group's sources of cash are primarily the Group's sales, and their inflow depends on the Group's ability to collect receivables. There have been no material changes in the Group's underlying drivers during the period under review.

There were no assets charged or pledged as at 31 December 2024 (2023: HK\$ Nil).

The Group had cash and cash equivalents of approximately HK\$6.1 million as at 31 December 2024 compared to approximately HK\$12.8 million as at 31 December 2023.

Capital commitments

The Group had no capital commitments as at 31 December 2024 (2023: HK\$Nil).

Gearing ratio

As at 31 December 2024, the Group's gearing ratio was approximately 161.8%, as compared to 14.6% as at 31 December 2023. The gearing ratio was calculated as the Group's total liabilities divided by its total capital. The total liabilities and total capital of the Group were approximately HK\$37.7 million (2023: HK\$48.7 million) and HK\$23.3 million (2023: HK\$332.9 million) as at 31 December 2024.

Contingent liabilities

As at 31 December 2024, the Group had no contingent liabilities (2023: HK\$Nil). The Company has not been acted as a guarantor of its subsidiaries to secure any interest-bearing borrowings.

Foreign exchange risk management

Certain of the Group's bank balances are denominated in United States Dollars and Renminbi, each of which is a currency other than the functional currency of the relevant group entities, which exposes it to foreign currency risk. The Group has not used any financial instruments to hedge against this currency risk. However, the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

HUMAN RESOURCES

As at 31 December 2024, in addition to the Directors, there were approximately 15 employees (2023: 21) of the Group stationed in the Group's offices in Hong Kong. Total staff costs for the year ended 31 December 2024 were approximately HK\$2.1 million, compared with approximately HK\$2.2 million in 2023.

The Group offers training and development courses for its employees to enhance the staff's working capabilities. Remuneration packages are linked to individual performance, the Group's business performance, and taking into consideration of the industry practices and market conditions, reviewed on an annual basis. Directors' remuneration is determined with reference to his duties and responsibilities with the Company, the Company's standards for emoluments and market conditions. Share options are also granted to eligible employees based on individual's performance as well as the Group's performance.

MANAGEMENT OUTLOOK

The Group had continued the efforts to consolidate and realign its businesses to enable the Group to achieve improvements in its financial position. The Group will utilise its existing technical knowledge and programmers to diversify its income stream and will continue to work towards, attaining a stable platform for sustainability and basis for any potential growth.

By leveraging the knowledge on its interactive virtual reality programming on different business sectors, such as animation and culture, the Group obtained the license from the largest Japanese animation studio to conduct an interactive animation exhibition in Hong Kong in 2019. The Group will continue to explore the potential of this business opportunities and utilize its resource with prudence in the future.

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

The total number of issued share capital of the Company as at 31 December 2024 was 603,545,948 ordinary shares (2023: 603,545,948 shares).

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2024.

SIGNIFICANT INVESTMENTS

As at 31 December 2024, the Group had financial assets at FVTPL with a market value of approximately HK\$44.8 million. Details of the significant investments in the portfolio under financial assets at FVTPL are as follows:

Name of investee	Fair value gain/(loss) HK\$'000	Fair value as at 31 December 2024 HK\$'000	Percentage to the Group's total assets as at 31 December 2024	Fair value as at 31 December 2023 HK\$'000
			%	
China Investment and Finance Group Limited ("CIF")	3,528	18,048	29.6%	14,520
WLS Holdings Limited ("WLS")	(408)	7,144	11.7%	7,552
WMHW Holdings Limited ("WMHW")	2,760	4,458	7.3%	1,698
Amco United Holding Limited ("AUH")	(905)	4,344	7.0%	5,249
Milan Station Holdings Limited ("MSH")	(258)	3,994	6.5%	4,251
Harbour Digital Asset Capital Limited ("HDA")	(2,254)	2,196	3.6%	4,450
Asia Grocery Distribution Limited ("AGD")	274	1,630	2.7%	1,356
Sub-total	2,737	41,814	68.4%	39,076
Other listed equity securities	(704)	3,043	5.0%	3,741
Total	2,033	44,857	73.4%	42,817

Notes:

- (a) CIF is engaged in securities trading and investment holding. Based on CIF's interim result for the six months ended 30 September 2024, revenue and loss of CIF were approximately HK\$3.3 million and HK\$7.0 million respectively. As at 31 December 2024, the Group held approximately 13.6 million shares (approximately 3.2%) of CIF.
- (b) WLS is engaged in the provision of scaffolding, fitting out and other auxiliary services for construction and buildings work, money lending business, securities investment business and assets management business. Based on WLS's interim result for the six months ended 31 October 2024, revenue and profit of WLS were approximately HK\$46.8 million and HK\$30.5 million respectively. As at 31 December 2024, the Group held approximately 204.1 million shares (approximately 1.4%) of WLS.
- (c) WMHW is engaged in securities trading and investment holding. Based on WMHW's interim result for the six months ended 30 September 2024, revenue and loss of WMHW were approximately HK\$26.0 million and HK\$4.7 million respectively. As at 31 December 2024, the Group held approximately 14.1 million shares (approximately 4.7%) of WMHW.
- (d) AUH are principally engaged in (i) manufacture and sale of medical devices products; (ii) manufacture and sale of plastic moulding products; (iii) provision of money lending; and (iv) investment in securities. Based on AYH's annual result for the year ended 31 December 2024, turnover and loss of AUH were approximately HK\$37.8 million and HK\$1.2 million respectively. As at 31 December 2024, the Group held approximately 36.2 million shares (approximately 3.7%) of AUH.

- (e) MSH is engaged in retailing of handbags, fashion accessories and embellishments and spa and wellness products. Based on MSH's annual result for the year ended 31 December 2024, turnover and loss of MSH were approximately HK\$111.9 million and HK\$26.4 million respectively. As at 31 December 2024, the Group held approximately 21.5 million shares (approximately 2.0%) of MSH.
- (f) HDA is engaged in securities trading and investment holding. Based on HDA's annual result for the year ended 31 December 2024, revenue and loss of HDA were approximately HK\$1.2 million and HK\$16.8 million respectively. As at 31 December 2024, the Group held approximately 5.8 million shares (approximately 1.6%) of HDA.
- (g) AGD is engaged in trading and distribution of food and beverage grocery products in Hong Kong. Based on AGD's interim result for the six months ended 30 September 2024, turnover and loss of AGD were approximately HK\$148.3 million and HK\$0.1 million respectively. As at 31 December 2024, the Group held approximately 13.0 million shares (approximately 1.1%) of AGD.

The future performance of the listed securities may be influenced by the Hong Kong stock market. In this regard, the Group will continue to maintain a diversified investment portfolio and closely monitor the performance of its investments and the market trends to adjust its investment strategies.

Except the significant investments disclosed above, as at 31 December 2024, there was no investment held by the Group the value of which was more than 1% of the total assets of the Group.

SCOPE OF WORK OF MCMILLAN WOODS (HONG KONG) CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2024 of the Group as set out in the announcement have been agreed by the Company's auditor, McMillan Woods (Hong Kong) CPA Limited, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by McMillan Woods (Hong Kong) CPA Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by McMillan Woods (Hong Kong) CPA Limited on the announcement.

REVIEW BY AUDIT COMMITTEE

The Company established an audit committee (the "**Audit Committee**") on 28 June 2004 with written terms of reference, which was revised on 18 December 2015, in compliance with the Listing Rules. The primary functions of the Audit Committee are to review and supervise the financial reporting systems, risk management and internal control systems of the Company and meet with the Company's auditors twice a year.

The Audit Committee is comprised of three members, namely Mr. Wong Sze Lok as chairman with Miss Peng Jing Yi and Mr. Tse Tung Leung, Tony, both independent non-executive Directors as members. The arrangement of the Audit Committee complied with the Rule 3.21 of the Listing Rules.

The Audit Committee performed its primary responsibility for monitoring the quality of risk management, internal control and financial reporting systems and ensuring that the performance of the Company's auditor relating to the Company's accounting and auditing matters are of good quality for the year ended 31 December 2024.

CORPORATE GOVERNANCE CODE

In connection with the listing of the Company on the Stock Exchange in February 2009, the Company adopted the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) contained in Appendix C1 to the Listing Rules. The Company has complied with the code provisions set out in the CG Code throughout the year ended 31 December 2024.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules. Having made specific enquiry, the Company confirmed that all Directors have complied with the Model Code throughout the year ended 31 December 2024.

CHANGE OF DIRECTORSHIP

Pursuant to the ordinary resolutions passed by the Shareholders at the special general meeting of the Company held on 31 January 2024 (“**SGM**”), Mr. Li Jinglong and Mr. Zhang Ligong were removed as executive Directors with immediate effect after the conclusion of the SGM, and Mr. Cheng Ruixong was removed as independent non-executive Director with immediate effect after the conclusion of the SGM.

Pursuant to the ordinary resolutions passed by the Shareholders at the SGM, Mr. Poon Chun Yin and Mr. Lin Chih Chia were appointed as executive Directors, and Miss Peng Jing Yi and Mr. Tse Tung Leung, Tony were appointed as independent non-executive Directors.

On 29 February 2024, Mr. Wong Sze Lok was appointed as independent non-executive Director.

Mr. Poon Chun Yin resigned as the executive Director on 18 December 2024.

As at date of this announcement, the Board comprises one executive Director, namely Mr. Lin Chih Chia, and three independent non-executive Directors, namely Miss Peng Jing Yi, Mr. Tse Tung Leung, Tony and Mr. Wong Sze Lok.

PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This announcement is published on the websites of The Stock Exchange of Hong Kong Limited and the webpage of the Company (www.hklistco.com/802), respectively. The annual report 2024 will also be published on the aforesaid websites in due course.

By Order of the Board of
China e-Wallet Payment Group Limited
Lin Chih Chia
Executive Director

Hong Kong, 31 March 2025

As at the date of this announcement, the Board comprises the following Directors:

Executive Director:

Mr. Lin Chih Chia

Independent Non-executive Directors:

Miss Peng Jing Yi

Mr. Tse Tung Leung, Tony

Mr. Wong Sze Lok