



## **Plover Bay Technologies Limited**

**玊灣科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1523)**

### **INTERIM REPORT FOR THE SIX MONTHS ENDED 30 JUNE 2025**

#### **SUMMARY**

- For the six months ended 30 June 2025, the Group recorded revenue of approximately US\$62,943,000, which increased about 9.9% from the same period last year.
- During the interim period, the Group recorded net profit of approximately US\$21,665,000, which increased about 13.4% year-over-year.
- The Company records basic earnings per share of approximately US1.96 cents for the six months ended 30 June 2025, an increase of about 12.6% year-over-year.
- The Board has determined that an interim dividend of HK12.34 cents per share for the six months ended 30 June 2025 be payable on 26 August 2025 to the shareholders whose names appear in the Company's register of members on 15 August 2025.

The board (the “Board”) of directors (the “Directors”) of Plover Bay Technologies Limited (the “Company”) is pleased to announce the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2025, together with the comparative figures for the corresponding period in 2024 as follows:

## **CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

*For the six months ended 30 June 2025*

		<b>(unaudited)</b>	
		<b>Six months ended 30 June</b>	
		<b>2025</b>	<b>2024</b>
	<i>Notes</i>	<i>US\$'000</i>	<i>US\$'000</i>
Revenue	4	<b>62,943</b>	57,298
Cost of sales and services		<b>(27,980)</b>	(25,553)
Gross profit		<b>34,963</b>	31,745
Other income and gains, net	4	<b>1,955</b>	873
Selling and distribution expenses		<b>(1,821)</b>	(1,853)
General and administrative expenses		<b>(3,710)</b>	(3,688)
Research and development, consultancy and other expenses		<b>(4,620)</b>	(4,204)
Finance costs	5	<b>(190)</b>	(163)
Profit before tax	6	<b>26,577</b>	22,710
Income tax expense	7	<b>(4,912)</b>	(3,607)
<b>PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT</b>		<b><u>21,665</u></b>	<b><u>19,103</u></b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translation of foreign operations		<b><u>94</u></b>	<u>34</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT</b>		<b><u>21,759</u></b>	<b><u>19,137</u></b>
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT</b>	9		
— Basic ( <i>US cents</i> )		<b><u>1.96</u></b>	<u>1.74</u>
— Diluted ( <i>US cents</i> )		<b><u>1.96</u></b>	<u>1.73</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		At 30 June 2025	At 31 December 2024
	Notes	US\$'000 (unaudited)	US\$'000 (audited)
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment		2,680	3,366
Intangible assets		1,648	1,855
Prepayments and deposits		328	98
Deferred tax assets		226	127
<b>TOTAL NON-CURRENT ASSETS</b>		<b>4,882</b>	<b>5,446</b>
<b>CURRENT ASSETS</b>			
Inventories	10	13,619	16,160
Trade receivables	11	25,869	15,497
Prepayments, deposits and other receivables		4,815	4,685
Tax recoverable		—	147
Pledged deposit		2,291	2,243
Cash and cash equivalents		55,666	65,933
<b>TOTAL CURRENT ASSETS</b>		<b>102,260</b>	<b>104,665</b>
<b>CURRENT LIABILITIES</b>			
Trade payables, other payables and accruals	12	7,325	7,420
Lease liabilities		1,025	1,598
Contract liabilities		21,892	20,880
Interest-bearing bank borrowings		3,085	8,516
Tax payable		6,838	2,701
<b>TOTAL CURRENT LIABILITIES</b>		<b>40,165</b>	<b>41,115</b>
<b>NET CURRENT ASSETS</b>		<b>62,095</b>	<b>63,550</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>66,977</b>	<b>68,996</b>

	At 30 June 2025	At 31 December 2024
<i>Notes</i>	<i>US\$'000</i> <b>(unaudited)</b>	<i>US\$'000</i> (audited)
<b>NON-CURRENT LIABILITIES</b>		
Lease liabilities	<b>981</b>	982
Contract liabilities	<b>14,196</b>	11,398
Deferred tax liabilities	<b>243</b>	317
	<hr/>	<hr/>
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>15,420</b>	12,697
	<hr/>	<hr/>
<b>NET ASSETS</b>	<b>51,557</b>	56,299
	<hr/>	<hr/>
<b>EQUITY</b>		
Equity attributable to owners of the parent		
Issued capital	<i>13</i> <b>1,421</b>	1,420
Reserves	<b>50,136</b>	54,879
	<hr/>	<hr/>
<b>TOTAL EQUITY</b>	<b>51,557</b>	56,299
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# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025

	Note	Attributable to owners of the parent					Total equity US\$'000
		Issued capital US\$'000	Share premium account US\$'000	Share option reserve US\$'000	Exchange fluctuation reserve US\$'000	Retained profits US\$'000	
At 1 January 2024 (audited)		1,418	24,191	515	(45)	24,145	50,224
Profit for the period		—	—	—	—	19,103	19,103
Other comprehensive income for the period:							
Exchange differences on translation of foreign operations		—	—	—	34	—	34
Total comprehensive income for the period		—	—	—	34	19,103	19,137
Issue of shares upon exercise of share options		—	63	(10)	—	—	53
Equity-settled share option arrangements		—	—	131	—	—	131
Repurchase and cancellation of shares		—	(87)	—	—	—	(87)
Second interim 2023 dividend	8	—	—	—	—	(15,400)	(15,400)
2023 Special dividend	8	—	—	—	—	(1,999)	(1,999)
At 30 June 2024 (unaudited)		<u>1,418</u>	<u>24,167</u>	<u>636</u>	<u>(11)</u>	<u>25,849</u>	<u>52,059</u>
At 1 January 2025 (audited)		1,420	24,882	637	(129)	29,489	56,299
Profit for the period		—	—	—	—	21,665	21,665
Other comprehensive income for the period:							
Exchange differences on translation of foreign operations		—	—	—	94	—	94
Total comprehensive income for the period		—	—	—	94	21,665	21,759
Issue of shares upon exercise of share options		1	302	(62)	—	—	241
Equity-settled share option arrangements		—	—	153	—	—	153
Second interim 2024 dividend	8	—	—	—	—	(18,906)	(18,906)
2024 Special dividend	8	—	—	—	—	(7,989)	(7,989)
At 30 June 2025 (unaudited)		<u>1,421</u>	<u>25,184</u>	<u>728</u>	<u>(35)</u>	<u>24,259</u>	<u>51,557</u>

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

	(unaudited)	
	Six months ended 30 June	
	2025	2024
	US\$'000	US\$'000
<b>NET CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>22,270</b>	<b>31,843</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Interest received	962	866
Purchase of items of property, plant and equipment	(118)	(140)
Increase in pledged deposit	(48)	(106)
Proceeds from disposal of property, plant and equipment	—	1
Additions to intangible assets	(310)	(483)
<b>NET CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>486</b>	<b>138</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from exercise of share options	241	53
Repurchase and cancellation of shares	—	(87)
Dividends paid	(26,895)	(17,399)
Interest elements of finance lease rental payments	(57)	(86)
Repayment of bank loans	(5,373)	(3,559)
New bank loan	—	6,686
Interest paid	(133)	(77)
Principal portion of finance lease rental payments	(813)	(901)
<b>NET CASH FLOWS USED IN FINANCING ACTIVITIES</b>	<b>(33,030)</b>	<b>(15,370)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(10,274)</b>	<b>16,611</b>
Cash and cash equivalents at beginning of the period	65,933	36,745
Effect of foreign exchange rate changes, net	7	182
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>55,666</b>	<b>53,538</b>

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the six months ended 30 June 2025*

## 1. CORPORATE AND GROUP INFORMATION

Plover Bay Technologies Limited is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at Unit B, 5/F, Dragon Industrial Building, 93 King Lam Street, Lai Chi Kok, Kowloon, Hong Kong.

During the period, the Group was involved in the following principal activities:

- designing, development and marketing of software defined wide area network (the “SD-WAN”) routers; and
- provision of software licences and warranty and support services.

## 2.1 BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirement of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). They have been prepared under the historical cost convention and are presented in United States Dollars (“US\$”) and all values are rounded to the nearest thousands except when otherwise indicated.

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements year ended 31 December 2024.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2025 are the same as those set out in the Group’s annual financial statements for the year ended 31 December 2024.

In the current interim period, the Group has adopted, for the first time, the following revised HKFRSs for the preparation of the Group’s condensed consolidated financial statements.

Amendments to HKAS 21

*Lack of Exchangeability*

The application of the revised standards in the current interim period has had no material impact on the amounts reported in these condensed consolidated financial statements and/or disclosures set in these condensed consolidated financial statements.

### 3. REVENUE AND SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has reportable operating segments as follows:

- (a) the sales of SD-WAN routers segment that primarily engages in sales of wired and wireless routers, also known as Fixed First Connectivity and Mobile First Connectivity; and
- (b) software licences and warranty and support services segment that primarily engages in the provision of software licences and warranty and support services.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that other income and gains, net, selling and distribution expenses, unallocated general and administrative expenses and finance costs are excluded from such measurement.

There were no material intersegment sales and transfers during the current and prior reporting periods.

#### Operating segments:

##### Six months ended 30 June (unaudited)

	Sales of SD-WAN routers				Software licences and warranty and support services		Total	
	Fixed First Connectivity		Mobile First Connectivity					
	2025	2024	2025	2024	2025	2024	2025	2024
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>Segment revenue:</b>								
Sales to external customers	7,616	8,752	36,831	32,194	18,496	16,352	62,943	57,298
<b>Segment result</b>	2,731	3,484	11,236	9,531	15,873	13,988	29,840	27,003
<i>Reconciliation</i>								
Other income and gains, net							1,955	873
Selling and distribution expenses							(1,821)	(1,853)
Unallocated general and administrative expenses							(3,207)	(3,150)
Finance costs							(190)	(163)
Profit before tax							26,577	22,710

#### Geographical information

##### Revenue from external customers

	(unaudited)	
	Six months ended 30 June	
	2025	2024
	US\$'000	US\$'000
North America	34,394	36,761
EMEA (Europe, Middle East and Africa)	20,497	14,725
Asia	5,862	4,061
Others	2,190	1,751
	62,943	57,298



#### 4. REVENUE, OTHER INCOME AND GAINS, NET

An analysis of revenue is as follows:

	(unaudited)	
	Six months ended 30 June	
	2025	2024
	US\$'000	US\$'000
Revenue from contracts with customers	<b>62,943</b>	57,298

#### Revenue from contracts with customers

##### *Disaggregated revenue information*

Six months ended 30 June (unaudited)	Sale of SD-WAN routers		Software licences and warranty and support services		Total	
	2025	2024	2025	2024	2025	2024
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>Type of goods or services</b>						
Sale of SD-WAN routers						
— Fixed First Connectivity	7,616	8,752	—	—	7,616	8,752
— Mobile First Connectivity	36,831	32,194	—	—	36,831	32,194
Provision of warranty and support services	—	—	13,441	12,575	13,441	12,575
Sale of software and licence fee income	—	—	5,055	3,777	5,055	3,777
Total revenue from contract with customers	<b>44,447</b>	40,946	<b>18,496</b>	16,352	<b>62,943</b>	57,298
<b>Geographical markets</b>						
North America	23,026	26,622	11,368	10,139	34,394	36,761
EMEA	15,866	10,744	4,631	3,981	20,497	14,725
Asia	4,002	2,295	1,860	1,766	5,862	4,061
Others	1,553	1,285	637	466	2,190	1,751
Total revenue from contract with customers	<b>44,447</b>	40,946	<b>18,496</b>	16,352	<b>62,943</b>	57,298
<b>Timing of revenue recognition</b>						
Transferred at a point in time	44,447	40,946	798	620	45,245	41,566
Transferred over time	—	—	17,698	15,732	17,698	15,732
Total revenue from contracts with customers	<b>44,447</b>	40,946	<b>18,496</b>	16,352	<b>62,943</b>	57,298

##### *Other income and gains, net*

	(unaudited)	
	Six months ended 30 June	
	2025	2024
	US\$'000	US\$'000
<b>Other income and gains, net</b>		
Bank interest income	962	866
Foreign exchange gains, net	982	—
Others	11	7
	<b>1,955</b>	873

## 5. FINANCE COSTS

	(unaudited)	
	Six months ended 30 June	
	2025	2024
	US\$'000	US\$'000
Interest on bank borrowings	133	77
Interest on lease liabilities	57	86
	<u>190</u>	<u>163</u>

## 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	(unaudited)	
	Six months ended 30 June	
	2025	2024
	US\$'000	US\$'000
Cost of inventories sold	26,771	24,450
Depreciation <sup>a</sup>	1,044	1,081
Amortisation of intangible assets	505	538
Government subsidies — Lithuania <sup>b</sup>	153	—
Write-down of inventories to net realisable value	579	212
Foreign exchange differences, net	(983)	47

- (a) Depreciation includes the depreciation of right-of-use assets of approximately US\$804,000 (Six months ended 30 June 2024: approximately US\$796,000).
- (b) During the period, the Company's subsidiary in Lithuania received subsidies of US\$153,000 (Six months ended 30 June 2024: nil) from the Government of the Republic of Lithuania for several research and development projects. The amounts were recorded in "Research and development, consultancy and other expenses" and "General and administrative expenses". There were no unfulfilled conditions relating to the subsidies.

## 7. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (Six months ended 30 June 2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first US\$257,000 (Six months ended 30 June 2024: US\$256,000) of assessable profits of this subsidiary are taxed at 8.25% (Six months ended 30 June 2024: 8.25%) and the remaining assessable profits are taxed at 16.5% (Six months ended 30 June 2024: 16.5%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

	(unaudited)	
	Six months ended 30 June	
	2025	2024
	US\$'000	US\$'000
Current — Hong Kong		
Charge for the period	4,752	3,428
Current — Elsewhere		
Charge for the period	300	189
Underprovision in prior years	34	3
Deferred	(174)	(13)
Total tax charge for the period	<u>4,912</u>	<u>3,607</u>

## 8. DIVIDENDS

During the period, a second interim dividend of HK13.37 cents per ordinary share and a special dividend of HK5.65 cents per ordinary share for the year ended 31 December 2024 were paid to the shareholders of the Company on 27 March 2025.

In the board meeting held on 31 July 2025, the Board has resolved to declare an interim dividend of HK12.34 cents per share for the six months ended 30 June 2025 (Interim dividend 2024: HK10.83 cents). The interim dividend is expected to be paid on Tuesday, 26 August 2025 to the shareholders whose names appear in the register of members of the Company on Friday, 15 August 2025.

## 9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amounts is based on the profit for the period attributable to ordinary equity holders of the parent, and the 1,102,565,261 (Six months ended 30 June 2024: 1,100,602,729) weighted average number of ordinary shares in issue during the period.

The calculations of basic and diluted earnings per share are based on:

### Earnings

The calculations of basic and diluted earnings per share are based on profit for the period attributable to ordinary equity holders of the parent.

### Shares

	(unaudited) Six months ended 30 June Number of shares 2025	2024
Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation	1,102,565,261	1,100,602,729
Effect of dilution — weighted average number of ordinary shares: Share options	4,519,174	532,669
	<u>1,107,084,435</u>	<u>1,101,135,398</u>

## 10. INVENTORIES

	(unaudited) At 30 June 2025 US\$'000	(audited) At 31 December 2024 US\$'000
Raw materials and consumables	6,997	8,897
Finished goods	6,622	7,263
	<u>13,619</u>	<u>16,160</u>

## 11. TRADE RECEIVABLES

	(unaudited) At 30 June 2025 US\$'000	(audited) At 31 December 2024 US\$'000
Trade receivables	25,891	15,519
Impairment	(22)	(22)
	<u>25,869</u>	<u>15,497</u>

The Group's trading terms with its customers are mainly on credit, except for new and individual customers, where payment in advance is normally required. The overall credit period is generally between 30 to 60 days. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over these balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

	(unaudited) At 30 June 2025 US\$'000	(audited) At 31 December 2024 US\$'000
Within 1 month	16,500	11,199
1 to 2 months	5,888	3,251
2 to 3 months	2,842	808
Over 3 months	639	239
	<u>25,869</u>	<u>15,497</u>

## 12. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

	(unaudited) At 30 June 2025 US\$'000	(audited) At 31 December 2024 US\$'000
Trade payables	5,434	4,321
Deposits received	355	582
Other payables	75	43
Accruals	1,461	2,474
	<u>7,325</u>	<u>7,420</u>

### 13. ISSUED CAPITAL

	(unaudited) At 30 June 2025 US\$'000	(audited) At 31 December 2024 US\$'000
Authorised:		
4,000,000,000 (31 December 2024: 4,000,000,000) ordinary shares of HK\$0.01 each	<u>5,152</u>	<u>5,152</u>
Issued and fully paid:		
1,102,880,000 (31 December 2024: 1,102,233,000) ordinary shares of HK\$0.01 each	<u>1,421</u>	<u>1,420</u>

A summary of movements in the Company's issued capital is as follows:

		Number of shares in issue	Issued capital HK\$'000	Issued capital US\$'000
	Notes			
At 1 January 2024		1,100,494,000	11,005	1,418
Share options exercised	(a)	1,995,000	20	2
Share repurchased and cancelled	(b)	<u>(256,000)</u>	<u>(3)</u>	<u>—</u>
At 31 December 2024 and 1 January 2025		1,102,233,000	11,022	1,420
Share options exercised	(c)	<u>647,000</u>	<u>7</u>	<u>1</u>
At 30 June 2025		<u>1,102,880,000</u>	<u>11,029</u>	<u>1,421</u>

Notes:

- (a) The subscription rights attaching to 1,995,000 share options were exercised at the weighted average subscription price of HK\$2.466 per share, resulting in the issue of 1,995,000 ordinary shares for a total cash consideration, before expenses, of approximately US\$631,000. An amount of approximately US\$149,000 was transferred from the share option reserve to share premium account upon the exercise of the share options.
- (b) During the year ended 2024, the Company repurchased a total of 256,000 ordinary shares of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") at an aggregate consideration of approximately US\$88,000. The shares repurchased were subsequently cancelled on 24 June 2024. Particulars of the shares repurchased are as follows:

Month of Repurchase	No. of Shares Repurchased	Price Paid Per Share Highest HK\$	Lowest HK\$	Aggregate Consideration US\$'000
April 2024	256,000	2.72	2.64	88

- (c) The subscription rights attaching to 647,000 share options were exercised at the weighted average subscription prices of HK\$2.894 per share, respectively, resulting in the issue of 647,000 ordinary shares for a total cash consideration, before expenses, of approximately US\$241,000. An amount of approximately US\$62,000 was transferred from the share option reserve to share premium account upon the exercise of the share options.

#### 14. RELATED PARTY TRANSACTIONS

During the period, the Group entered into the following transactions with its related parties:

	(unaudited) Six months ended 30 June	
	2025	2024
	US\$'000	US\$'000
Lease payments paid to related companies	<b>675</b>	<b>656</b>

The lease payments were charged by related companies based on terms as agreed between the relevant parties. A Director and beneficial controlling shareholder of the Company is also a Director and beneficial shareholder of the related companies.

#### 15. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. The Scheme became effective on 21 June 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The following share options were outstanding under the Scheme during the reporting period:

	(unaudited) 2025		(unaudited) 2024	
	Weighted average exercise price per share HK\$	Number of options	Weighted average exercise price per share HK\$	Number of options
At 1 January	3,327	13,321,000	2,585	11,855,000
Granted	—	—	—	—
Forfeited	3,415	(400,000)	2,348	(953,000)
Expired	—	—	1.18	(36,000)
Exercised	2,894	(647,000)	1.145	(366,000)
At 30 June	<b>3,347</b>	<b>12,274,000</b>	<b>2.661</b>	<b>10,500,000</b>

The weighted average share price at the date of exercise for share options exercised during six months ended 30 June 2025 was HK\$5.438 per share (Six months ended 30 June 2024: HK\$2.433 per share).

The exercise prices and exercise periods of the share options outstanding as at the end of reporting period are as follows:

Exercise period	Exercise price HK\$ per share	(unaudited)	
		Number of options outstanding as at 30 June 2025	2024
31-12-2021 to 31-12-2024	1.12	—	50,000
31-12-2022 to 31-12-2024	1.12	—	25,000
31-12-2023 to 31-12-2024	1.12	—	25,000
14-12-2022 to 13-12-2025	0.922	—	50,000
14-12-2023 to 13-12-2025	0.922	—	25,000
14-12-2024 to 13-12-2025	0.922	—	125,000
9-11-2023 to 8-11-2026	2.97	<b>391,000</b>	1,050,000
9-11-2024 to 8-11-2026	2.97	<b>345,000</b>	525,000
9-11-2025 to 8-11-2026	2.97	<b>525,000</b>	525,000
17-6-2024 to 16-6-2027	2.988	<b>1,413,000</b>	2,650,000
17-6-2025 to 16-6-2027	2.988	<b>1,250,000</b>	1,325,000
17-6-2026 to 16-6-2027	2.988	<b>1,250,000</b>	1,325,000
11-12-2025 to 10-12-2028	1.99	<b>1,100,000</b>	1,400,000
11-12-2026 to 10-12-2028	1.99	<b>550,000</b>	700,000
11-12-2027 to 10-12-2028	1.99	<b>550,000</b>	700,000
26-7-2026 to 25-7-2029	4.34	<b>2,450,000</b>	—
26-7-2027 to 25-7-2029	4.34	<b>1,225,000</b>	—
26-7-2028 to 25-7-2029	4.34	<b>1,225,000</b>	—
		<b>12,274,000</b>	<b>10,500,000</b>

No share options were granted during the six months ended 30 June 2025. Share option expense of approximately US\$153,000 was recognised during the reporting period.

## MANAGEMENT DISCUSSION AND ANALYSIS

### RESULTS OF OPERATIONS

#### Revenue and segment information

Plover Bay is a vendor of connectivity hardware, software and services. Our products include wired SD-WAN routers, wireless SD-WAN routers and networking peripherals that support customers' networks. We also engage in the sales of add-on software licences and warranty and support services, which includes subscriptions for software & cloud services and on-demand data.

As our product range continue to evolve, many of our products are enabled with both wired and wireless functions. Our products have also branched out to include connectivity products beyond the capabilities of a typical SD-WAN router, such as our mobile antenna, network switches, accessories, access points, and so on.

Our revenue segments consist mainly of the following categories: (i) SD-WAN routers, which is further divided into Fixed First Connectivity, which denotes products connected primarily through fixed networks, and Mobile First Connectivity, which denotes products connected primarily through mobile networks; (ii) warranty and support services, which includes provision of warranty and usage-based data services; and (iii) software licences, which includes one-off software licences and subscription of InControl2 service and other software features.

#### Revenue highlights

During the period ended 30 June 2025, the Group's revenue increased to approximately US\$62,943,000, representing an approximately 9.9% year-over-year growth. The sales of Fixed First Connectivity slightly decreased to approximately US\$7,616,000. Sales of Mobile First Connectivity increased to approximately US\$36,831,000, or an increase of about 14.4% year-over-year. Sales of warranty and support services increased about 6.9% to US\$13,441,000. Finally, the sales of software licences increased about 33.8% year-over-year to US\$5,055,000.

During the period, our sales increase can be attributed to the strong growth in 5G products, which were partially offset by impact from slowed down momentum of Peplink Starlink program that started in early 2024.



The table below sets out our revenue by product/service category:

	For the six months ended 30 June			
	2025		2024	
	Revenue US\$'000	% of total %	Revenue US\$'000	% of total %
Fixed First Connectivity	7,616	12.1	8,752	15.3
Mobile First Connectivity	36,831	58.5	32,194	56.2
Warranty and support services	13,441	21.4	12,575	21.9
Software licences	5,055	8.0	3,777	6.6
Total	<u>62,943</u>	<u>100.0</u>	<u>57,298</u>	<u>100.0</u>

### Overview of recurring sales

We consider the sales of Fixed First Connectivity and Mobile First Connectivity, licences for virtual appliances and add-on licences for software features to be one-time sales.

Recurring sales mainly include the following:

- (i) Embedded Subscriptions, which refers to revenues relating to embedded one-year warranty and services included with the sale of a router or product;
- (ii) Organic Subscriptions, which refers to revenues relating to sales of subscriptions for warranty (recognised in the software licences and warranty and support services segment) and software features (recognised in the software licences and warranty and support services segment);
- (iii) the sales of cloud and data services, which are based on data usage.

During the period, one-time sales increased approximately 8.9% and recurring sales increased approximately 12.5% year-over-year. The sales of Embedded Subscriptions generally follows the growth trend of Fixed First and Mobile First Connectivity segment sales in the past twelve months. Growth of Organic Subscriptions is generally influenced by our accumulated userbase, take up rate of subscriptions, and user stickiness. During the period, the number of devices under a subscription and take up rate of subscriptions both recorded healthy increases, indicating strong recurring revenue pipeline going forward.

The table below sets out the breakdown of revenue according to the timing of revenue recognition for the six months ended 30 June 2025 and 2024:

	For the six months ended 30 June			
	2025		2024	
	Revenue <i>US\$'000</i>	% of total %	Revenue <i>US\$'000</i>	% of total %
One-time sales:	<b>45,245</b>	<b>71.9</b>	41,566	72.5
Recurring sales:	<b>17,698</b>	<b>28.1</b>	15,732	27.5
Total	<b><u>62,943</u></b>	<b><u>100.0</u></b>	<b><u>57,298</u></b>	<b><u>100.0</u></b>

### Overview of sales in geographical regions

We divide our sales into the following geographical regions: North America, EMEA (including Europe, Middle East and Africa), Asia and other regions. During the reporting period, sales from North America slightly decreased to approximately US\$34,394,000. Sales from EMEA grew approximately 39.2% year-over-year to approximately US\$20,497,000. Sales to Asia was approximately US\$5,862,000, which increased about 44.3% year-on-year. Sales from Other regions was approximately US\$2,190,000, which increased about 25.1% year-on-year.

During the period, the slight decrease in sales from North America was due to exceptional one-time factors, such as the launch of Peplink-Starlink program which led to a surge in sales during the same period last year. Also, we temporarily delayed our shipment schedules during the current period in order to seek better clarity on the rapidly shifting trade policies. We expect these fluctuations to be temporary and foresee a sustained long-term growth.

In the rest of world (EMEA, Asia and Others), our sales grew significantly due to deliveries to various customers in those regions who are in the midst of deploying their multi-year large projects.

The table below sets out the breakdown of revenue by geographical regions of customers in terms of absolute amount and as a percentage of total revenue for the six months ended 30 June 2025 and 2024:

	For the six months ended 30 June			
	2025		2024	
	Revenue US\$'000	% of total %	Revenue US\$'000	% of total %
North America	34,394	54.6	36,761	64.2
EMEA	20,497	32.6	14,725	25.7
Asia	5,862	9.3	4,061	7.1
Others	2,190	3.5	1,751	3.0
Total	<u>62,943</u>	<u>100.0</u>	<u>57,298</u>	<u>100.0</u>

### Gross profit and gross profit margin

For the six months ended 30 June 2025, our gross profit was approximately US\$34,963,000, while gross profit margin remained stable at approximately 55.5% compared to same period in last year.

The gross profit margin across different products remained largely stable while there is slight increase in Mobile First Connectivity product margins due to product mix.

The table below sets out our Group's gross profit and gross profit margin by product/service category:

	For the six months ended 30 June			
	2025		2024	
	Gross profit US\$'000	Gross profit margin %	Gross profit US\$'000	Gross profit margin %
Fixed First Connectivity	3,317	43.6	4,193	47.9
Mobile First Connectivity	14,359	39.0	12,303	38.2
Warranty and support services	12,706	94.5	11,843	94.2
Software licences	4,581	90.6	3,406	90.2
Total	<u>34,963</u>	<u>55.5</u>	<u>31,745</u>	<u>55.4</u>

## **Other income and gains, net**

For the six months ended 30 June 2025, other income and gains, net was approximately US\$1,955,000, compared to approximately US\$873,000 during the same period last year. During the period, other income and gains, net mainly comprised of approximately US\$962,000 bank interest income and approximately US\$982,000 exchange gains. In the comparable interim period, other income and gains, net mainly comprised of approximately US\$866,000 bank interest income.

## **Selling and distribution expenses**

Selling and distribution expenses comprised mainly salaries and benefits of our sales and marketing staff and advertising and promotion expenses incurred to promote our products and other expenses relating to our sales and marketing activities.

Selling and distribution expenses for the six months ended 30 June 2025 slightly decreased to approximately US\$1,821,000.

## **General and administrative expenses**

General and administrative expenses mainly represented salaries and benefits of our administrative, finance and other supporting staff, depreciation of property, plant and equipment, amortisation of intangible assets, lease expenses and other office expenses.

General and administrative expenses for the six months ended 30 June 2025 slightly increased to approximately US\$3,710,000.

## **Research and development, consultancy and other expenses**

Research and development expenses mainly represented salaries and benefits of our software development, hardware engineering, testing and supporting staff, product testing fee, certification costs, tooling, components and parts used for product research and development purposes. Consultancy and other expenses mainly represented payments to service providers for testing, technical support and system maintenance.

Research and development, consultancy and other expenses for the six months ended 30 June 2025 increased by 9.9% to approximately US\$4,620,000 which was mainly due to increase of salaries.

## **Equity-settled share-based payment expenses**

Included in selling and distribution expenses, general and administrative expenses and research and development, consultancy and other expenses were equity-settled share-based payment expenses, mainly represented equity-settled share-based payments to Directors and employees which are expensed on a straight-line basis over the vesting period since the grant date.

The Company grants share options to its directors, employees and consultants from time to time. Equity-settled share-based payment expenses for the six months ended 30 June 2025 was approximately US\$153,000. Details of share options granted by the Group are set out below under the heading “Share Option Scheme” of this interim report.

### **Total operating expenses**

Total operating expenses, which includes selling and distribution expenses, general and administrative expenses and research and development, consultancy and other expenses for the six months ended 30 June 2025 amounted to approximately US\$10,151,000, an increase of approximately 4.2% year-over-year.

### **Finance costs**

Finance costs mainly represented interest on bank borrowings and the interest portion of lease liabilities.

Finance costs for the six months ended 30 June 2025 was approximately US\$190,000 compared to approximately US\$163,000 during the same period last year. The increase is mainly due to increase in average bank borrowings amount.

### **Income tax expenses**

We provided for Hong Kong profits tax at a rate of 16.5% on our estimated assessable profits arising in Hong Kong. The increase in income tax expenses corresponded to the increase of assessable profits during the six months ended 30 June 2025.

### **Profit attributable to owners of the Company**

Profit attributable to owners of the Company for the six months ended 30 June 2025 was approximately US\$21,665,000, representing a year-over-year increase of approximately 13.4%.

### **Inventories**

As at 30 June 2025, the Group’s inventory balance was approximately US\$13,619,000 (At 31 December 2024: approximately US\$16,160,000). During the period, we continued to benefit from the optimization of our product portfolio, which reduced the number of product lines and lowered the variety of components required.

## **BUSINESS REVIEW AND OUTLOOK**

Dear Shareholders and partners,

In the first six months of the year, we experienced an overall revenue growth of 10% with EMEA and Asia Pacific regions both growing extremely well. We continue to deepen our collaboration with Starlink and begin our cooperation with Iridium, another satellite communications provider. We also look forward to accelerating the growth of our subscription business.

### **Strong growth in EMEA and Asia Pacific**

Our sales experienced significant year-over-year growth in the EMEA and Asia Pacific regions, driven by strong deliveries to our partners' multi-year large projects. While we welcome these expanding project-based opportunities, we also recognize the great potential within the private enterprise sectors of these regions. However, these customers tend to be more price-sensitive. Our current product designs and supply chains, though highly optimized for North American markets, may not offer the best value for EMEA and Asia Pacific customers. To more effectively engage with this global customer base, we plan to implement region-specific growth strategies in the coming years, including the development of new product lines specifically tailored for these markets.

### **North America**

Our recent North American market performance, which appears to have slowed slightly, is due to short-term factors. For instance, our collaboration with Starlink, which began in January last year, led to a one-time surge in sales in 1H24 as we fulfilled orders from the significant demand build-up prior to the launch of the program. Anticipating further changes in the rapidly shifting trade policies, for a time, we also delayed our shipment schedules to seek additional clarity. These temporary fluctuations, however, do not affect the fundamental market drivers underscoring our sustained long-term growth, including the increasing importance for reliable network connections across all industries, and the rapid expansion of connected machines.

### **Collaboration with LEO providers**

Our collaboration with Starlink is getting enhanced. Previously, the collaboration was limited to the Starlink Flat High Performance product, which has a premium price tag, restricting the combined solution to larger enterprises. During the period, our scope has expanded to all Starlink devices, providing us with full access to Starlink's vast and quickly growing userbase as an addressable market.

During the period, we also entered into a marketing partnership with Iridium, one of the leading providers of global voice and data satellite communications, to cross promote each others' products and solutions. Iridium is widely used by maritime and public safety users and is regarded as a highly reliable service. Iridium's customer base also highly aligns with ours. The collaboration is at an initial stage, with possibility to expand further into technical integration and product cross-selling in the future.

### **SpeedFusion on mobile devices**

Recently, we launched the SpeedFusion Connect App on iOS and Android. The app allows users to combine their mobile connection and WiFi connection on their mobile device, providing them a "supercharged" connectivity and much more reliable internet experience. Imagine a mobile journalist effortlessly streaming Full High Definition (HD) video directly from their phone, or a road warrior enjoying lag-free video calls from patchy hotel Wi-Fi and public hotspots. Right now, the app is free and open to anyone. This is just the beginning of a flywheel that will unlock new vertical markets in the SpeedFusion-centric ecosystem.

### **Gearing up for more subscriptions**

During the period, our take up rate has risen to 36.5%, from 34.1% in the beginning of the year. While this is a decent increase, we can go even further. In our discussions with partners, we identified inefficiencies in our systems that are causing friction for our partners when purchasing subscriptions. In the coming quarters, on top of adding new features, we aim to remove these roadblocks for our partners to unleash the true potential of our subscription business.

### **Changes and challenges are good**

Our efficient operational approach continues to give us a very powerful recipe to navigate around challenges, and turning them into new opportunities. This is more than just a slogan, as demonstrated by our proven track record.

Looking ahead, we are particularly excited to leverage our 19 years of accumulated insight as an accelerated blueprint to transform smaller regional players with varied specialization into significant global forces. This is a strategic move that will capture new markets, expand our reach, and accelerate the growth of our entire ecosystem.

Ultimately, we are very optimistic about our continued growth. Our financial resilience and operational flexibility ensure we not only overcome challenges, but transform them into future growth opportunities.

## **LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE**

As at 30 June 2025, our bank borrowings amounted to approximately US\$3,085,000 (At 31 December 2024: approximately US\$8,516,000). Gearing ratio (defined as total borrowings over total equity) as at 30 June 2025 was approximately 6.0% (At 31 December 2024: approximately 15.1%). The Directors confirm that the Group financed its operations principally from cash generated from its business operations and expect that this will continue to be the case in the foreseeable future. We did not experience any liquidity problem during the reporting period.

## **AGEING ANALYSIS OF TRADE RECEIVABLES**

For details of our ageing analysis of trade receivables, please refer to note 11 to the condensed consolidated financial information.

## **FOREIGN CURRENCY EXPOSURE**

The Group undertakes certain transactions denominated in foreign currencies, mainly in Euro, US dollars, Pound Sterling and Australian dollars, hence exposure to exchange rate fluctuations arises. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely in order to keep the net exposure to an acceptable level. The Group will consider hedging significant foreign currency exposure should the need arise.

## **EMPLOYEE AND SALARY POLICIES**

The Directors consider the quality of employees as the most critical factor in maintaining the Group's business growth and enhancing our profitability. The Group offers remuneration packages including salary, bonuses and retirement benefits with reference to the performance and working experience of individual employees, and the prevailing market rates. As at 30 June 2025, the Group had 196 full-time employees (At 31 December 2024: 180 full time employees).

The Company also adopted a share option scheme approved on 21 June 2016 for the purpose of, among other things, recognition of employees' contribution to the Group's continued growth. Details have been set out in the section headed "Share Option Scheme" elsewhere in this interim report.

The emoluments of the Directors are decided by the Board having regard to the Group's operating results, individual performance and comparable market statistics.

## **SIGNIFICANT INVESTMENTS HELD AND FUTURE PLAN FOR MATERIAL INVESTMENT**

As at 30 June 2025, the Group has no significant investment held and material investment plan.



## **MATERIAL ACQUISITIONS AND DISPOSALS**

During the period ended 30 June 2025, the Group had no material acquisitions or disposals of subsidiaries and associated companies.

## **PLEDGE OF ASSETS**

The Group's bank facilities amounting to US\$15,007,000 (At 31 December 2024: US\$15,007,000), of which US\$3,085,000 (At 31 December 2024: US\$8,516,000) had been utilised as at the end of the interim period, are secured by the pledge of a time deposit of the Group's amounting to US\$2,291,000 (At 31 December 2024: US\$2,243,000).

## **DIVIDEND**

The Board has resolved to declare an interim dividend of HK12.34 cents per share for the six months ended 30 June 2025. The interim dividend is expected to be paid on 26 August 2025 to the shareholders whose names appear in the Company's register of members of the Company at the close of business on 15 August 2025.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed on Friday, 15 August 2025 for the purpose of determining the entitlement to the 2025 interim dividend. The record date for entitlement to receive the 2025 interim dividend is Friday, 15 August 2025. In order to be qualified for the 2025 interim dividend, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 August 2025. The cheques for dividend payment are expected to be sent on Tuesday, 26 August 2025.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 30 June 2025, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)), as recorded in the register required to be kept under section 352 of the SFO, or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules were as follows:

### Long positions in shares and underlying shares

Name of Directors	Nature of interest	Number of ordinary shares of the Company interested	Number of underlying ordinary shares of the Company held under Share Option Scheme	Approximate percentage of shareholding %
Chan Wing Hong Alex	Through controlled corporation*	756,000,000	—	68.6
Chau Kit Wai	Beneficial owner	6,000,000	—	0.5
Chong Ming Pui	Beneficial owner	6,000,000	—	0.5
Yeung Yu	Beneficial owner	6,000,000	—	0.5
Chiu Chi Ying	Beneficial owner	—	600,000	0.1

\* The 756,000,000 shares of the Company are held by Namlong Development Limited, a company beneficially owned by Mr. Chan Wing Hong Alex.

Save as disclosed above, as of the date of this interim report, so far as is known to any Director or chief executives of the Company, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (ii) required to be recorded in the register kept by the Company pursuant to section 352 of the SFO; or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code. Details of the Directors' interests in share options granted by the Company are set out below under the heading “Share Option Scheme”.

## ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the paragraph headed “Share Option Scheme” below, at no time during the six months ended 30 June 2025 was the Group a party to any arrangements to enable the Directors, supervisors or chief executives of the Company, to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

### SHARE OPTION SCHEME

A share option scheme was conditionally adopted by the Company on 21 June 2016, and became effective on the Listing Date (the “Share Option Scheme”). Details of movements of the share options granted under the Share Option Scheme for the six months ended 30 June 2025 are as follows:

Grantee	Date of grant	Exercise price per share (HK\$)	Exercise period	Notes	At 1 January 2025	Granted	Exercised	Forfeited	Lapsed/ cancelled	At 30 June 2025
<b>Directors</b>										
Chan Wing Hong Alex	20/7/2016	0.483	20/7/2017–19/7/2021	(1 & 2)	—	—	—	—	—	—
Chau Kit Wai	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	—	—	—	—	—	—
Chong Ming Pui	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	—	—	—	—	—	—
Yeung Yu	20/7/2016	0.483	20/7/2017–19/7/2021	(2)	—	—	—	—	—	—
Chiu Chi Ying	11/12/2023	1.99	11/12/2025–10/12/2028	(6)	100,000	—	—	—	—	100,000
	26/7/2024	4.34	26/7/2026–25/7/2029	(7)	500,000	—	—	—	—	500,000
<b>Consultants</b>										
	17/6/2022	2.988	17/6/2024–16/6/2027	(5 & 9)	560,000	—	(60,000)	—	—	500,000
	26/7/2024	4.34	26/7/2026–25/7/2029	(7)	500,000	—	—	—	—	500,000
<b>Employees</b>										
	14/12/2020	0.922	14/12/2022–13/12/2025	(3)	28,000	—	(28,000)	—	—	—
	9/11/2021	2.97	9/11/2023–8/11/2026	(4)	1,435,000	—	(174,000)	—	—	1,261,000
	17/6/2022	2.988	17/6/2024–16/6/2027	(5 & 8)	3,898,000	—	(385,000)	(100,000)	—	3,413,000
	11/12/2023	1.99	11/12/2025–10/12/2028	(6 & 8)	2,200,000	—	—	(100,000)	—	2,100,000
	26/7/2024	4.34	26/7/2026–25/7/2029	(7 & 8)	4,100,000	—	—	(200,000)	—	3,900,000
					<u>13,321,000</u>	<u>—</u>	<u>(647,000)</u>	<u>(400,000)</u>	<u>—</u>	<u>12,274,000</u>

*Notes:*

1. Mr. Chan Wing Hong Alex is also the controlling shareholder of the Company.
2. For all share options granted on 20 July 2016, the first 25% of the total options can be exercised 1 year after the date of grant, and each 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$0.46.
3. For all share options granted on 14 December 2020, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$0.92.
4. For all share options granted on 9 November 2021, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$2.77.
5. For all share options granted on 17 June 2022, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$2.96.
6. For all share options granted on 11 December 2023, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the Share immediately before the date on which the options were granted was HK\$2.00 per share.
7. For all share options granted on 26 July 2024, the first 50% of the total options can be exercised 2 years after the date of grant, and a further 25% of the total options will become exercisable in each subsequent year. The closing price of the share immediately before the date on which the options were granted was HK\$4.02 per share.
8. The weighted average closing share price immediately before the dates on which the options were exercised by employees was HK\$5.36 per share.
9. The weighted average closing share price immediately before the dates on which the options were exercised by consultants was HK\$5.81 per share.

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

Other than as disclosed in the paragraph headed “Directors’ and chief executives’ interests and short position in shares, underlying shares and debentures” above, the Directors have not been notified by any person (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares which shall be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept pursuant to Section 336 of the SFO.

## **DIRECTORS’ INTERESTS IN COMPETING BUSINESSES**

As at 30 June 2025, in so far as the Directors were aware, none of the Directors or their respective associates had any interest in a business that competed or was likely to compete with the business of the Group.

## **EVENTS AFTER THE REPORTING PERIOD**

There are no material subsequent events undertaken by the Company or by the Group after 30 June 2025 and up to the date of this interim report.

## **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

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

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

## **CORPORATE GOVERNANCE CODE**

The Company has adopted the Corporate Governance Code (the "CG Code") as its own code of corporate governance, and is committed to maintaining high standards of corporate governance as well as transparency. The Company has complied with all applicable code provisions of the CG Code during the period.

## **MODEL CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own securities dealing code to regulate all dealings by Directors of securities in the Company and other matters covered by the Model Code. Specific enquiry has been made of all the Directors and they have confirmed that they have complied with the Model Code during the period.

## **AUDIT COMMITTEE**

The audit committee of the Company has reviewed the Group's interim results including the accounting principles and practices adopted by the Group, and discussed auditing, internal control and financial reporting matters as well as the condensed consolidated financial statements for the six months ended 30 June 2025 with the management.

## APPRECIATION

I would like to take this opportunity to thank the Group's shareholders and business partners for their support and encouragement to the Group during the past six months. I would also like to thank our Directors and all staff members of the Group for their hard work and contribution to the Group.

By Order of the Board of  
**Plover Bay Technologies Limited**  
**Chan Wing Hong Alex**  
*Chairman and executive Director*

Hong Kong, 31 July 2025