

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liabilities whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

TATA Health International Holdings Limited

TATA 健康國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1255)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2024

FINANCIAL HIGHLIGHTS

		For the six months ended 30 June	
		2024	2023
Revenue	<i>HK\$'000</i>	72,309	104,131
Gross profit	<i>HK\$'000</i>	55,397	85,233
Loss before taxation	<i>HK\$'000</i>	(5,130)	(14,290)
Loss attributable to owners of the Company	<i>HK\$'000</i>	(5,130)	(12,327)
Gross profit margin	<i>%</i>	76.6	81.9
Loss margin attributable to owners of the Company	<i>%</i>	(7.1)	(11.8)
Loss per share — basic and diluted	<i>HK\$</i>	(0.02)	(0.05)

The board (the “**Board**”) of directors (the “**Director(s)**”) of TATA Health International Holdings Limited (the “**Company**”) announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 June 2024 (the “**Reporting Period**”) together with comparative figures for the corresponding period in 2023, and the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2024 together with audited comparative figures as at 31 December 2023. The unaudited condensed consolidated interim financial statements have been reviewed by the Company’s audit committee.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2024

		Six months ended	
		30.6.2024	30.6.2023
	<i>Notes</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
		(unaudited)	(unaudited)
Revenue	3	72,309	104,131
Cost of sales		(16,912)	(18,898)
Gross profit		55,397	85,233
Other income		2,463	2,004
Other gain and loss	5	(5,539)	(961)
Selling and distribution costs		(24,838)	(37,508)
Administrative expenses		(31,389)	(61,987)
Finance costs		(1,224)	(1,071)
Loss before taxation	6	(5,130)	(14,290)
Taxation	7	—	—
Loss for the period		(5,130)	(14,290)
Other comprehensive income			
Item that may be subsequently reclassified to profit or loss:			
Exchange differences on translation from functional currency to presentation currency		—	2,011
Release of translation reserve upon deconsolidation of foreign subsidiaries		1,448	—
Total comprehensive expense for the period		(3,682)	(12,279)

		Six months ended	
		30.6.2024	30.6.2023
<i>Note</i>		<i>HK\$'000</i>	<i>HK\$'000</i>
		(unaudited)	(unaudited)
Loss for the period attributable to:			
	Owners of the Company	(5,130)	(12,327)
	Non-controlling interests	<u>—</u>	<u>(1,963)</u>
		<u>(5,130)</u>	<u>(14,290)</u>
Total comprehensive expense for the period attributable to:			
	Owners of the Company	(3,682)	(11,011)
	Non-controlling interests	<u>—</u>	<u>(1,268)</u>
		<u>(3,682)</u>	<u>(12,279)</u>
Loss per share — basic and diluted (<i>HK\$</i>)	9	<u>(0.02)</u>	<u>(0.05)</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2024

	Notes	At 30.6.2024 HK\$'000 (unaudited)	At 31.12.2023 HK\$'000 (audited)
Non-current assets			
Property, plant and equipment		26,071	27,758
Investment properties		2,100	2,100
Loans to an associate		5,757	5,236
Deferred tax assets		2,852	3,804
Deposits and prepayment for a life insurance policy		1,944	1,930
Rental deposits and prepayment		3,568	4,474
		<u>42,292</u>	<u>45,302</u>
Current assets			
Inventories		15,149	13,324
Trade and other receivables	10	20,382	23,494
Loans to an associate		38,765	38,765
Pledged time deposits		21,223	21,223
Bank balances and cash		38,074	40,002
		<u>133,593</u>	<u>136,808</u>
Current liabilities			
Trade and other payables	11	108,544	131,424
Contract liabilities		70	151
Amounts due to related companies		7,863	10,449
Loan from a related company		10,692	10,692
Lease liabilities		14,243	14,845
Other borrowing — due within one year		15,000	15,000
Tax payable		275	178
		<u>156,687</u>	<u>182,739</u>

	At 30.6.2024 <i>HK\$'000</i> (unaudited)	At 31.12.2023 <i>HK\$'000</i> (audited)
Net current liabilities	<u>(23,094)</u>	<u>(45,931)</u>
Total assets less current liabilities	<u>19,198</u>	<u>(629)</u>
Non-current liabilities		
Employee benefit obligations	1,665	1,665
Lease liabilities	<u>11,224</u>	<u>13,878</u>
	<u>12,889</u>	<u>15,543</u>
Net assets/(liabilities)	<u><u>6,309</u></u>	<u><u>(16,172)</u></u>
Capital and reserves		
Share capital	2,428	2,428
Reserves	<u>(4,389)</u>	<u>(707)</u>
Equity attributable to owners of the Company	(1,961)	1,721
Non-controlling interests	<u>8,270</u>	<u>(17,893)</u>
Total equity	<u><u>6,309</u></u>	<u><u>(16,172)</u></u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2024

1. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRS**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance (Cap. 622, Laws of Hong Kong).

On 7 September 2023, Mr. Yang Jun (“**Mr. Yang**”) retired as executive director (“**Director(s)**”) of the Company with effect from the conclusion of the annual general meeting (the “**2022 AGM**”) held on the same date as the resolution regarding his re-election was being voted down at the 2022 AGM. He was the responsible director of certain subsidiaries, namely, Shang Ying International Trade Holdings Limited, Shang Ying Development Limited, Shang Ying Internet Micro-credit Co., Limited, Shang Ying Commerce and Trade Holding Co., Ltd, 商贏醫院管理(上海)有限公司, 上海家庭力量文化傳播有限公司, 家庭力量(上海)健康管理有限公司, 上海禾恩醫院有限公司, 商贏互聯網醫療(上海)有限公司, 上海慈醫尚曜生物科技有限公司, 上海同舟共濟互聯網醫院有限公司, 恒贏商貿(上海)有限公司, 上海茂富管理諮詢有限公司 and 上海商贏互聯網醫院有限公司 (collectively referred to as the “**Shang Ying International Group**”), Shang Ying New Retail Group Holdings Ltd, Shang Ying Retail Plus Holdings Ltd, Shang Ying New Retail Ltd, Shang Ying Brand Management Co., Ltd, Sixth Avenue Plus Pty Ltd, 第六大道健康科技(上海)有限公司, Shang Ying Health Holding Limited, Sun Medical and Technology Investment Holdings Co., Limited and certain associates, namely, Century Health Holdings Co., Limited, Dermaco Pty Ltd., Pharma Science Australia Pty. Ltd. and Century Health Brands Pty Ltd (collectively referred to as the “**Shang Ying Retail Group**”).

Following the retirement of Mr. Yang, the then existing Directors (the “**Existing Directors**”) were unable to locate certain books, records and corresponding supporting documents of Shang Ying International Group and Shang Ying Retail Group (the “**Lost Records**”).

In view of the Lost Records, for the purposes of the preparation of the Group's consolidated financial statements for the six months ended 30 June 2024, the Directors have determined to consolidate the Shang Ying International Group and the Shang Ying Retail Group using the carrying amounts of their assets and liabilities and their results and cash flows as at and for the six months' period ended 30 June 2023 that were included in the consolidated assets, liabilities, results and cash flows of the Group presented in the condensed consolidated financial statements financial position as at and for the six months' period ended 30 June 2023.

The Existing Directors have made repeated failed attempts to contact Mr. Yang, who was responsible for maintaining proper books and records for the Group. As of the approval date of these consolidated financial statements, the Directors were unable to contact Mr. Yang to locate the Lost Records.

Following the suspension of trading in the shares of the Company with effect from 2 April 2024, there was limited working capital available to fund the overheads of other business. Under such circumstances, the Group entered into a sale and purchase agreement to dispose of its financial services business which was carried out by Shang Ying Capital Limited and its subsidiaries (collectively, the “**Shang Ying Capital Group**”) in September 2025 (the “**Disposal**”).

The books and records of the Shang Ying Capital Group available to the Group at the material time which were retained by the Group were not found to be of a sufficient level for audit purposes. Despite the Directors have taken all reasonable steps and have used their best endeavours to resolve the matter, including making repeated requests to Shang Ying Capital Group, the Company has been unable to access to the complete set of books and records of these subsidiaries and is unable to determine whether the records retained by the Group upon Disposal was updated and complete.

In view of the Disposal, for the purposes of the preparation of the Group's consolidated financial statements for the six months ended 30 June 2024, the Directors have determined to consolidate the Shang Ying Capital Group using the carrying amounts of their assets and liabilities and their results and cash flows as at and for the six months ended 30 June 2023 that were included in the consolidated assets, liabilities, results and cash flows of the Group presented in the condensed consolidated financial statements financial position as at and for the six months ended 30 June 2023.

The Shanghai Third Intermediate People's Court issued a civil ruling on 29 April 2024, with reference number “(2024) Hu 03 Po 396,” accepting the applicant's request for the bankruptcy liquidation of Shangying Internet Medical (Shanghai) Co. Limited* 商贏互聯網醫療(上海)有限公司 (“**Shangying Medical**”). Subsequently, on 6 May 2024, a decision was made with the same reference number appointing PricewaterhouseCoopers (PwC) as the bankruptcy administrator for Shangying Medical. As of the date of approval of the consolidated financial statements, Shangying Medical remains in the bankruptcy examination stage. As per Article 25(1) of the Enterprise Bankruptcy Law, the administrator is tasked with various responsibilities including taking over the debtor's assets, conducting financial investigations, managing daily expenses, and representing the debtor in legal proceedings. Consequently, following the appointment of the bankruptcy administrator, Shangying Medical's management rights concerning company assets, financial records, internal affairs, expenses, and asset disposal have been transferred to the administrator, causing all shareholders to forfeit their control over the company's assets and operations as per the regulations outlined in Enterprise Accounting Standard No. 33 — Consolidated Financial Statements (revised in 2014), Article 7.

Based on the above, the management of the Company determined that the effective date of loss of control over Shangying Medical is 6 May 2024. The management will apply deconsolidation of Shangying Medical with effect from the same date.

The Group incurred a net loss of approximately HK\$5,130,000 (2023: HK\$14,290,000) during the Reporting Period, as of that date, the Group's current liabilities exceeded its current assets by approximately HK\$23,094,000 (2023: HK\$45,931,000) and total liabilities exceeded its total assets by approximately HK\$998,000 (2023: HK\$16,172,000).

The Directors have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of twelve months from the date of approval for issue of these consolidated financial statements. They are of the opinion that, taking into account the continuous support by a Director, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from date of approval for issue of these consolidated financial statements. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The validity of the use of the going concern basis for the preparation of the consolidated financial statements is dependent upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its obligations as and when they fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements. The Directors are of the opinion that the Group will be able to finance its future financing requirements and working capital based on the following considerations:

(a) Financial support from a director of the Company

Mr. Zhang Ming Qi ("**Mr. Zhang**"), the non-executive Director, has agreed to provide financial support for the continuing operations of the Company so as to enable it to meet its liabilities when they fall due and carry on its business without a significant curtailment of operations in the twelve months from the date of approval for issue of these consolidated financial statements, with a financial facility amounted to HK\$50,000,000 available to the Group.

(b) Excluding the liabilities of Shang Ying International Group and Shang Ying Retail Group

As disclosed in the note 12 to this announcement of interim results, Shang Ying International Group has been disposed of, and Shang Ying Group will be disposed of. Consequently, there is no anticipated cash outflow concerning the liabilities of Shang Ying International Group and Shang Ying Retail Group that were included in the consolidated liabilities of the Group as at 30 June 2024.

However, the outcome of the above-mentioned management's plans to deal with the condition that cast significant doubt on the Group's ability to continue as a going concern cannot be ascertained with certainty. Hence, there exists material uncertainty about the ability of the Group to continue its operations for the foreseeable future as a going concern. Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

Other than additional accounting policies resulting from application of amendments to HKFRSs and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2024 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2023.

Application of amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2024 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these condensed consolidated financial statements.

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 21	Lack of Exchangeability ²
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11 ³
HKFRS 18	Presentation and Disclosure in Financial Statement ⁵
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2025.

³ Effective for annual periods beginning on or after 1 January 2026.

⁴ Effective for annual periods beginning on or after 1 January 2027.

The application of amendments to HKFRSs in the Reporting Period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. REVENUE

Disaggregation of revenue from contracts with customers

	Six months ended	
	30.6.2024	30.6.2023
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Sales of goods		
Footwear products	72,309	100,660
Healthcare products	—	—
Financial services	—	3,369
Online medical services	—	102
	<u>72,309</u>	<u>104,131</u>
Sales of channel		
Retail	70,281	98,466
Wholesale	2,028	2,194
Internet	—	102
Corporate	—	3,369
	<u>72,309</u>	<u>104,131</u>
Time of revenue recognition		
A point in time	72,309	100,660
Over time	—	3,471
	<u>72,309</u>	<u>104,131</u>

4. OPERATING SEGMENT

Information reported to the executive Directors, being the chief operating decision makers (the “CODM”), for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group’s reportable segments under HKFRS 8 “Operating Segments” are as follows:

1. Trading of footwear products
2. Trading of healthcare products
3. Financial services
4. Online medical services

No operating segments have been aggregated in arriving at the reportable segments of the Group.

Segment revenue and results

The following is an analysis of the Group’s revenue and results by reportable segments:

For the six months ended 30 June 2024 (unaudited)

	Trading of footwear products <i>HK\$'000</i>	Trading of healthcare products <i>HK\$'000</i>	Financial services <i>HK\$'000</i>	Online medical services <i>HK\$'000</i>	Segment total <i>HK\$'000</i>	Eliminations <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue							
External sales	<u>72,309</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>72,309</u>	<u>—</u>	<u>72,309</u>
Segment results	<u>2,428</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>2,428</u>	<u>—</u>	<u>2,428</u>
Unallocated income							584
Unallocated expenses							<u>(8,142)</u>
Loss before taxation							<u>(5,130)</u>

For the six months ended 30 June 2023 (unaudited)

	Trading of footwear products <i>HK\$'000</i>	Trading of healthcare products <i>HK\$'000</i>	Financial services <i>HK\$'000</i>	Online medical services <i>HK\$'000</i>	Segment total <i>HK\$'000</i>	Eliminations <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue							
External sales	100,660	—	3,369	102	104,131	—	104,131
Segment results	(1,254)	(697)	360	(4,457)	(6,048)	—	(6,048)
Unallocated income							978
Unallocated expenses							(9,220)
Loss before taxation							(14,290)

Geographical information

Information about the Group's revenue from external customers is presented based on the location of the respective group entities' operations:

	Six months ended	
	30.6.2024	30.6.2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Hong Kong	64,592	95,061
Australia	—	—
Macau	7,717	8,968
Mainland China	—	102
	<u>72,309</u>	<u>104,131</u>

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the loss resulted from each segment without allocation of central administration costs and rental income. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

5. OTHER GAIN AND LOSS

	Six months ended	
	30.6.2024	30.6.2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Net exchange (gain)/loss	7	(961)
Loss on deconsolidation of subsidiaries	(5,554)	—
Gain on disposal of property, plant and equipment	8	—
	<u>(5,539)</u>	<u>(961)</u>

6. LOSS BEFORE TAXATION

	Six months ended	
	30.6.2024	30.6.2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Loss before taxation has been arrived at after charging/(crediting):		
Depreciation of property, plant and equipment	8,033	6,042
Premium charges on a life insurance policy	15	13
Staff costs, including directors' emoluments	21,608	39,130
Reversal of allowance for inventories, included in cost of sales	(10,520)	(13,177)
Cost of inventories recognised as expenses (including reversal of allowance for inventories, net)	16,912	18,898

7. TAXATION

	Six months ended	
	30.6.2024	30.6.2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Current tax		
Hong Kong Profits Tax	—	—
Macau Complementary Tax	—	—
Deferred taxation	—	—

The Company, which was incorporated in the Cayman Islands, together with those group entities incorporated in the British Virgin Islands, have no assessable profits for both periods.

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The 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%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

The Directors considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years. No provision for Hong Kong Profits Tax has been made for the six months ended 30 June 2024 as the Group has sufficient tax losses brought forward available to offset the current year estimated assessable profits (2023: Nil).

Macau Complementary Tax is calculated at the rate of 12% (six months ended 30 June 2023: 12%) on the estimated assessable profit exceeding MOP600,000 for the period.

Under the applicable corporate tax law in Australia, income tax is charged at 30% of the estimated assessable profit. No provision for Australian income tax has been made in the condensed consolidated financial statements as the subsidiary operating in Australia has no assessable profits for both periods.

Taiwan income tax is calculated at 17% (six months ended 30 June 2023: 17%) on the estimated assessable profit of a branch of Kong Tai Sundry Goods Company Limited in Taiwan for the period. No provision for Taiwan income tax has been made in the condensed consolidated financial statements as the branch operating in Taiwan has no assessable profits for both periods.

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% (six months ended 30 June 2023: 25%). No provision for PRC Enterprise Income Tax has been made in the condensed consolidated financial statements as the subsidiaries operating in the PRC have no assessable profits for both periods.

8. DIVIDENDS

No dividends were paid, declared or proposed during the interim period (six months ended 30 June 2023: nil). The Directors have determined that no dividends will be paid in respect of the interim period.

9. LOSS PER SHARE

The calculation of the basic and diluted loss per share for the six months ended 30 June 2024 is based on the loss for the period attributable to owners of the Company of approximately HK\$5,130,000 (six months ended 30 June 2023: loss for the period attributable to owners of the Company of approximately HK\$12,327,000) and the weighted average number of 242,845,000 (six months ended 30 June 2023: 242,845,000) ordinary shares for the purpose of basic and diluted loss per share during the period.

10. TRADE AND OTHER RECEIVABLES

Retail sales of footwear products are made at retail shops and concession counters in department stores. The department stores collect payments from the ultimate customers and then repay the balance after deducting the concessionaire commission to the Group. The credit periods granted to the department stores range from 30 to 60 days. Sales made at retail shops are settled by cash or credit cards. For wholesale of footwear products, trading of healthcare products and provision of financial services, the Group allows a credit period ranging from 30 to 90 days to its trade customers. The following is an aging analysis of trade receivables presented based on the invoice date at the end of each reporting period:

	At 30.6.2024 <i>HK\$'000</i> (unaudited)	At 31.12.2023 <i>HK\$'000</i> (audited)
Within 30 days	2,734	8,398
31 to 60 days	1,239	196
61 to 90 days	—	210
Over 90 days	70	—
	<u>4,043</u>	<u>8,804</u>

11. TRADE AND OTHER PAYABLES

The following is an aging analysis of trade payables based on invoice date at the end of each reporting period:

	At 30.6.2024 <i>HK\$'000</i> (unaudited)	At 31.12.2023 <i>HK\$'000</i> (audited)
Within 30 days	1,709	2,769
31 to 60 days	—	215
61 to 90 days	—	—
Over 90 days	1,700	1,677
	<u>3,409</u>	<u>4,661</u>

The average credit period of trade payables is 30 days.

12. EVENTS AFTER THE REPORTING PERIOD

a. Liquidation of Shangying Medical and disposal of Shang Ying International Group

The Shanghai Third Intermediate People's Court issued a civil ruling on 29 April 2024, with reference number "(2024) Hu 03 Po 396," accepting the applicant's request for the bankruptcy liquidation of Shangying Medical. Subsequently, on 6 May 2024, a decision was made with the same reference number appointing PricewaterhouseCoopers (PwC) as the bankruptcy administrator for Shangying Medical. As of the date of approval of the consolidated financial statements, Shangying Medical remains in the bankruptcy examination stage. As per Article 25(1) of the Enterprise Bankruptcy Law, the administrator is tasked with various responsibilities including taking over the debtor's assets, conducting financial investigations, managing daily expenses, and representing the debtor in legal proceedings. Consequently, following the appointment of the bankruptcy administrator, Shangying Medical's management rights concerning company assets, financial records, internal affairs, expenses, and asset disposal have been transferred to the administrator, causing all shareholders to forfeit their control over the company's assets and operations as per the regulations outlined in Enterprise Accounting Standard No. 33 — Consolidated Financial Statements (revised in 2014), Article 7.

In April 2025, the Group has completed the disposal of Shang Ying International Group, subsidiaries of the Group, with an independent third party.

b. Disposal of Shang Ying Retail Group

In September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying Retail Group, subsidiaries of the Group. The disposal has yet to be completed as of the date of approval for issue of these consolidated financial statements.

c. Disposal of Shang Ying Capital Group

In September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying Capital Group. The disposal has yet to be completed as of the date of approval for issue of these consolidated financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATION REVIEW AND FUTURE DEVELOPMENT

In the past six months, with the gradual recovery of Hong Kong's economy, especially the retail industry, after the COVID-19 pandemic, the footwear business accounted for 100% of the Company's revenue. However, the other three segments still haven't improved, especially the healthcare and the online medical service businesses, which still kept in operational stagnation.

Footwear Business

With the gradual recovery of the Hong Kong economy after the COVID-19 pandemic, revenue of the Group's footwear business for the Reporting Period was approximately HK\$72.3 million, representing a 28.2% decrease from approximately HK\$100.7 million for the corresponding period which was mainly attributable to the weak consumer sentiment with the ongoing economic uncertainty, which created a challenging environment for the retail sector in Hong Kong during the Reporting Period.

Healthcare Business

The revenue of the healthcare business segment for the Reporting Period was nil (2023: nil), while a segment loss for the Reporting Period was nil (2023: loss of approximately HK\$697,000) was recorded. The nil in revenue compared with the corresponding period in 2023 was mainly due to business stagnation.

Financial Services

The operating revenue of DSG Finance Holdings (Hong Kong) Limited (a subsidiary of the Company) and its subsidiaries (collectively, the “**DSG Group**”) derives from: (i) investment management services; (ii) advisory services in securities; and (iii) advisory services in corporate finance.

In order to release more liquid capital and allocate resources more effectively, DSG Securities (Hong Kong) Limited applied for the reduction of its Type 1 regulated activities (dealing in securities), which had been approved by the Securities and Futures Commission on 18 July 2022. DSG Group had nil revenue for the Reporting Period (2023: approximately HK\$3.4 million), which was mainly due to business stagnation.

Online Medical Services Business

Revenue was nil during the Reporting Period (2023: approximately HK\$0.1 million).

The business is still in a stagnant state, and due to the inability to repay employees' unpaid wages, Shangying Medical (an indirect non-wholly owned subsidiary of the Company), being the major business entity for the provision of online medical services, has entered into bankruptcy proceedings in the PRC. (For details, please refer to the announcement of the Company published on 3 January 2025 and Note 12(a) to the consolidated financial statements as set out in this announcement).

Prospects

In the past six months, the overall global economic environment was still unstable, however with the gradual improvement of Hong Kong's economic environment and the measures taken by the HKSAR Government to boost the economy after the COVID-19 pandemic, the overall retail industry in Hong Kong showed a growth trend.

As part of the retail industry, the sales of the footwear business, which accounted for 100% of the Company's revenue, decreased by 28.2% in the Reporting Period compared to the same period last year. Looking ahead, we will focus more on the diversification of our range of footwear products, explore potential business collaborations and introduce new brands with growth potential and high gross profit margins.

For the DSG Group, which is also located in Hong Kong, the revenue was nil during the Reporting Period as compared to approximately HK\$3.4 million for the same period last year as DSG Group basically had no business operation starting from 2024. It will continue to focus on developing its financing consulting business and explore new market opportunities, such as Singapore, in the future.

FINANCIAL REVIEW

Revenue

Revenue of the Group's businesses for the Reporting Period was approximately HK\$72.3 million, representing an approximate 30.6% decrease from approximately HK\$104.1 million for the six month ended 30 June 2023, which was mainly due to the decrease in the revenue of the footwear business.

Revenue from the Footwear Business

Revenue of the Group's footwear business for the Reporting Period was approximately HK\$72.3 million, representing a 28.2% decrease from HK\$100.7 million of the corresponding period of 2023. The decrease in revenue of the Group's footwear business was mainly due to weak consumer sentiment with the ongoing economic uncertainty, which created a challenging environment for the retail sector in Hong Kong during the Reporting Period.

As at 30 June 2024, the Group operated 27 retail outlets in Hong Kong (30 June 2023: 32) and 3 retail outlet in Macau (30 June 2023: 2).

Revenue from the Healthcare Business

Revenue of the Group's healthcare business for the Reporting Period was nil (30 June 2023: nil). The main reason for the suspension of sales activities was due to the customs blockade and insufficient funding in the previous years.

Revenue from the Financial Services Business

Revenue of the Group's financial services business for the Reporting Period was nil (30 June 2023: approximately HK\$3.4 million), which was mainly due to business stagnation.

Revenue from the Online Medical Services Business

Revenue of the Group's online medical services business for the Reporting Period was nil (30 June 2023: approximately HK\$0.1 million), which was mainly due to business stagnation.

Cost of Sales

Cost of sales amounted to approximately HK\$16.9 million for the Reporting Period, representing approximately 23.4% of revenue (30 June 2023: approximately HK\$19.0 million, representing approximately 18.1% of revenue). The decrease in cost of sales was mainly due to the decrease in revenue of the footwear product.

Gross Profit

Gross profit (which equals to revenue minus cost of sales) of the Group for the Reporting Period was approximately HK\$55.4 million, representing a decrease of approximately 35.0% from approximately HK\$85.2 million from the corresponding period of 2023. Gross profit margin of the Group for the Reporting Period was approximately 76.6% (30 June 2023: approximately 81.9%), which was decreased.

Staff Costs

Staff costs for the Reporting Period were approximately HK\$21.6 million, representing approximately 29.9% of revenue (30 June 2023: approximately HK\$39.1 million, representing approximately 37.6% of revenue).

Depreciation

Depreciation accounted for approximately 11.1% of revenue for the Reporting Period (30 June 2023: approximately 5.8%).

Finance Costs

Finance costs for the Reporting Period amounted to approximately HK\$1.2 million (30 June 2023: approximately HK\$1.1 million). The finance costs mainly consist of interest expenses incurred on lease liabilities.

Loss Before Taxation

As a result of the foregoing, loss before taxation for the Reporting Period was approximately HK\$5.1 million (30 June 2023: loss before taxation of approximately HK\$14.3 million).

Liquidity and Financial Resources

The Group finances its working capital with internally generated cash flows, bank borrowings and financial support from the Company's shareholders. As at 30 June 2024, the Group had bank deposits and cash amounting to approximately HK\$38.1 million (31 December 2023: approximately HK\$40.0 million), representing a decrease of approximately 4.8% from 31 December 2023. Most bank deposits and cash were denominated in Hong Kong dollars. As at 30 June 2024, the Group had short-term other borrowings amounting to approximately HK\$15.0 million (31 December 2023: approximately HK\$15.0 million). As at 30 June 2024, the Group did not have any outstanding long-term borrowings, except for long-term lease liabilities in the amount of approximately HK\$11.2 million (31 December 2023: approximately HK\$13.9 million).

Pledge of Assets

As at 30 June 2024, investment properties, land and buildings, deposit and prepayment for a life insurance policy, pledged time deposits and related company's land and building (31 December 2023: leasehold land and buildings, pledged time deposits, investment properties, deposit and prepayment for a life insurance policy and related company's land and buildings) were pledged to secure the bank borrowings and banking facilities granted to the Group.

Gearing Ratio

As at 30 June 2024, the Group's gearing ratio (which equals to total debt to total equity) was approximately 237.8% (31 December 2023: approximately –92.8%). The increase in gearing ratio was mainly due to loss making of the Group during the Reporting Period.

Significant Investments Held, Material Acquisitions or Disposals of Subsidiaries, Associates and Joint Ventures

The Group had no significant investments held, nor any material acquisitions or disposals of subsidiaries, associates and joint ventures during the Reporting Period.

Treasury Policy

The Group adopts a treasury policy that aims to better control its treasury operations and lower borrowing costs. As such, the Group endeavours to maintain an adequate level of cash and cash equivalents to address short-term funding needs. The Board will also consider various funding sources depending on the Group's funding needs to ensure that the financial resources have been used in the most cost-effective and efficient way to meet the Group's financial obligations. The Board reviews and evaluates the Group's treasury policy from time to time to ensure its adequacy and effectiveness.

Announcements pursuant to Rule 3.7 the Takeovers Code

On 7 May 2020, the Company had received a letter regarding the appointment of joint and several receivers and managers (collectively, the “**Receivers**”) over 123,993,617 shares of the Company (the “**Charged Shares**”) held by Shang Ying Financial Holding Co., Limited, which had been charged to Great Wall International Investment X Limited. The Charged Shares represented approximately 51.06% of the issued Shares as at the date of this announcement, and the Company was given to understand that the Receivers may look for potential purchaser(s) for the Charged Shares (the “**Possible Transaction**”) which was subsequently suspended in April 2021 and resumed operation in January 2022. For further details of the Possible Transaction, please refer to the announcements of the Company dated 8 May 2020, 12 May 2020, 12 June 2020, 13 July 2020, 13 August 2020, 11 September 2020, 12 October 2020, 12 November 2020, 11 December 2020, 12 January 2021, 11 February 2021, 12 March 2021, 12 April 2021, 13 January 2022, 11 February 2022, 11 March 2022, 13 April 2022, 13 May 2022, 13 June 2022, 13 July 2022, 12 August 2022, 13 September 2022, 13 October 2022, 11 November 2022, 13 December 2022, 13 January 2023, 13 February 2023, 13 March 2023, 13 April 2023, 13 May 2023, 13 June 2023, 13 July 2023, 12 August 2023, 13 September 2023, 13 October 2023, 11 November 2023, 11 December 2023, 12 January 2024, 11 February 2024, 13 March 2024, 12 April 2024, 14 May 2024, 14 June 2024, 12 July 2024, 12 August 2024, 13 September 2024, 14 October 2024, 14 November 2024, 13 December 2024, 13 January 2025, 13 February 2025, 14 March 2025, 14 April 2025 and 15 May 2025, respectively.

Pursuant to the monthly update announcement dated 22 July 2025 made by the Company pursuant to Rule 3.7 of the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”), the Company was informed that the Receivers had ceased to be the joint and several receivers and managers over the Charged Shares with effect from 2 June 2025, and the offer period had come to an end on 2 June 2025 as the Company believed that an offer on the Charged Shares is unlikely to be imminent.

Foreign Currency Risks

The Group’s sales and purchases for the Reporting Period were mostly denominated in Hong Kong dollars, Renminbi, Macau Pataca, Singapore dollars, Euros, United States dollars and Australian dollars. Renminbi is not a freely convertible currency, and the currency market for Macau Pataca is relatively small and undeveloped. In view of the above, future exchange rates of the above currencies could vary significantly from the current or historical exchange rates as a result of the controls that could be imposed by the respective governments and the depth and breadth of the respective markets of currency exchange. The respective exchange rates may also be affected by economic developments and geopolitical changes domestically and internationally, and the demand and supply of the respective currencies. The appreciation or devaluation of the respective currencies against Hong Kong dollars may also have an impact on the Group’s results.

The Group manages its foreign currency risk by closely monitoring the movements of foreign currency exchange rates. The Group did not enter into any foreign currency forward contracts to hedge against foreign currency risk as at 30 June 2024.

HUMAN RESOURCES

As at 30 June 2024, the Group employed 114 employees (31 December 2023: 130). Remuneration packages are generally structured with reference to prevailing market terms and individual qualifications and experience. During the Reporting Period, various training activities, such as training of product and service knowledge, management skills as well as local consumer laws, had been conducted to improve the performance of our staff members.

DIVIDENDS

The Board has resolved not to declare an interim dividend for the Reporting Period (30 June 2023: Nil).

PURCHASE, SALE AND REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities (including sale of treasury shares) during the Reporting Period. As at 30 June 2024 and the date of this announcement, the Company did not hold any treasury shares.

CORPORATE GOVERNANCE

The Board has reviewed the Company's corporate governance practices and is satisfied that the Company complied with the code provisions set out in Part 2 of the Corporate Governance Code as contained in Appendix C1 to the Listing Rules during the Reporting Period.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "**Model Code**") as contained in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' dealings in the Company's securities. Following specific enquiry made to the Directors, each of them has confirmed their compliance with the required standard set out in the Model Code throughout the Reporting Period.

AUDIT COMMITTEE

The audit committee of the Company, comprising 3 independent non-executive Directors — Ms. Huang Lin, Mr. Li Liang and Mr. Du Jianfeng — has reviewed with the management the principal accounting policies adopted by the Group and discussed the risk management and internal control systems and financial reporting matters, including the review of the audited consolidated financial statements, for the Reporting Period.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in Note 12 to the consolidated financial statements as set out in this announcement and the above, the Group had no other significant event that happened after the Reporting Period.

PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

This interim results announcement of the Company has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.s-culture.com). The 2024 interim report of the Company, containing all the information required by the Listing Rules, will be dispatched to the shareholders of the Company and published on the above websites in due course.

APPRECIATION

The Board would like to thank the management of the Group and all our staff for their hard work and dedication, as well as its shareholders, business partners and associates, bankers and auditors for their support to the Group.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 April 2024 and will remain suspended pending the fulfilment of the resumption guidance. The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

By Order of the Board
TATA Health International Holdings Limited

Hong Kong, 22 September 2025

As at the date of this announcement, the Board comprises three non-executive Directors, namely, Mr. Chu Chun Ho, Dominic, Mr. Zhang Ming Qi and Mr. Chen Qi; and three independent non-executive Directors, namely, Ms. Huang Lin, Mr. Li Liang and Mr. Du Jianfeng.