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## **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 ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024**

<b>FINANCIAL HIGHLIGHTS</b>		<b>2024</b>	<b>2023</b>
Revenue	<i>HK\$'000</i>	<b>124,455</b>	207,542
Gross profit	<i>HK\$'000</i>	<b>84,948</b>	150,762
Loss before taxation	<i>HK\$'000</i>	<b>(68,031)</b>	(35,420)
Loss attributable to owners of the Company	<i>HK\$'000</i>	<b>(68,338)</b>	(32,294)
Gross profit margin	<i>%</i>	<b>68.3</b>	72.6
Loss margin attributable to owners of the Company	<i>%</i>	<b>(54.9)</b>	(15.6)
Loss per share — basic and diluted	<i>HK\$</i>	<b>(0.28)</b>	(0.13)

The board (the “**Board**”) of directors (“**Director(s)**”) of TATA Health International Holdings Limited (the “**Company**”) announces the audited consolidated results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2024, together with the comparative figures for the year ended 31 December 2023 as follows:

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

*FOR THE YEAR ENDED 31 DECEMBER 2024*

	<i>NOTES</i>	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Revenue	4	<b>124,455</b>	207,542
Cost of sales, net		<b>(39,507)</b>	(56,780)
Gross profit		<b>84,948</b>	150,762
Other income		<b>8,643</b>	7,343
Other gains and losses		<b>(5,607)</b>	571
Impairment loss on non-financial assets		<b>(11,958)</b>	(7,022)
Impairment loss under expected credit loss model, net		<b>(14,768)</b>	(4,237)
Selling and distribution costs		<b>(65,469)</b>	(80,399)
Administrative expenses		<b>(59,572)</b>	(100,504)
Share of results of an associate		—	(210)
Finance costs		<b>(4,248)</b>	(1,724)
Loss before taxation	6	<b>(68,031)</b>	(35,420)
Taxation	7	<b>(307)</b>	(626)
Loss for the year		<b>(68,338)</b>	(36,046)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation from functional currency to presentation currency		—	2,418
Release of translation reserve upon deconsolidation of foreign subsidiaries		<b>1,448</b>	—
<i>Item that will not be reclassified to profit or loss:</i>			
Remeasurements of employee benefit obligations		<b>720</b>	126
Total other comprehensive income for the year		<b>2,168</b>	2,544
Total comprehensive expense for the year		<b>(66,170)</b>	(33,502)

	<i>NOTES</i>	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loss for the year attributable to:			
Owners of the Company		<b>(68,338)</b>	(32,294)
Non-controlling interests		—	(3,752)
		<u><b>(68,338)</b></u>	<u>(36,046)</u>
 Total comprehensive expense for the year attributable to:			
Owners of the Company		<b>(66,170)</b>	(30,362)
Non-controlling interests		—	(3,140)
		<u><b>(66,170)</b></u>	<u>(33,502)</u>
 Loss per share — basic and diluted ( <i>HK\$</i> )	9	<u><b>(0.28)</b></u>	<u>(0.13)</u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AT 31 DECEMBER 2024**

	<i>NOTES</i>	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i>
<b>Non-current assets</b>			
Property, plant and equipment		<b>12,580</b>	27,758
Investment properties		<b>2,100</b>	2,100
Loans to an associate	12	—	5,236
Deferred tax assets		<b>3,497</b>	3,804
Deposits and prepayment for a life insurance policy		<b>1,937</b>	1,930
Rental deposits and prepayment		<b>2,920</b>	4,474
		<u><b>23,034</b></u>	<u>45,302</u>
<b>Current assets</b>			
Inventories		<b>10,771</b>	13,324
Trade and other receivables	10	<b>23,805</b>	23,494
Loans to an associate	12	<b>29,325</b>	38,765
Pledged time deposits		<b>22,098</b>	21,223
Bank balances and cash		<b>22,999</b>	40,002
		<u><b>108,998</b></u>	<u>136,808</u>
Assets classified as held for sale		<b>3,156</b>	—
		<u><b>112,154</b></u>	<u>136,808</u>
<b>Current liabilities</b>			
Trade and other payables	11	<b>125,727</b>	131,424
Contract liabilities		<b>71</b>	151
Amounts due to related companies		<b>3,851</b>	10,449
Loan from a related company		—	10,692
Lease liabilities		<b>13,542</b>	14,845
Other borrowing — due within one year		<b>15,000</b>	15,000
Tax payable		—	178
		<u><b>158,191</b></u>	<u>182,739</u>
Liabilities classified as held for sale		<b>24,711</b>	—
		<u><b>182,902</b></u>	<u>182,739</u>
Net current liabilities		<u><b>(70,748)</b></u>	<u>(45,931)</u>
Total assets less current liabilities		<u><b>(47,714)</b></u>	<u>(629)</u>

	<b>2024</b>	2023
<i>NOTES</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Non-current liabilities</b>		
Employee benefit obligations	1,097	1,665
Lease liabilities	7,368	13,878
	<u>8,465</u>	<u>15,543</u>
<b>Net liabilities</b>	<u><b>(56,179)</b></u>	<u>(16,172)</u>
<b>Capital and reserves</b>		
Share capital	2,428	2,428
Reserves	(66,877)	(707)
Equity attributable to owners of the Company	(64,449)	1,721
Non-controlling interests	8,270	(17,893)
<b>Total equity</b>	<u><b>(56,179)</b></u>	<u>(16,172)</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2024

### 1. GENERAL INFORMATION

The Company is a listed public company incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company acts as an investment holding company while its subsidiaries are principally engaged in the trading of footwear products and healthcare products, and the provision of financial services and online medical services.

### 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

#### **Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year**

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to 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 (Revised)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of these amendments to HKFRS Accounting Standards 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 consolidated financial statements.

#### **New and amendments to HKFRS Accounting Standards that have been issued but not yet effective**

The Group has not early applied the following new and amendments to HKFRS Accounting Standards 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 <sup>1</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11 <sup>3</sup>
HKFRS 18	Presentation and Disclosure in Financial Statement <sup>4</sup>
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2026.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2027.

The directors of the Company (“**Director(s)**”) anticipate that the application of the new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

### **3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION**

#### **3.1 Basis of preparation of consolidated financial statements**

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by 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 (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance (Cap. 622, Laws of Hong Kong).

#### ***Lost Records of Shang Ying International Group and Shang Ying Retail Group***

On 7 September 2023, Mr. Yang Jun (“**Mr. Yang**”) retired as executive Director 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 years ended 31 December 2023 and 2024, the Directors have determined to consolidate the Shang Ying International Group and 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 as at and for the six months’ period ended 30 June 2023. The carrying amounts of assets and liabilities and results and cash flows of the Shang Ying International Group and Shang Ying Retail Group that were included in the consolidated financial statements of the Group for the years ended 31 December 2023 and 2024 are as follows:

## Shang Ying International Group

### *Impact on consolidated statement of financial position*

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Property, plant and equipment	—	7
Trade and other receivables	2,713	9,204
Bank balances and cash	443	448
Trade and other payables	(8,453)	(34,453)
Amounts due to related parties	(16,258)	(18,736)
Contract liabilities	—	(82)
Non-controlling interests	(8,093)	18,070
	<u>(29,648)</u>	<u>(25,542)</u>
Foreign currency translation reserve	(3,348)	(1,900)
Other reserve	(1,672)	(1,672)
	<u>(5,020)</u>	<u>(3,572)</u>

### *Impact on consolidated statement of profit or loss and other comprehensive income*

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Total comprehensive expense for the year	—	(5,501)

## Shang Ying Retail Group

### *Impact on consolidated statement of financial position*

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Property, plant and equipment	4	4
Loans to an associate ( <i>note</i> )	29,325	44,001
Trade and other receivables	174	174
Bank balances and cash	38	38
Trade and other payables	(3,000)	(3,000)
Amounts due to related parties	(2,521)	(2,521)
Contract liabilities	(46)	(46)
	<u>23,974</u>	<u>38,650</u>
Foreign currency translation reserve	<u>1,457</u>	<u>1,457</u>

*Impact on consolidated statement of profit or loss and other comprehensive income*

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Total comprehensive (expense)/income for the year	<u>(14,676)</u>	<u>1,043</u>

*Note:*

On 1 August 2025, a deed of assignment was executed between the Company and Shang Ying Health Holdings Limited, a subsidiary of Shang Ying Retail Group, for assigning rights of loans to an associate to the Company.

The Existing Directors have failed to obtain books and records by making repeated attempts to 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 locate the Lost Records from Mr. Yang.

***Disposal of Shang Ying Capital Group***

The Group entered into a sale and purchase agreement for the disposal of its financial services business which was carried out by certain subsidiaries, namely, Shang Ying Capital Limited, DSG Finance Holdings (Hong Kong) Ltd., DSG Asset Management (Cayman) Company Ltd., DSG Securities (Hong Kong) Ltd, DSG Asset Management (HK) Company Ltd, DSG Financial Advisory (HK) Co. Ltd. and DSG-Peony Fund SPC (collectively referred to as 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 having taken all reasonable steps and having used their best endeavours to resolve the matter, including 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 year ended 31 December 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 year ended 31 December 2023 that were included in the consolidated assets, liabilities, results and cash flows of the Group presented in the consolidated financial statements as at and for the year ended 31 December 2023. The carrying amounts of assets and liabilities and results and cash flows of the Shang Ying Capital Group that were included in the consolidated financial statements of the Group for the year ended 31 December 2024 are as follows:

## Shang Ying Capital Group

### *Impact on consolidated statement of financial position*

	<b>2024</b> <b>HK\$'000</b>
Trade and other receivables	1,225
Bank balances and cash	2,043
Trade and other payables	(4,132)
Non-controlling interests	(177)
	<hr/>
	<b>(1,041)</b> <hr/> <hr/>

### *Impact on consolidated statement of profit or loss and other comprehensive income*

	<b>HK\$'000</b>
Total comprehensive expense for the year	—
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### ***Liquidation of 商贏互聯網醫療(上海)有限公司 (“Shangying Medical”)***

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. Shangying Medical and its subsidiaries was held by Shang Ying International Group. 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.

### ***Going concern***

The Group incurred a net loss of approximately HK\$68,338,000 during the year ended 31 December 2024, as of that date, the Group’s current liabilities exceeded its current assets by approximately HK\$70,748,000 and total liabilities exceeded its total assets by approximately HK\$56,179,000.

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 of the Company, 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 14 to these consolidated financial statements as set out in this announcement, subsequent to 31 December 2024, Shang Ying International Group and Shang Ying Retail Group have been 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 31 December 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.

#### 4. REVENUE

##### Disaggregation of revenue from contracts with customers

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Sales of goods		
Footwear products	124,455	203,336
Financial services	—	4,104
Online medical services	—	102
	<u>124,455</u>	<u>207,542</u>
Sales channel		
Retail	120,311	198,507
Wholesale	4,144	4,829
Internet	—	102
Corporate	—	4,104
	<u>124,455</u>	<u>207,542</u>
Time of revenue recognition		
A point in time	124,455	203,438
Over time	—	4,104
	<u>124,455</u>	<u>207,542</u>

All services contracts are for periods of one year or less with fixed consideration. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

## 5. OPERATING SEGMENTS

Information reported to the Directors, being the chief operating decision makers (the “CODM”), for the purposes 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 year ended 31 December 2024*

	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>	Total <i>HK\$’000</i>
Revenue	<u>124,455</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>124,455</u>
Segment results	<u>(39,926)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(39,926)</u>
Unallocated income					1,187
Unallocated expenses					<u>(29,292)</u>
Loss before taxation					<u>(68,031)</u>

*For the year ended 31 December 2023*

	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>	Total <i>HK\$'000</i>
Revenue	<u>203,336</u>	<u>—</u>	<u>4,104</u>	<u>102</u>	<u>207,542</u>
Segment results	<u>(9,780)</u>	<u>(2,388)</u>	<u>(3,077)</u>	<u>(4,460)</u>	(19,705)
Share of results of an associate					(210)
Unallocated income					1,161
Unallocated expenses					<u>(16,666)</u>
Loss before taxation					<u>(35,420)</u>

For the year ended 31 December 2024, there was no inter-segment sales (2023: Nil).

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

## Other segment information

### For the year ended 31 December 2024

	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>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Amounts included in measure of segment results or segment assets:						
Addition of non-current assets ( <i>note</i> )	12,417	—	—	—	—	12,417
Loss on disposal and write-off of property, plant and equipment	(66)	—	—	—	—	(66)
Impairment loss on non-financial assets	(11,958)	—	—	—	—	(11,958)
Reversal of impairment loss/ (impairment loss) under expected credit loss model, net	951	—	—	—	(15,719)	(14,768)
Depreciation	(15,539)	—	—	—	—	(15,539)
Reversal of allowance for inventories, net	6,320	—	—	—	—	6,320
Interest income	1,504	—	—	—	1,043	2,547
Finance costs	(1,859)	—	—	—	(2,389)	(4,248)

### For the year ended 31 December 2023

	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>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Amounts included in measure of segment results or segment assets:						
Addition of non-current assets ( <i>note</i> )	11,969	—	—	—	—	11,969
Loss on disposal and write-off of property, plant and equipment	(76)	—	—	—	—	(76)
Impairment loss on non-financial assets (Impairment loss)/reversal of impairment loss under expected credit loss model, net	(7,022)	—	—	—	—	(7,022)
	(1,325)	(1,690)	(1,238)	—	16	(4,237)
Depreciation	(14,155)	—	—	(3)	—	(14,158)
Reversal of allowance for inventories, net	17,985	—	—	—	—	17,985
Interest income	1,086	—	5	—	1,035	2,126
Finance costs	(1,621)	—	(17)	—	(86)	(1,724)

*Note:* Non-current assets included property, plant and equipment and investment properties.

## Geographical information

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

	<b>2024</b>	2023
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Hong Kong	<b>107,658</b>	190,644
Australia	—	—
Macau	<b>16,797</b>	16,796
Mainland China	—	102
	<b><u>124,455</u></b>	<u>207,542</u>

Information about the Group's non-current assets is presented based on the location of the assets:

	<b>2024</b>	2023
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Hong Kong	<b>13,122</b>	27,363
Mainland China	—	7
Australia	<b>4</b>	4
Macau	<b>1,554</b>	2,484
	<b><u>14,680</u></b>	<u>29,858</u>

*Note:* Non-current assets excluded loans to an associate, deferred tax assets, rental deposits and prepayment, deposits and prepayment for a life insurance policy.

## Information about major customers

No individual customer accounted for over 10% of the Group's total revenue during both years.

## 6. LOSS BEFORE TAXATION

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loss before taxation has been arrived at after charging/(crediting):		
Directors' remuneration	9,372	10,241
Other staff costs	45,284	58,101
Retirement benefit schemes contributions for other staff	1,495	1,902
	<u>56,151</u>	<u>70,244</u>
Total staff costs		
Auditors' remuneration	1,600	2,400
Reversal of allowance for inventories, net	(6,320)	(17,985)
Cost of inventories recognised as expenses (including reversal of allowance for inventories, net)	39,507	56,780
Depreciation of property, plant and equipment	15,539	14,158
Impairment loss on property, plant and equipment	11,958	7,022
Loss on deconsolidation of subsidiaries (including in other gains and losses)	5,554	—
Premium charges on a life insurance policy	29	29
	<u>29</u>	<u>29</u>

## 7. TAXATION

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Current tax		
Hong Kong Profits Tax	—	—
Macau Complementary Tax	—	178
	<u>—</u>	<u>178</u>
Deferred taxation	307	448
	<u>307</u>	<u>626</u>

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 years.

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 year ended 31 December 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% (2023: 12%) on the estimated assessable profit for both years.

Under the applicable corporate tax law in Australia, income tax is charged at 30% (2023: 30%) of the estimated assessable profit. No provision for Australian income tax has been made in the consolidated financial statements as the subsidiary operating in Australia has no assessable profits for both years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2023: 25%). No provision for PRC Enterprise Income Tax has been made in the consolidated financial statements as the subsidiaries operating in the PRC have no assessable profits for both years.

## 8. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2024, nor has any dividend been proposed since the end of the reporting period (2023: nil).

## 9. LOSS PER SHARE

The calculation of the basic and diluted loss per share for the year ended 31 December 2024 is based on the loss for the year attributable to owners of the Company of HK\$68,338,000 (2023: loss for the year attributable to owners of the Company of HK\$32,294,000) and the weighted average number of 242,845,000 (2023: 242,845,000) ordinary shares for the purpose of basic and diluted loss per share during the year.

For the years ended 31 December 2024 and 2023, diluted loss per share was the same as basic loss per share as there were no potential ordinary shares in issue during the years.

## 10. TRADE AND OTHER RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables	4,544	8,804
Deposits, prepayments and other receivables	<u>22,181</u>	<u>19,164</u>
	26,725	27,968
Less: Amounts shown under non-current assets	<u>(2,920)</u>	<u>(4,474)</u>
Amount shown under current assets	<u><u>23,805</u></u>	<u><u>23,494</u></u>

Included in deposits, prepayments and other receivables, there is approximately HK\$10,554,000 of rental deposits.

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 period granted to 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 net of allowance for credit losses presented based on the invoice date at the end of each reporting period:

	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Within 30 days	4,122	8,398
31 to 60 days	337	196
61 to 90 days	85	210
	<u>4,544</u>	<u>8,804</u>

#### 11. TRADE AND OTHER PAYABLES

	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade payables	3,975	4,661
Accruals and other payables	121,752	126,763
	<u>125,727</u>	<u>131,424</u>

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

	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Within 30 days	2,398	2,769
31 to 60 days	32	215
61 to 90 days	—	—
Over 90 days	1,545	1,677
	<u>3,975</u>	<u>4,661</u>

## 12. LOANS TO AN ASSOCIATE

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loans to an associate	46,096	45,053
Less: Allowance for expected credit losses	<u>(16,771)</u>	<u>(1,052)</u>
	29,325	44,001
Less: Amounts shown under non-current assets	<u>—</u>	<u>(5,236)</u>
	<u><b>29,325</b></u>	<u><b>38,765</b></u>

Loans to Century Health Holdings Co., Limited includes loans with aggregate principal amount of approximately HK\$41,700,000 (2023: HK\$41,700,000), which are secured by the personal guarantees of the ultimate controlling parties of the associate, bear interest at 2.5% per annum with fixed terms of repayment 3.5 years from the loan funding date, ranging from January to September 2021. Accordingly, the loans are classified as current assets (2023: current and non-current assets) as at 31 December 2024.

The other loan to the associate, amounting to approximately HK\$546,000 (2023: HK\$546,000), is unsecured, interest bearing at 2.5% per annum and has no fixed terms of repayment.

In December 2024, the Company issued the Guarantee Breach Notice to the ultimate controlling parties of the associate through legal advisor. No repayments have been received for those parts or the portions of the Loans that are past due up to the reporting date. The failure to repay the Loans and accrued interest on time constitutes an event of default, and that has yet to be remedied within twenty business days since its occurrence.

Details please refer to Note 14d.

### 13. DECONSOLIDATION OF SUBSIDIARIES

#### Liquidation of Shangying Medical

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.

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.

Assets and liabilities as at the date of deconsolidation are as follows:

	<i>HK\$’000</i>
Property, plant and equipment	7
Trade and other receivables	6,491
Bank balances and cash	5
Trade and other payables	(26,000)
Amounts due to related parties	(2,478)
Contract liabilities	(82)
Non-controlling interests	<u>26,163</u>
	4,106
Release of foreign currency translation reserve	<u>1,448</u>
	5,554
Loss on deconsolidation of subsidiaries	<u><u>5,554</u></u>
Net cash outflow arising on deconsolidation:	
	<i>HK\$’000</i>
Cash consideration	—
Cash and cash equivalents deconsolidated of	<u>(5)</u>
	<u><u>(5)</u></u>

## 14. EVENTS AFTER REPORTING PERIOD

### a. Disposal of Shang Ying International Group

On 30 December 2024, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying International Group, subsidiaries of the Group, at a cash consideration of HK\$1. The disposal has been completed on 9 April 2025.

Cash outflow arising on disposal and cash consideration received:

	<i>HK\$'000</i>
Cash consideration	—*
Cash and cash equivalents disposed of	<u>(443)</u>
	<u>(443)</u>

Analysis of assets and liabilities over which control was lost:

	<i>HK\$'000</i>
Trade and other receivables	2,713
Bank balances and cash	443
Trade and other payables	(8,453)
Amounts due to related parties	(16,258)
Non-controlling interests	<u>(8,093)</u>
Net liabilities disposed	<u>(29,648)</u>

### Gain on disposal of subsidiaries

Cash consideration	—*
Release of foreign currency translation reserve	3,348
Release of other reserve	1,672
Net liabilities disposed of	<u>29,648</u>
Gain on disposal of subsidiaries	<u>34,668</u>

\* Less than HK\$1,000

**b. Disposal of Shang Ying Retail Group**

On 11 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, at a cash consideration of HK\$1. The disposal has been completed on 24 September 2025.

Cash outflow arising on disposal and cash consideration received:

	<i>HK\$'000</i>
Cash consideration	—*
Cash and cash equivalents disposed of	<u>(38)</u>
	<u><u>(38)</u></u>

Analysis of assets and liabilities over which control was lost:

	<i>HK\$'000</i>
Property, plant and equipment	4
Trade and other receivables	174
Bank balances and cash	38
Trade and other payables	(3,000)
Amounts due to related parties	(2,521)
Contract liabilities	<u>(46)</u>
	<u><u>(5,351)</u></u>

**Gain on disposal of subsidiaries**

Cash consideration	—*
Release of foreign currency translation reserve	(1,457)
Net liabilities disposed	<u>5,351</u>
Gain on disposal of subsidiaries	<u><u>3,894</u></u>

\* Less than HK\$1,000

**c. Disposal of Shang Ying Capital Group**

On 11 September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shang Ying Capital Limited and its subsidiaries, at a cash consideration of HK\$500,000. The disposal has been completed on 24 September 2025.

Cash outflow arising on disposal and cash consideration received:

	<i>HK\$'000</i>
Cash consideration	500
Cash and cash equivalents disposed of	<u>(2,043)</u>
	<u><u>(1,543)</u></u>

Analysis of assets and liabilities over which control was lost:

	<i>HK\$'000</i>
Trade and other receivables	1,225
Bank balances and cash	2,043
Trade and other payables	(4,132)
Non-controlling interests	<u>(177)</u>
Net liabilities disposed of	<u><u>(1,041)</u></u>
<b>Gain on disposal of subsidiaries</b>	
Cash consideration	500
Net liabilities disposed of	<u>1,041</u>
Gain on disposal of subsidiaries	<u><u>1,541</u></u>

**d. Deed of assignment and set-off in relation to loans to associate**

On 20 August 2025, a deed of assignment and set-off was executed between the Company, Sigma International Holding Limited (“**Sigma**”), Century Health Holdings Co., Limited (“**CHH**”) and a director of the Company, Mr. Zhang Ming Qi (“**Mr. Zhang**”) (collectively, the “**Deed**”). As the Company is indebted to (i) Sigma in the aggregate principal amount of HK\$7,385,000 and (ii) Mr. Zhang in the aggregate principal amount of approximately HK\$21,940,000, respectively, as at the date of the Deed and each of Sigma and Mr. Zhang agreed to accept the assignment of part of the loans to an associate in the amount of HK\$7,385,000 (the “**Sigma Assigned Loan**”) and HK\$21,940,000 (the “**Zhang Assigned Loan**”), respectively (collectively, the “**Assigned Loan**”) in accordance with the Deed as the full and final settlement of the said outstanding amounts owed by the Company to each of Sigma and Mr. Zhang as at the date of the Deed on a dollar-to-dollar basis.

Therefore, the management of the Company assess the allowance of impairment loss on the loans to associate in accordance with the amount of the Assigned Loan. Allowance for impairment loss of approximately HK\$16,771,000 has been deducted in arriving at the carrying amounts of the loans to an associate of approximately HK\$29,325,000 as at 31 December 2024.

## REPORT OF THE DIRECTORS

Dear shareholders,

The board (the “**Board**”) of directors (“**Director(s)**”) of TATA Health International Holdings Limited (“**TATA Health**” or the “**Company**”, together with its subsidiaries, the “**Group**”) present the annual results of the Group for the year ended 31 December 2024 (the “**Period**”).

Although the HKSAR government has adopted a series of post-pandemic economic stimulus measures, weak global demand continued to cast a shadow over the economic recovery of Hong Kong. While Hong Kong’s overall GDP growth of 2.4% in 2024, after an increase of 3.2% in the preceding year, the recovery has fallen short of expectations. Government consumption contracted notably, with slower private consumption growth, all of which have significantly hindered the pace of Hong Kong’s economic revival.

Nevertheless, according to data released by the Hong Kong Tourism Board, the city received approximately 44.5 million visitor arrivals in 2024, representing a 30.9% increase from approximately 34.0 million visitor arrivals in 2023. Hong Kong’s total retail sales value in 2024 decreased year-on-year by 7.3% to approximately HK\$377 billion annually, primarily driven by the full resumption of travel between mainland China and Hong Kong and the return of tourists. As part of Hong Kong’s retail sector, the Company’s core footwear business suffered revenue decline of 40.0% compared to the previous year, recording HK\$124.5 million and accounting for 100.0% of the Group’s total revenue. Furthermore, the Company will place greater emphasis on diversifying its footwear product portfolio, continue exploring potential business collaborations, and introduce new brands with growth potential and high gross margins.

In contrast, the total revenue from the other three business segments, namely financial services, trading of Australian health supplements, and online medical services business, accounted for nil of the Group's total revenue. Since 2022, both the trading of Australian health supplements business and online medical services business have experienced continuous contraction with deteriorating operations, and have been remaining stagnant and sustaining long-term losses. Moreover, due to insolvency in meeting employee salary obligations, Shangying Internet Medical (Shanghai) Co. Limited\* (商赢互聯網醫療(上海)有限公司) (an indirect non-wholly owned subsidiary of the Company) ("**Shangying Medical**"), being the major business entity for the provision of online medical services, has entered into bankruptcy proceedings in the mainland China. (Please refer to the announcement of the Company dated 3 January 2025 and Notes 3 and 14a to the consolidated financial statements as set out in this announcement).

Based on the above and to maintain the Group's sustainability, considering both the ongoing global economic instability and our focus on developing core footwear retail operations, the management intended to divest the Australian health supplements business and online medical services business, while actively seeking potential investors to address the Company's predicament of capital shortage. The Board remains committed to prudent operations and value enhancement, and will continue to take most use of our expertise and dedication to deliver more desirable returns for shareholders of the Company.

## **TATA Health International Holdings Limited**

**Zhang Ming Qi**

*Non-executive Director*

26 September 2025

\* *For identification purpose only*

## MANAGEMENT DISCUSSION AND ANALYSIS

### OPERATION REVIEW AND FUTURE DEVELOPMENT

In 2024, with the gradual recovery of Hong Kong's economy, especially the retail industry, after the COVID-19, the footwear business, which accounted for 100% of the company's revenue, suffering decline in revenue. In addition, the other three segments still haven't improved, especially the healthcare and the online medical service business, which still kept in a long-term loss state and operational stagnation.

#### Footwear Business

The revenue of the Group's footwear business for the year end 31 December 2024 (the "Year") was approximately HK\$124.5 million, representing a 38.8% decrease from approximately HK\$203.3 million for the last year of 2023. The decline in revenue was mainly due to the weak consumer sentiment with the ongoing economic uncertainty, which created a challenging environment for the retail sector in Hong Kong during the Year.

#### Healthcare Business

The revenue of the healthcare business segment for the Year was nil (2023: nil). The nil in revenue for the Year and the year of 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 Year (2023: approximately HK\$4.1 million), which was mainly due to business stagnation.

## **Online Medical Services Business**

Revenue was nil during the Year (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 Notes 3 and 13 to the consolidated financial statement in this announcement.

## **Prospects**

In 2024, the overall global economic environment was still unstable, despite 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 shrinking trend.

As part of the retail industry, the footwear business, which accounted for 100% of the Company's revenue, the sales decreased by 38.8% for the Year compared to the year of 2023. Looking ahead, we will focus more on the diversification of our range of footwear products, explore potential business cooperations 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 for the Year, compared with the year of 2023 of approximately HK\$4.1 million, 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 Year was approximately HK\$124.5 million, representing an approximate 40.0% decrease from approximately HK\$207.5 million for the year of 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 Year was HK\$124.5 million, representing a 38.8% decrease from HK\$203.3 million for the year 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 Year.

As at 31 December 2024, the Group operated 27 retail outlets in Hong Kong (2023: 30) and 3 retail outlets in Macau (2023: 2).

#### ***Revenue from the healthcare business***

Revenue of the Group's healthcare business was nil for the Year and for the year of 2023. 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 provision of financial services***

Revenue of the Group's financial services for the Year was nil, compared with approximately HK\$4.1 million for the year of 2023, 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 Year was nil (2023: approximately HK\$0.1 million), which was mainly due to business stagnation.

#### **Cost of Sales**

Our cost of sales amounted to approximately HK\$39.5 million for the Year, representing approximately 31.7% of the Group's revenue (2023: approximately HK\$56.8 million, representing approximately 27.4% of the Group's revenue). The decrease in cost of goods sold was mainly due to the decrease in revenue.

#### **Gross Profit**

The gross profit (gross profit equals to revenue minus cost of goods sold) of the Group for the Year was approximately HK\$84.9 million, representing a decrease of approximately 43.7% from approximately HK\$150.8 million for the year of 2023. Gross profit margin of the Group for the Year was approximately 68.3% (2023: approximately 72.6%).

#### **Depreciation**

Depreciation accounted for approximately 12.5% of revenue for the Year (2023: approximately 6.8%).

#### **Staff Costs**

Staff costs for the Year were approximately HK\$56.2 million, representing approximately 45.1% of the Group's revenue (2023: approximately HK\$70.2 million, representing approximately 33.8% of the Group's revenue).

## **Finance Costs**

Our finance costs for the Year amounted to approximately HK\$4.2 million (2023: approximately HK\$1.7 million). The finance costs mainly consisted of interest expenses incurred on other borrowings and lease liabilities, and imputed interest on loans from related companies.

## **Other Gains and Losses**

Our other net losses for the Year amounted to approximately HK\$5.6 million (2023: net gains of approximately HK\$0.6 million). Such turnaround from net gains to net losses was mainly due to the one-off loss on deconsolidation of subsidiaries during the Year.

## **Loss Before Tax**

As a result of the foregoing, our loss before taxation for the Year was approximately HK\$68.0 million, as compared to a loss before taxation of approximately HK\$35.4 million for the year ended 31 December 2023.

## **Liquidity and Financial Resources**

The Group finances its working capital with internally generated cash flows, other borrowings and bank borrowings. As at 31 December 2024, the Group had bank balances and cash amounting to approximately HK\$23.0 million (31 December 2023: approximately HK\$40.0 million), representing a decrease of approximately 42.5% from 31 December 2023. Most of the bank deposits and cash were denominated in Hong Kong Dollars. As at 31 December 2024, the Group had short-term other borrowings in the amount of HK\$15.0 million (2023: HK\$15.0 million). As at 31 December 2024, the Group did not have any outstanding long-term bank borrowings, except for a lease liability of approximately HK\$7.4 million (31 December 2023: approximately HK\$13.9 million).

## **Pledge of Assets**

As at 31 December 2024, leasehold land and buildings, pledged time deposits, investment properties and deposit, prepayment for a life insurance policy and related company's land and buildings (31 December 2023: leasehold land and buildings, investment properties, deposit and prepayment for a life insurance policy, pledged time deposits 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 31 December 2024, the Group's gearing ratio (total debt to total equity) was approximately -26.7% (31 December 2023: approximately -92.8%). The negative gearing ratio was mainly attributable to loss making of the Group during the Year.

## **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 Year.

## **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.

## **Announcement 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 Risk**

The Group's sales and purchases for the Year were mostly denominated in Hong Kong dollars, Renminbi, Macau Pataca, Singapore dollars, Euros, US dollars and Australian dollars. The 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 31 December 2023.

## **Human Resources**

As at 31 December 2024, the Group employed 111 employees (2023: 130). Remuneration packages are generally structured by reference to market terms and individual qualifications and experience. During the Year, various training activities, such as training of product and service knowledge, management skills as well as local consumer laws were conducted to improve the quality of sales services.

## **Dividends**

The Board has resolved not to recommend the payment of a final dividend for the Year (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 Year. As at 31 December 2024 and the date of this announcement, the Company did not hold any treasury shares.

## **CORPORATE GOVERNANCE PRACTICES**

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 Year.

## **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 as set out in the Model Code throughout the Year.

## **AUDIT COMMITTEE**

The audit committee of the Company, comprising of 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 Year.

## **SCOPE OF WORK OF HLB HODGSON IMPEY CHENG LIMITED**

The figures in respect of the Group’s consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the Year as set out in this announcement have been agreed by the Group’s auditor, HLB Hodgson Impey Cheng Limited (“**HLB**”), to the amounts set out in the Group’s audited consolidated financial statements for the Year. The work performed by HLB in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and consequently no assurance has been expressed by HLB on this announcement.

## EXTRACT OF THE INDEPENDENT AUDITORS' REPORT

The following is an extract of the independent auditors' report on the Company's consolidated financial statements for the year ended 31 December 2024.

### Disclaimer of Opinion

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements and as to whether they have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for Disclaimer of Opinion

#### *The financial impact to the Group's consolidated financial statements due to the Lost Records*

As disclosed in note 3 to the consolidated financial statements, the directors of the Company were unable to locate certain accounting books and records and the supporting documents of certain subsidiaries, namely, the Shang Ying International Trade Holdings Limited and its subsidiaries (collectively referred to as the "**Shang Ying International Group**") and Shang Ying New Retail Group Holdings Limited and its subsidiaries (collectively referred to as the "**Shang Ying Retail Group**") (the "**Lost Records**").

The directors advised that, up to the date of approval of these consolidated financial statements, they had failed to obtain access to the accounting books and records in spite of repeated attempts made to the previous director of the Shang Ying International Group and Shang Ying Retail Group (the "**Previous Director**"), who was responsible for the keeping and maintaining of proper books and records of the entities comprising the Group. The directors were unable to locate the Lost Records from the Previous Director. As a result, the directors were unable to provide us with satisfactory accounting books and records and supporting documents of Shang Ying International Group and Shang Ying Retail Group for the financial years ended 31 December 2024 and 2023 and subsequent to the end of the financial reporting period. We were therefore unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the carrying amounts of assets and liabilities of Shang Ying International Group and Shang Ying Retail Group included in the consolidated assets and liabilities of the Group presented in the consolidated statement of financial position as at 31 December 2024 and 2023 and the results and cash flows of Shang Ying International Group and Shang Ying Retail Group included in the consolidated revenue, income, expenses, gains and losses and cash flows of the Group presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the years ended 31 December 2024 and 2023, which amounts are disclosed in Note 3.1 to the consolidated financial statements, were free of material misstatement.

As disclosed in notes of Basis of preparation and loans to an associate, the principal assets of Shang Ying International Group and Shang Ying Retail Group included in the consolidated statement of financial position of the Group as at 31 December 2024 were loans to an associate with carrying amounts of HK\$29,325,000 as at 31 December 2024 and HK\$44,001,000 as at 31 December 2023. Allowance for impairment loss of approximately HK\$16,771,000 and HK\$1,052,000 had been deducted in arriving at the carrying amounts of the loans to an associate as at 31 December 2024 and 2023 respectively. The management of the Company has determined the allowance for impairment loss as at 31 December 2024 based on the offset amount set out in the deed of assignment and set-off which was executed subsequent to the end of the reporting period in August 2025, details of which are disclosed in note of Events after Reporting Period. Due to lack of any other sufficient supporting documents of Shang Ying Retail Group, for reasons as described above, and of the associate, we have been unable to obtain sufficient and appropriate audit evidence to satisfy ourselves about the adequacy of the related allowance for impairment losses as at 31 December 2024 and 2023 and consequently whether the carrying amounts of the loans to an associate of HK\$29,325,000 as at 31 December 2024 and HK\$44,001,000 as at 31 December 2023 and whether the impairment loss allowance recognised in consolidated profit or loss for the years ended 31 December 2024 and 2023 were materially misstated.

***Lack of access to the accounting books and records of Shang Ying Capital Limited and its subsidiaries***

The directors advised us that, up to the date of approval of these consolidated financial statements, they had failed to obtain access to the accounting books and records of Shang Ying Capital Limited and its subsidiaries (“**Shang Ying Capital Group**”) in spite of repeated attempts made to the directors of the Shang Ying Capital Group. The directors of the Company informed us that they have taken all reasonable steps and have used their best endeavours to seek to resolve the matter. Besides, the financial information of Shang Ying Capital Group for the year ended 31 December 2024 available to the management of the Group is insufficient for the purposes of the preparation of the consolidated financial statements of the Group and performance of the Group’s audit. The directors were unable to provide us with satisfactory accounting books and records and supporting documents of Shang Ying Capital Group for the financial year ended 31 December 2024 and subsequent to the end of the financial reporting period. We were therefore unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the carrying amounts of assets and liabilities of Shang Ying Capital Group included in the consolidated assets and liabilities of the Group presented in the consolidated statement of financial position as at 31 December 2024 and the results and cash flows of Shang Ying Capital Group included in the consolidated revenue, income, expenses, gains and losses and cash flows of the Group presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 31 December 2024, which amounts are disclosed in Note 3.1 to the

consolidated financial statements, were free of material misstatement. Subsequent to the end of the reporting period, the Group has completed the disposal of Shang Ying Capital Group in September 2025.

***Liquidation of Shangying Internet Medical (Shanghai) Co. Limited\* 商贏互聯網醫療(上海)有限公司 (“Shangying Medical”)***

As disclosed in notes of Basis of preparation and Deconsolidation of subsidiaries, an administrator was appointed to Shangying Internet Medical (Shanghai) Co. Limited and its subsidiaries (“**Shangying Medical Group**”) on 6 May 2024, pursuant to a civil ruling issued by Shanghai Third Intermediate People's Court on 29 April 2024. 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. The directors of the Company are of the opinion that following the appointment of the bankruptcy administrator, the decision making rights concerning company assets, financial records, internal affairs, expenses and asset disposals of Shangying Medical Group have been transferred from the Group's management to the administrator, causing the shareholders of Shangying Medical Group to forfeit their control over the company's assets and operations. The Shangying Medical Group was therefore deconsolidated from the consolidated financial statements of the Group with effect from 6 May 2024 (the “**Deconsolidation date**”).

The Shangying Medical Group was held by the Shang Ying International Group. As a result of the above matters and the matters in relation to the Lost Records described above, the directors were unable to provide us with satisfactory accounting books and records and supporting documents of Shangying Medical Group for the period from 1 January 2024 to the Deconsolidation date and for subsequent periods. We were therefore unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the results and cash flows of Shangying Medical Group for the period from 1 January 2024 to the Deconsolidation date included in the consolidated revenue, income, expenses, gains and losses and cash flows of the Group presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows for the year ended 31 December 2024, were free of material misstatement. For the same reasons, we were also unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the carrying amounts of assets and liabilities of Shangying Medical Group at the Deconsolidation date which entered into the determination of the loss on deconsolidation of the Shangying Medical Group, and consequently the loss on deconsolidation of the Shangying Medical Group amounting to HK\$5,554,000 included in the “Other gains and losses” recognised in consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2024 as disclosed in note of Deconsolidation of subsidiaries, were free of material misstatement.

There were no other satisfactory alternative audit procedures that we could perform to obtain sufficient audit evidence regarding the matters as set out above. As a result of these matters, we were unable to determine whether any adjustments might have been found to be necessary in respect of the items as set out above, and the related elements of and disclosures in the consolidated financial statements.

## **SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD**

Save as disclosed in Note 14 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 Year.

## **APPRECIATION**

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

## **CLARIFICATION ON THE JAN ANNOUNCEMENT AND THE 2023 ANNUAL RESULTS ANNOUNCEMENT**

Reference is made to (i) the Company's quarterly update announcement dated 3 January 2025 (the "**Jan Announcement**"); and (ii) the Company's annual results announcement for the year ended 31 December 2023 (the "**2023 Annual Results Announcement**").

The Company notes that there are certain clerical errors in the Jan Announcement and the 2023 Annual Results Announcement, which are inadvertent and unintentional, and would like to clarify and revise (shown in underline) as follows:

- 1) The expression "The Disposal was completed on 30 December 2024." as appearing on page 2 of the Jan Announcement should be deleted in its entirety; and
- 2) The expression "In September 2025, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shanghai Ying 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" as appearing in Note 12(a) to the consolidated financial statements set out on page 18 of the 2023 Annual Results Announcement should be revised as "On 30 December 2024, the Group has entered into a sale and purchase agreement with an independent third party for the disposal of Shanghai Ying Group, subsidiaries of the Group. The disposal has been completed as of the date of approval for issue of these consolidated financial statements".

Save as disclosed above, all other information and contents in the Jan Announcement and the 2023 Annual Results remain unchanged.

## **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, 26 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.*