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美瑞健康国际产业集团
Meilleure Health International Industry Group

MEILLEURE HEALTH INTERNATIONAL INDUSTRY GROUP LIMITED

美瑞健康國際產業集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2327)

**ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 DECEMBER 2025**

ANNUAL RESULTS

The Board is pleased to announce the annual results of the Group for the year ended 31 December 2025 together with the comparative figures for the year ended 31 December 2024 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
Revenue	4	36,518	50,676
Cost of goods sold and service rendered		<u>(13,887)</u>	<u>(21,771)</u>
Gross profit		22,631	28,905
Fair value gains on investment properties		21,727	23,813
Gain on disposals of investment properties	11	270	–
Gain on partial disposal of investment in a joint venture		1,207	–
Gain on deemed partial disposal of investment in a joint venture		7,081	–
Other income and gains, net	5	25,419	53,339
Selling and distribution expenses		(3,622)	(6,985)
Administrative expenses		(27,550)	(24,615)
Impairment losses of assets	8	(854)	(20,224)
(Impairment losses)/reversal of impairment losses of receivables, net	8	(2,366)	4,478
Finance costs	6	(9,290)	(10,294)
Share of losses of associates		(225)	(205)
Share of losses of joint ventures		(3,891)	(2,811)
Profit before tax		30,537	45,401
Income tax credit/(expense)	7	7,461	(13,356)
Profit for the year	8	37,998	32,045
Attributable to:			
Owners of the Company		37,983	32,480
Non-controlling interests		15	(435)
		37,998	32,045
Earnings per share	10		
Basic and diluted		HK0.93 cents	HK0.79 cents

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
Profit for the year	8	<u>37,998</u>	<u>32,045</u>
Other comprehensive income/(loss) for the year, after tax:			
<i>Item that will not be reclassified to profit or loss:</i>			
Fair value changes of equity investments at FVTOCI, net of tax		<u>(5,782)</u>	<u>(15,082)</u>
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations:			
– Subsidiaries		43,817	(52,810)
– Associates and joint ventures		<u>1,715</u>	<u>(1,900)</u>
		<u>45,532</u>	<u>(54,710)</u>
Other comprehensive income/(loss) for the year, net of tax		<u>39,750</u>	<u>(69,792)</u>
Total comprehensive income/(loss) for the year		<u><u>77,748</u></u>	<u><u>(37,747)</u></u>
Attributable to:			
Owners of the Company		77,768	(37,341)
Non-controlling interests		<u>(20)</u>	<u>(406)</u>
		<u><u>77,748</u></u>	<u><u>(37,747)</u></u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	<i>Notes</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment		2,635	2,678
Right-of-use assets		643	1,245
Investment properties	<i>11</i>	663,388	610,292
Other intangible assets		–	–
Investments in associates		4,011	4,907
Investments in a joint venture		46,407	49,889
Investments at FVTPL		35,970	47,023
Equity investments at FVTOCI		8,499	6,122
Derivative financial assets		266	165
Prepayments, loans and other receivables	<i>14</i>	6,785	226,571
Deferred tax assets		31,215	31,464
		<hr/> 799,819	<hr/> 980,356
Current assets			
Inventories		1,214	1,862
Properties held for sale under development	<i>12</i>	373,072	255,086
Trade receivables	<i>13</i>	16,099	27,241
Prepayments, loans and other receivables	<i>14</i>	605,198	367,612
Restricted bank deposit		7,105	6,550
Bank and cash balances		13,079	29,944
		<hr/> 1,015,767	<hr/> 688,295
Current liabilities			
Trade payables	<i>15</i>	251	10
Contract liabilities		33,362	21,838
Accruals and other payables		41,217	36,555
Amounts due to related parties		11,953	7,353
Bank borrowings		271,317	83,176
Lease liabilities		302	437
Current tax liabilities		3,118	8,973
		<hr/> 361,520	<hr/> 158,342
Net current assets		<hr/> 654,247	<hr/> 529,953
Total assets less current liabilities		<hr/> 1,454,066	<hr/> 1,510,309

	<i>Notes</i>	2025 HK\$'000	2024 <i>HK\$'000</i>
Non-current liabilities			
Bank borrowings		109,078	218,645
Lease liabilities		261	806
Deferred tax liabilities		96,484	89,494
		<u>205,823</u>	<u>308,945</u>
NET ASSETS		<u>1,248,243</u>	<u>1,201,364</u>
Capital and reserves			
Share capital	<i>16</i>	40,938	40,938
Treasury shares		(9,199)	(335)
Reserves		1,216,764	1,161,001
		<u>1,248,503</u>	<u>1,201,604</u>
Equity attributable to owners of the Company		(260)	(240)
Non-controlling interests		<u>1,248,243</u>	<u>1,201,364</u>
TOTAL EQUITY		<u>1,248,243</u>	<u>1,201,364</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

1. GENERAL INFORMATION

The Company was incorporated in Bermuda with limited liability. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of its principal place of business is Unit 2906, Tower 1, Lippo Centre, 89 Queensway, Admiralty, Hong Kong. The Company's shares are listed on the Main Board of the Stock Exchange.

The principal activities of the Group are operations of healthcare-related business, trading of construction materials and renewable energy products, provision of real estate agency services, property investment and leasing, development of residential properties and provision of procurement service of renewable energy products.

In the opinion of the Directors, as at 31 December 2025, Shunda Investment Limited, a company incorporated in the British Virgin Islands ("BVI"), is the ultimate parent of the Company; and Mr. Zhou Xuzhou, a Co-Chairman and the Executive Director, is the ultimate controlling party of the Company.

2. ADOPTION OF NEW AND REVISED HKFRS ACCOUNTING STANDARDS

In the current year, the Group has adopted all the new and revised HKFRS Accounting Standards issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2025. HKFRS Accounting Standards comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRS Accounting Standards did not result in significant changes to the Group's accounting policies, presentation of the Group's consolidated financial statements and amounts reported for the current year and prior years.

The Group has not early applied any new or revised HKFRS Accounting Standards that is not yet effective for the current accounting year.

The application of the new or revised HKFRS Accounting Standards that have been issued but are not yet effective and have not been early adopted by the Group will not have material impacts on the consolidated financial statements of the Group.

3. SEGMENT INFORMATION

The Group has four (2024: four) reportable segments as follows:

- (a) healthcare-related business – health management services, aesthetic medical services and sale of healthcare-related and CBD downstream products;
- (b) trading business – trading of construction materials and renewable energy products, provision of procurement services of renewable energy products and healthcare-related products sale agency services;
- (c) property-related business – real estate agency services, leasing of investment properties and development and selling of residential properties; and
- (d) equity investment business – management of investment portfolio.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

Segment profits or losses do not include interest income, equity-settled share options expenses, reversal of equity-settled share options expenses, net, finance costs as well as other unallocated corporate income and expenses. Segment assets do not include deferred tax assets as well as other unallocated corporate assets. Segment liabilities do not include deferred tax liabilities, current tax liabilities as well as other unallocated corporate liabilities.

Segment revenues and results

The following is an analysis of the Group's revenues and results from reportable and operating segments:

	Healthcare- related business <i>HK\$'000</i>	Trading business <i>HK\$'000</i>	Property- related business <i>HK\$'000</i>	Equity investment business <i>HK\$'000</i>	Total <i>HK\$'000</i>
For the year ended 31 December 2025					
Revenue from external customers	<u>16,146</u>	<u>1,170</u>	<u>19,202</u>	<u>-</u>	<u>36,518</u>
Segment (loss)/profit	<u>(4,150)</u>	<u>(4,367)</u>	<u>31,879</u>	<u>(9,717)</u>	13,645
Interest income					29,303
Equity-settled share options expenses					(54)
Finance costs					(9,290)
Unallocated income					8,484
Unallocated expenses					<u>(11,551)</u>
Profit before tax					<u>30,537</u>
	Healthcare- related business <i>HK\$'000</i>	Trading business <i>HK\$'000</i>	Property- related business <i>HK\$'000</i>	Equity investment business <i>HK\$'000</i>	Total <i>HK\$'000</i>
For the year ended 31 December 2024					
Revenue from external customers	<u>19,613</u>	<u>13,824</u>	<u>17,239</u>	<u>-</u>	<u>50,676</u>
Segment (loss)/profit	<u>(19,314)</u>	<u>7,176</u>	<u>39,575</u>	<u>15,608</u>	43,045
Interest income					22,045
Equity-settled share options expenses					(190)
Finance costs					(10,294)
Unallocated income					33
Unallocated expenses					<u>(9,238)</u>
Profit before tax					<u>45,401</u>

Segment assets and liabilities

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

Segment assets

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Healthcare-related business	23,591	13,134
Trading business	48,349	90,501
Property-related business	1,085,910	929,544
Equity investment business	106,942	116,418
	<hr/>	<hr/>
Total assets of reportable segments	1,264,792	1,149,597
	<hr/>	<hr/>
Deferred tax assets	31,215	31,464
Unallocated corporate assets	519,579	487,590
	<hr/>	<hr/>
Consolidated total assets	<u>1,815,586</u>	<u>1,668,651</u>

Segment liabilities

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Healthcare-related business	39,204	41,337
Trading business	111,354	107,532
Property-related business	308,003	217,585
Equity investment business	942	122
	<hr/>	<hr/>
Total liabilities of reportable segments	459,503	366,576
	<hr/>	<hr/>
Deferred tax liabilities	96,484	89,494
Current tax liabilities	3,118	8,973
Unallocated corporate liabilities	8,238	2,244
	<hr/>	<hr/>
Consolidated total liabilities	<u>567,343</u>	<u>467,287</u>

Other segment information

The following is an analysis of other segment information:

	Healthcare- related business <i>HK\$'000</i>	Trading business <i>HK\$'000</i>	Property- related business <i>HK\$'000</i>	Equity investment business <i>HK\$'000</i>	Reportable segment total <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Consolidated total <i>HK\$'000</i>
For the year ended 31 December 2025							
Depreciation and amortisation	(1,093)	-	-	-	(1,093)	(4)	(1,097)
Fair value gains on investment properties	-	-	21,727	-	21,727	-	21,727
Fair value losses on investment at FVTPL	-	-	-	(12,752)	(12,752)	-	(12,752)
Gain on disposal of investment properties	-	-	270	-	270	-	270
Gain on partial disposal of investment in a joint venture	-	-	-	1,207	1,207	-	1,207
Gain on deemed partial disposal of investment in a joint venture	-	-	-	7,081	7,081	-	7,081
Impairment losses of investment in an associate	-	-	-	(854)	(854)	-	(854)
Impairment losses of trade receivables, net	2,521	(3,691)	-	-	(1,170)	-	(1,170)
Reversal of impairment loss/ (impairment losses) of other receivables, net	(282)	(260)	(851)	197	(1,196)	-	(1,196)
Additions to segment non-current assets*	579	-	-	-	579	4	583
As at 31 December 2025							
Investments in associates	-	-	-	4,011	4,011	-	4,011
Investments in a joint venture	-	-	-	46,407	46,407	-	46,407

	Healthcare- related business <i>HK\$'000</i>	Trading business <i>HK\$'000</i>	Property- related business <i>HK\$'000</i>	Equity investment business <i>HK\$'000</i>	Reportable segment total <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Consolidated total <i>HK\$'000</i>
For the year ended 31 December 2024							
Depreciation and amortisation	(1,543)	-	(83)	-	(1,626)	(5)	(1,631)
Fair value gains on investment properties	-	-	23,813	-	23,813	-	23,813
Gain on disposal of property, plant and equipment	57	-	-	-	57	-	57
Loss on written off of inventories	-	(26)	-	-	(26)	-	(26)
Impairment losses of goodwill	(18,500)	-	-	-	(18,500)	-	(18,500)
Impairment losses of investment in an associate	-	-	-	(795)	(795)	-	(795)
Impairment losses of inventories	-	(929)	-	-	(929)	-	(929)
Impairment losses of trade receivables, net	(1,596)	1,392	-	-	(204)	-	(204)
Reversal of impairment loss/ (impairment losses) of other receivables, net	(43)	5,357	(202)	(430)	4,682	-	4,682
Additions to segment non-current assets*	132	-	-	-	132	-	132
As at 31 December 2024							
Investments in associates	-	-	-	4,907	4,907	-	4,907
Investments in a joint venture	-	-	-	49,889	49,889	-	49,889

This segment information has been included in the measures of segment results or assets.

* Additions to segment non-current assets consist of additions to property, plant and equipment and intangible assets.

Geographical information

	Revenue		Non-current assets	
	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
PRC	35,103	46,516	717,065	668,983
Hong Kong	220	-	7	7
Europe	1,195	2,868	12	21
Others	-	1,292	-	-
Consolidated total	36,518	50,676	717,084	669,011

In presenting the geographical information, revenue is based on the locations of the customers and non-current assets are based on the locations of the assets. Non-current assets are excluding financial assets at FVTPL, equity instruments designated at FVTOCI, derivative financial assets, prepayments, loans and other receivables and deferred tax assets.

4. REVENUE

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Sale of healthcare-related products	9,418	7,516
Healthcare management service income	1,299	4,511
Aesthetic medical service income	5,429	7,577
Sale of CBD downstream products	–	9
Sale of construction materials	–	10,476
Procurement service income of renewable energy products	357	1,006
Sale of renewable energy products	–	1,050
Healthcare-related products sale agency service income	813	1,292
	<hr/>	<hr/>
Revenue from contracts with customers	17,316	33,437
Rental income	19,202	17,239
	<hr/>	<hr/>
Total revenue	36,518	50,676

5. OTHER INCOME AND GAINS, NET

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Other income		
Interest income	29,303	22,045
Dividend income from investments at FVTPL	–	456
Government grants	–	904
Compensation income from construction contract	–	6,030
Others	369	401
	<hr/>	<hr/>
	29,672	29,836
	<hr/>	<hr/>
Gains, net		
Fair value (losses)/gains on investments at FVTPL		
– Designated as such upon initial recognition	(12,752)	20,170
Gain on lease termination	30	–
Fair value gains/(losses) on derivative financial instruments	92	(711)
Gain on disposal of property, plant and equipment	1	57
Loss on written off of inventories	–	(26)
Net foreign exchange gains	8,376	4,013
	<hr/>	<hr/>
	(4,253)	23,503
	<hr/>	<hr/>
	25,419	53,339

6. FINANCE COSTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest on bank loans	9,168	10,263
Interest on amount due to related parties	77	–
Interest on lease liabilities	45	31
	<u>9,290</u>	<u>10,294</u>

7. INCOME TAX (CREDIT)/EXPENSE

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Current tax – PRC		
Provision for the year	87	270
(Over)/under-provision in prior years	(5,339)	2
Current tax – Swiss		
Under-provision in prior year	8	137
Withholding tax on interest income – Australia		
Provision for the year	633	579
Withholding tax on dividend – PRC		
Provision for the year	–	3,246
Deferred tax	(2,850)	9,122
	<u>(7,461)</u>	<u>13,356</u>

Hong Kong Profits Tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising from Hong Kong for the year, except for one group entity operating in Hong Kong, which is a qualifying corporate under the two-tiered Profits Tax rate regime. For the qualifying group entity, the first HK\$2 million of assessable profits are taxed at the rate of 8.25% (2024: 8.25%), and the remaining assessable profits are taxed at the rate of 16.5% (2024: 16.5%).

Enterprise Income Tax of the PRC has been provided at the rate of 25% (2024: 25%) on the estimated assessable profits arising from the PRC for the year, except for certain group entities operating in PRC, which are taxed at preferential tax rates. Group entities operating in PRC that are qualified as small and thin-profit enterprises with assessable profits of RMB3 million or less, the assessable profits are taxed at the effective rate of 5% (2024: 5%). In addition, group entities operating in the PRC that are qualified as high and new technology enterprises are subject to income tax at a preferential tax rate of 15% (2024: 15%).

Australia corporate income tax has been provided at the rate of 30% (2024: 30%) on the estimated assessable profits arising from Australia for the year.

A group entity, which is a non-tax resident enterprise in Australia, is subject to Australia withholding tax at the tax rate of 10% (2024: 10%) on the gross interest income arising from its loans provided to another group entity, which is a tax resident enterprise in Australia.

Corporate income tax in other jurisdictions has been provided at the rates of taxation prevailing in the jurisdictions in which the group entities operate on the estimated assessable profits arising from those jurisdictions for both years.

8. PROFIT FOR THE YEAR

The Group's profit for the year is stated after charging/(crediting) the following:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Depreciation of property, plant and equipment	737	1,189
Depreciation of right-of-use assets	360	442
Gain on lease termination	(30)	–
Gain on disposal of property, plant and equipment	(1)	(57)
Loss on written off of inventories	–	26
Gain on disposals of investment properties	270	–
Gain on partial disposal of investment in a joint venture	1,207	–
Gain on deemed partial disposal of investment in a joint venture	7,081	–
Fair value gains on investment properties	(21,727)	(23,813)
Auditor's remuneration:		
Audit services	1,260	1,240
Non-audit services	100	100
	<u>1,360</u>	<u>1,340</u>
Cost of inventories sold	7,761	15,058
Impairment losses of assets:		
Goodwill	–	18,500
Investment in an associate	854	795
Inventories	–	929
	<u>854</u>	<u>20,224</u>
Impairment losses/(reversal of impairment losses) of receivables, net:		
Trade receivables	1,170	204
Other receivables	–	(5,786)
Loan and interest receivables	1,196	1,104
	<u>2,366</u>	<u>(4,478)</u>
Staff costs, including directors' emoluments:		
Salaries, bonus and allowances	11,825	13,023
Equity-settled share options expenses, net	54	190
Retirement benefits scheme contributions	583	499
	<u>12,462</u>	<u>13,712</u>

9. DIVIDENDS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Dividends recognized as distribution during the year		
Interim dividend for 2025 paid of HK0.15 cents (2024: Nil) per share	6,141	–
Final dividend for 2024 paid of HK0.4 cents (2024: final dividend for 2023 paid of HK0.4 cents) per share	<u>16,375</u>	<u>16,375</u>
	<u><u>22,516</u></u>	<u><u>16,375</u></u>

The Board recommends the payment of a 2025 final dividend of HK0.4 cents (2024: HK0.4 cents) per share, totalling approximately HK\$16,375,000 (2024: HK\$16,375,000). Such dividend is subject to approval by the shareholders at the forthcoming annual general meeting. These consolidated financial statements do not reflect this dividend payable.

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Dividends proposed subsequent to the end of the reporting period		
Proposed 2025 final dividend of HK0.4 cents (2024: HK0.4 cents) per share	<u>16,375</u>	<u>16,375</u>

10. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is based on the following:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Earnings		
Profit attributable to owners of the Company, used in the basic and diluted earnings per share calculation	<u>37,983</u>	<u>32,480</u>
	2025	2024
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	4,063,776,115	4,092,562,636
Effect of dilutive potential ordinary shares arising from share options (Note a)	<u>–</u>	<u>–</u>
Weighted average number of ordinary shares used in diluted earnings per share calculation	<u><u>4,063,776,115</u></u>	<u><u>4,092,562,636</u></u>

Note:

- (a) For the year ended 31 December 2025 and 2024, as the average market share price of the Company's share was lower than assumed exercise price including the fair value of any services to be supplied to the Group in the future under the share option arrangement, accordingly, there would be no dilutive impact.

11. INVESTMENT PROPERTIES

	Investment properties <i>HK\$'000</i>
As at 1 January 2024	598,509
Additions (<i>Note a</i>)	8,131
Fair value gains	23,813
Exchange differences	(20,161)
	<hr/>
As at 31 December 2024 and 1 January 2025	610,292
Additions (<i>Note b</i>)	8,037
Disposal (<i>Note c</i>)	(2,867)
Fair value gains	21,727
Exchange differences	26,199
	<hr/>
As at 31 December 2025	663,388
	<hr/> <hr/>

Notes:

- (a) During the year ended 31 December 2024, the Group acquired one investment property situated in the PRC with a cash consideration of RMB7,515,000 (equivalent to HK\$8,131,000).
- (b) During the year ended 31 December 2025, the Group acquired one investment property situated in the PRC with a cash consideration of RMB7,400,000 (equivalent to HK\$8,037,000).
- (c) During the year ended 31 December 2025, the Group disposed of one of the investment properties (net of tax) of RMB2,889,000 (equivalent to HK\$3,137,000), resulting in a gain on disposal of HK\$270,000.
- (d) As at 31 December 2025, the investment properties with the fair value of HK\$663,388,000 (2024: HK\$610,292,000) were situated in the PRC and were held under medium-term lease. As at 31 December 2025 and 2024, the fair value of the investment properties situated in the PRC was arrived at on the basis of a valuation carried out by Roma Appraisals Limited, an independent professional valuer. The fair values were determined by using the income approach – term and reversionary approach, in which fair value was estimated by taking into account the rental amount in existing agreements of the properties and the reversionary potentials of the tenancies and market approach – direct comparison approach.

12. PROPERTIES HELD FOR SALE UNDER DEVELOPMENT

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
As at 1 January	255,086	262,485
Capitalised expenditure	92,596	18,755
Exchange differences	25,390	(26,154)
	<hr/>	<hr/>
As at 31 December	<u>373,072</u>	<u>255,086</u>

Note:

- (a) As at 31 December 2025, the properties held for sale under development situated in Australia with a carrying amount of HK\$197,266,000 (2024: HK\$181,850,000) were pledged as security for the banking facilities granted to the Group.

According to the accounting policy of the Group, properties held for sale under development are classified as current assets as the construction period of the relevant property development project is expected to be completed in the normal operating cycle.

The carrying amount of properties held for sale under development of approximately HK\$164,915,000 (2024: HK\$255,086,000) as at 31 December 2025 is expected not to be realised within the next twelve months from the end of the reporting period, with the remaining amount expected to be realised within the next twelve months from the end of the reporting period.

13. TRADE RECEIVABLES

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade receivables	22,371	32,363
Provision for loss allowance	(6,272)	(5,122)
	<hr/>	<hr/>
	<u>16,099</u>	<u>27,241</u>

The Group generally allows a credit period of 0 to 180 days (2024: 0 to 180 days) to its customers in trading business and agency service business. Overdue balances are reviewed regularly by the management of the Group. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Included in the Group's trade receivables are amounts due from fellow subsidiaries of the Group of HK\$Nil (2024: amounts due from fellow subsidiaries of the Group of HK\$281,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

The ageing analysis of the trade receivables, based on the invoice date, and net of allowance, is as follows:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
0 to 30 days	4,331	4,480
31 to 90 days	10,407	14,886
Over 90 days	1,361	7,875
	<u>16,099</u>	<u>27,241</u>

Reconciliation of loss allowance for trade receivables:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
As at 1 January	5,122	5,056
Increase in loss allowance for the year	1,170	204
Written off	(215)	–
Exchange differences	195	(138)
	<u>6,272</u>	<u>5,122</u>

14. PREPAYMENTS, LOANS AND OTHER RECEIVABLES

	2025 HK\$'000	2024 HK\$'000
Loan receivables (<i>Note a</i>)	491,243	452,285
Loan interest receivables	33,178	15,927
	<u>524,421</u>	<u>468,212</u>
Provision for loss allowance (<i>Note b</i>)	(2,410)	(1,086)
	<u>522,011</u>	467,126
Prepayments to suppliers (<i>Note c</i>)	44,277	32,412
Prepayments for acquisition of an investment property	–	7,513
Consideration receivables in relation to:		
– Partial disposal of investment in an associate (<i>Note d</i>)	–	7,461
– Partial disposal of investment in a joint venture (<i>Note e</i>)	6,501	6,169
Deposits in escrow account (<i>Note f</i>)	29,849	15,982
Other receivables	2,443	3,671
Performance bond receivables (<i>Note g</i>)	5,544	58,531
Other tax receivables	1,434	2,918
Deposits paid	185	178
	<u>612,244</u>	<u>601,961</u>
Provision for loss allowance (<i>Note h</i>)	(261)	(7,778)
	<u>611,983</u>	<u>594,183</u>
TOTAL PREPAYMENTS, LOANS AND OTHER RECEIVABLES	<u><u>611,983</u></u>	<u><u>594,183</u></u>
Analysed as:		
Current assets	605,198	367,612
Non-current assets	6,785	226,571
	<u>611,983</u>	<u>594,183</u>

Notes:

- (a) As at 31 December 2025, a loan receivable with the carrying amount of approximately HK\$221,780,000 (2024: HK\$212,840,000) was made to U-light Energy, which is denominated in RMB, bears interest rate based on the one-year LPR plus 3.05% per annum and repayable in full in or before 2026. The loan receivable is secured by a personal guarantee provided by Mr. Zhou Xuzhou.

The remaining loan receivables with a total carrying amount of approximately HK\$269,463,000 (2024: HK\$239,445,000) were made to third parties, which are denominated in RMB, bear fixed interest rates ranging from 3% to 8% per annum (2024: 3% to 8% per annum) and repayable in full within one year from the date of the respective loan agreements.

- (b) The movements in the loss allowance for loan and interest receivables during the year are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
As at 1 January	1,086	–
Increase in loss allowance for the year	1,196	1,104
Exchange differences	128	(18)
	<hr/>	<hr/>
As at 31 December	<u>2,410</u>	<u>1,086</u>

- (c) The amounts mainly represented the advance payment to suppliers for renewable energy products (2024: advance payment to suppliers for renewable energy products).
- (d) The amount represented the consideration receivable in relation to the partial disposal of investment in Yunnan Hansu Biotechnology Co., Ltd. during the year ended 31 December 2020. Pursuant to the relevant sale and purchase agreement amended by the first supplemental agreement dated 31 December 2020 and the second supplemental agreement dated 30 November 2021 entered into between the Group and the relevant purchaser, undiscounted consideration receivable of approximately RMB16,500,000 (equivalent to approximately HK\$20,244,000) as at 31 December 2021 shall be received in 11 instalments from 2022 to 2024. As at 31 December 2025, the remaining amount of approximately RMB7,100,000 (equivalent to approximately HK\$7,615,000) was defaulted and written off in 2025 (2024: RMB7,100,000 (equivalent to approximately HK\$7,461,000)).

The management made the expected credit loss assessment and no additional loss allowance made for the year ended 31 December 2025 (2024: reversal of loss allowance of approximately HK\$433,000).

- (e) The amount represented the consideration receivable in relation to the partial disposal of investment in Wingor Bio during the year ended 31 December 2021. Pursuant to the relevant sale and purchase agreement, the cash consideration shall be received in or before 2028.
- (f) The amount represented deposits held in an escrow account for the pre-sale of properties held for sale under development received from customers.
- (g) The amount of performance bond receivables is paid to suppliers of renewable energy products to secure more favourable pricing over the next two to three years. The Company has a right to demand repayment at its discretion.
- (h) The movements in the loss allowance for prepayments and other receivables during the year are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
As at 1 January	7,778	13,917
Written off	(7,615)	–
Decrease in loss allowance for the year	–	(5,786)
Exchange differences	98	(353)
	<hr/>	<hr/>
As at 31 December	<u>261</u>	<u>7,778</u>

15. TRADE PAYABLES

The ageing analysis of trade payables, based on the invoice date, is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0 to 90 days	241	–
Over 90 days	10	10
	<hr/> 251 <hr/>	<hr/> 10 <hr/>

16. SHARE CAPITAL

	Number of shares	Amount <i>HK\$'000</i>
Authorised:		
Ordinary shares of HK\$0.01 each		
As at 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	10,000,000,000	100,000
	<hr/>	<hr/>
Issued and fully paid:		
Ordinary shares of HK\$0.01 each		
As at 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	4,093,756,636	40,938
	<hr/> <hr/>	<hr/> <hr/>

17. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the Reporting Period are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Contracted, but not provided for:		
Capital contribution to associates	10,465	10,163
Construction cost commitments to properties held for sale under development	12,439	86,030
	<hr/> 22,904 <hr/>	<hr/> 96,193 <hr/>

RECENT DEVELOPMENT

Driven by rising public health awareness, an accelerating ageing population, a growing burden of chronic diseases, the rapid deployment of AI technology, and sustained policy support, China's health industry is rapidly transitioning from a "treatment-centric" to a "prevention-centric" model. This shift is giving rise to a multi-sector industrial ecosystem encompassing health management, biopharmaceuticals, medical devices, and elderly care services. "Health" has long transcended mere disease treatment, evolving into a grand proposition about "living longer and better". The State Council's Outline of the Healthy China 2030 Plan sets the direction, projecting the health industry to surpass RMB8 trillion by 2025 and reach RMB16 trillion by 2030, establishing it as a key pillar driving economic growth. A vision of "national health" and "industrial prosperity" advancing in tandem is rapidly unfolding. 2025 was a pivotal year for the broader health industry, marked by strong policy empowerment, profound industrial upgrading, and refined regulation. At the national level, multiple new policies have been introduced, with local governments implementing complementary industrial support measures to drive the industry's transition from scale expansion to high-quality innovation. In February 2025, multiple departments including the National Health Commission and the State Administration for Market Regulation jointly issued the "Guiding Opinions on Further Strengthening the Supervision of the Medical Aesthetics Industry", aiming to standardise the qualifications and service procedures of medical aesthetic institutions, enhance the management of practitioner qualifications, and clarify the primary responsibilities of online platforms. In April 2025, the Ministry of Commerce, the National Health Commission, and 10 other departments jointly issued the "Action Plan for Promoting Health-related Consumption", outlining ten key tasks. These include elevating healthy eating consumption standards, improving the supply of special foods, enriching fitness and sports consumption scenarios, bolstering services for the elderly, and developing new service businesses such as those providing health examinations. In May 2025, the Ministry of Industry and Information Technology, the Ministry of Civil Affairs, and the National Health Commission jointly issued the "Action Plan for the Development of the Smart Health and Elderly Care Industry (2025-2030)". This plan encourages the application of AI health assistants in elderly care facilities, supports the R&D of smart elderly care service products such as those for chronic disease management and daily care, and promotes the deep integration of "Internet Plus" medical services with elderly care services. In June 2025, the National Healthcare Security Administration, together with the National Financial Regulatory Administration, issued the "Commercial Health Insurance Catalogue for Innovative Drugs", which incorporates 19 highly innovative, clinically valuable yet expensive drugs, including 5 CAR-T therapies and 2 T-cell therapies, addressing the challenge of making high-cost innovative drugs accessible. In respect of the pharmaceutical and medical device distribution sector, the "Compliance Guide for Online Retail of Prescription Drugs (Draft for Comments)" was released for public consultation in September 2025; the "Quality Management Standards for Online Sales of Medical Devices" took effect in October 2025; and the "Provisions on the Administration of Filing for Internet-based Pharmaceutical and Medical Device Information Services" was issued in December 2025. These documents collectively formed a regulatory framework with detailed requirements for areas such as online sales of medical devices, Internet-based information services for pharmaceuticals and medical devices, and online retail of prescription drugs.

In 2026, China's health industry will accelerate its transformation, driven by the combined forces of policy, technology, and society demand. On the policy front, the deepening implementation of the "Healthy China 2030" strategy will unlock significant benefits. Socially, an ageing population and high prevalence of chronic diseases will create strong demand. Technologically, AI and big data will empower the widespread adoption of smart health services. With these multiple favourable factors at play, the health industry is shifting from scale expansion to value cultivation, injecting sustained momentum into the sector's high-quality development. China's economy currently navigates a critical phase of deep transformation and structural optimisation. Despite a complex external environment – including sluggish global recovery, rising trade protectionism, frequent geopolitical conflicts in hotspots, and increasingly complex great power rivalries – which continues to put pressure on the domestic economy, policy support is being continuously strengthened. Through extraordinary counter-cyclical adjustments, the Chinese government has prioritised boosting consumption and expanding domestic demand as core tasks, driving the recovery of investment and capital markets. This has enabled China's economy to demonstrate considerable resilience and flexibility. With the gradual recovery of market demand, the overall positive trajectory has been solidifying. As new challenges and opportunities continue to surface, the health industry stands to gain sustained benefits. Guided by the overarching "Healthy China" strategy, the Group will firmly adhere to its strategic focus on skin health management, accelerate synergistic innovation in cell therapy and health management services, and drive development through dual engines of technological R&D and brand value accumulation. Against the backdrop of an expanding health consumer market, deepening demographic ageing, and accelerating technological transformation, the Group aims to seize opportunities presented by industrial upgrading and consumption upgrades, achieving a leap from being a "provider of health products" to an "exporter of health concepts".

OVERVIEW OF OPERATIONS

Healthcare-related Business Segment – Cell Treatment and Health Management Business

In 2025, China introduced a series of industrial policies that collectively established a multi-dimensional and systematic support framework covering R&D, clinical trials, manufacturing, regulation, and reimbursement. The year of 2025, thus, is widely regarded by the industry as the policy milestone marking China's cell therapy sector's transition towards standardised, high-quality development. It signifies the sector's formal entry into a new phase of accelerated growth characterized by clear guidelines, robust legal foundations, and a rapidly maturing ecosystem. In early 2025, the General Office of the State Council explicitly included clinically urgent cell and gene therapy drugs within the scope of priority review and approval in its "Opinions on Comprehensively Deepening the Reform of Drug and Medical Device Supervision to Promote High-Quality Development of the Pharmaceutical Industry." In January 2025, the Center for Food and Drug Inspection of the National Medical Products Administration (the "NMPA") released the "Guidelines for the Inspection of Cell Therapy Product Manufacturing," which provides detailed technical guidance for on-site inspections of manufacturing processes, covering the entire production chain from donor materials to final product release. In April 2025, the National Health Commission issued the "Application Guidelines for Key Special Projects under the National Key R&D Program, including 'Research on Prevention and Treatment of Common and Frequent Diseases'," incorporating "Stem Cell Research and Organ Repair" into the key special projects of the National Key R&D Program to channel scientific research efforts towards conquering major diseases. In September 2025, the State Council executive meeting reviewed,

approved, and formally promulgated the “Administrative Regulations on Clinical Research and Clinical Translation of New Biomedical Technologies.” This marks China’s first comprehensive administrative regulation in the field of new biomedical technologies, shifting away from the previous reliance on departmental rules for managing areas such as stem cell research. In October 2025, the 15th Five-Year Plan proposal proactively mapped out future industries like biomedicine, outlining a grand macro-development blueprint for cutting-edge fields such as cell therapy. In December 2025, all five CAR-T cell therapy products were included in the inaugural commercial insurance catalogue for innovative medicines, pioneering an innovative payment model combining commercial insurance reimbursement with medication access guarantees. These systematic, forward-looking, and actionable policies introduced in 2025 have charted a clear and definitive development trajectory for China’s cell therapy industry. A regulated, dynamic, and globally influential cell therapy ecosystem is rapidly taking shape. According to Precedence Research estimates, the global cell and gene therapy market was valued at US\$21.28 billion in 2024 and is projected to grow from US\$25.03 billion in 2025 to approximately US\$117.46 billion by 2034, representing a compound annual growth rate (CAGR) of 18.7%.

The Group continues to expand its footprint in the cell therapy sector. In 2019, it strategically acquired a stake in Wingor Bio, a state-level high-tech enterprise, and in 2020, it established Mei Ai Kang to expand into the field of cellular immunotherapy.

As a leading enterprise in Shenzhen’s local cell treatment industry, Wingor Bio leverages its powerful R&D innovation capabilities to deepen its presence. It maintains industry-leading expertise and holds honours such as “National High-Tech Enterprise”, “Sci-Tech-based SME” in China and “Specialised and Sophisticated SME in Shenzhen”. In terms of R&D, Wingor Bio’s Investigational New Drug (IND) applications for new stem cell drugs have achieved significant progress, with the clinical trial applications for four cell drugs accepted by the NMPA. Among these, two cell therapy drugs have obtained implied permission for clinical trials and have been designated as key products by Guangdong-Hong Kong-Macao Greater Bay Area Center for Drug Evaluation and Inspection of the NMPA, which will significantly accelerate regulatory approval and marketing process. In terms of technology, Wingor Bio’s patents for blood preservation solution and its preparation method and application, preparation method of human umbilical cord mesenchymal stem cells, preparation method and application of mesenchymal stem cells, a dental pulp mesenchymal stem cell culture method, and a monitoring method and system for AI-assisted automated equipment have been authorised by the China National Intellectual Property Administration (CNIPA). In addition, Wingor Bio’s “Drug Conjugate Delivery Platform Construction Project Based on Extracellular Vesicles” has received support from Shenzhen government as it falls within strategic emerging industries. Regarding participation in policy formulation, Wingor Bio, as a principal drafting unit, contributed to the drafting of the “Clinical Application Guide for Human Umbilical Cord Mesenchymal Stem Cells in the Treatment of Knee Osteoarthritis” (T/ZGCIT 015-2024) and the group standard for “Soft Agar Colony Formation Assay”, both of which were released in 2025. Further, Wingor Bio has initiated clinical collaborations with multiple medical institutions, including the Affiliated Hospital of Guilin Medical University, the First People’s Hospital of Changzhou, Zhongda Hospital Southeast University, and Shenzhen University General Hospital, to accelerate the translation of scientific and technological findings into clinical applications.

Wingor Bio achieved several significant milestones in 2025. In March 2025, Wingor Bio was granted invention patents by the CNIPA for “an electrotransfection buffer and its application in peptide loading into exosomes” and “a method for culturing human decidual mesenchymal stem cells and its application.” Also in March, Wingor Bio was elected as a Vice President Unit of the Shenzhen Biological Medicine Promotion Association, contributing to the standardization and high-quality development of the supply chain. In July 2025, Wingor Bio disclosed interim positive results from the clinical trial of “Human Umbilical Cord Mesenchymal Stem Cell Injection (R&D Code: WG103)” for the treatment of acute ischemic stroke (AIS), initiating a Phase II clinical trial in the same month. On 8 August 2025, Wingor Bio was granted an invention patent by the CNIPA for “an AI-based method and system for monitoring cell culture.” Also in August 2025, Wingor Bio achieved a milestone in its commercial financing efforts, securing tens of millions of RMB in market-based funding. In October 2025, the 9th Asia Cell & Gene Therapy Innovation Summit was held in Shenzhen, where Wingor Bio showcased its cutting-edge research findings in a special presentation and won three major awards. In November 2025, Wingor Bio was granted an invention patent by the CNIPA for “an adaptive cell thawing method and system based on multi-parameter feedback.”

Mei Ai Kang has also had several achievements since its inception. In 2022, it cooperated with the Fifth Medical Centre of the General Hospital of the Chinese People’s Liberation Army, the Fourth People’s Hospital of Nanning, Shanghai Public Health Clinical Centre and Yunnan Provincial Infectious Disease Hospital to conduct clinical studies. Overcoming the adverse impacts of the COVID-19 pandemic, Mei Ai Kang completed enrollment of 17 cases and refined the clinical trial protocol by optimizing the clinical trial process. Mei Ai Kang is currently applying for a relevant patent cluster related to the project’s core technology, and a patent for a self-transfusion injector has been approved. Meanwhile, its related patents for cell processing are currently in the process of application review. As of April 2025, a total of 132 clinical experiments have been completed, with data indicating significant therapeutic efficacy.

In terms of downstream products and services as well as high-end health management, the Group’s Shenzhen and Nanjing clinics offer international-standard, high-end health management services grounded in the principles of functional medicine. Backed by an experienced professional team, these clinics have cultivated a loyal client base. During the Reporting Period, the clinics operated steadily while continuously optimising management systems, improving service quality, and expanding new customer segments.

With the continuous introduction of relevant policies and regulations for the cell industry in China, and the gradual increase in cell and gene therapy clinical research conducted domestically over years, the demand for the industrialisation and clinical application of related products is also getting higher and higher. Although the development model and regulatory policies of the industry are not entirely clear, the huge potential of the cell industry in the field of disease treatment is undeniable, and considerable market demand remains to be unlocked. The Group will continue to deepen its presence in the field of cell therapy R&D and its application, and explore the commercialisation pathways for cell therapy products, so as to achieve synergies between the health management business and other segments.

Healthcare-related Business Segment – Skin Health Management Business

In recent years, the growing pursuit of beauty has ushered in an appearance-focused era, giving rise to various related emerging consumption scenarios. Non-invasive aesthetic treatments, with their affordability, noticeable results, and short recovery periods, fully address contemporary beauty aspirations. While achieving rapid market penetration, they deliver premium services and experiences to users. With that in mind, leveraging on its advantages in product R&D, medical care team, operation management, brand and channel for skin health management, the Group launched “Jixiaojian” (肌小簡), a curated brand combining medical aesthetics and skincare in the second half of 2021.

The Jixiaojian brand pioneers a cross-sector integration of aesthetic medicine and efficacy-focused skincare. Guided by the philosophy of “Extreme Professionalism, Maximum Efficacy, Zero Gimmicks”, it champions innovation in skincare technology and introduces a new concept of intelligent skincare. By seamlessly combining the “treatment” aspect of aesthetic procedures with the “prevention” function of skincare products, Jixiaojian offers a curated “60% non-invasive aesthetic treatments + 40% simplified yet highly effective skincare” regimen – delivering an integrated, cost-effective holistic skincare solution for users. The Group has also established close partnerships with internationally renowned raw material suppliers DSM and Ashland, and successively launched multiple product lines under the brand of Jixiaojian, including comprehensive photoelectric repair series, medical-grade dressing series, and exosome-based premium anti-aging series. On the offline front, Jixiaojian has partnered with the prominent medical aesthetics chain group BeauCare Clinics (聯合麗格). Meanwhile, Jixiaojian has secured collaborations with some top-tier livestreamers on Taobao, Douyin, and Xiaohongshu online.

The Jixiaojian medical aesthetics clinic has been in operation for years. Its signature “Jixiaojian × Super Photon” exclusive treatment, built upon the Jixiaojian photoelectric repair series, offers an integrated skincare solution covering the entire pre-, intra-, and post-treatment process for super photon medical aesthetics procedures. This approach has garnered widespread recognition and recommendations from clients. In terms of aesthetic medical devices, the Group has established a strategic partnership with Lumenis, a globally renowned leader in laser aesthetics, becoming its clinical demonstration base. The Group has also collaborated with Peninsula Medical (半島), a prominent brand in medical equipment, to create the Bandaio Soothing Treatment Device Project (半島舒敏治療儀特色項目), dubbed the “Golden Partner for Light Medical Aesthetics (輕醫美黃金搭檔).” On the R&D front, the Group has forged a close partnership with Shinehigh Innovation (深圳杉海創新), which possesses a CNAS-accredited testing laboratory, to establish a supramolecular laboratory dedicated to developing skincare product lines centred on supramolecular technology. The Group has also successfully partnered with Jland Biotech, the world’s largest producer of recombinant collagen, to establish a strategic partnership in the field of recombinant collagen.

The Group will continue to increase its investment in skin health management. Adhering to a professional and efficient business philosophy and maintaining a customer-centric focus, the Group will persistently drive the effective enhancement of product and service capabilities and strive to build a leading scientific skincare brand that integrates online and offline channels and combines medical aesthetics with effective skincare. The Group aims to leverage this skincare revolution – driven by generational shifts, evolving consumer awareness, and technological advancements – to transform the skincare habits of a generation and reshape the landscape of the skincare industry.

Overseas Business

The Group proactively implemented its international business strategies and established localised management teams to expand overseas business. In terms of its European business, as early as 2019, the Group established a subsidiary in Switzerland and organised a local professional team to tap into the European market. In 2021, AlpReleaf, a premium CBD health and wellness brand independently developed and produced in Switzerland, was officially launched across Europe. Centred on high-quality CBD as its scientific core and dedicated to enhancing users' quality of life, AlpReleaf has introduced multiple product lines targeting relaxation, sleep support, and muscle soreness relief. The brand has obtained official certification from the European Union and the United Kingdom, granting it market access across 22 European countries. Leveraging its European local team and established sales network, the Group believes that these strategic initiatives can maximise the advantages of the Swiss brand, facilitating its sustained success in an ever-changing market environment.

For the business in Australia, a boutique townhouse project located in Yarrabend, Australia was developed and wholly-owned by the Group, in collaboration with Level 10 Pty Ltd., a leading construction company in Australia, and Rothelowman, a renowned design firm. Situated along the Yarra River in Melbourne, one of the world's most liveable cities, the project benefits from excellent surrounding amenities and convenient transportation links. Since its initial launch in 2022, sales work and subsequent construction have been progressing steadily.

As at the end of the Reporting Period, the Group's overseas business had been growing steadily. The Group will further strengthen its international strategic presence, accelerate the expansion of its global business, deepen its brand building, and intensify channel development efforts. This will enable the Group to expand and enhance its overseas operations, thereby generating sustained internal momentum for the Group's development.

PROSPECTS

The past year marked the conclusion of the 14th Five-Year Plan period and held significant importance in China's modernisation journey. Navigating the profound and complex shifts in both domestic and international landscapes, China's economy pressed forward with resilience, pursuing quality growth through innovation and laying a solid foundation for the new journey towards the second centenary goal. For the Group, in terms of assets, as at 31 December 2025, it had net current assets of approximately HK\$654.2 million. In terms of operations, the Group remained focused on the healthcare sector, continuously refining its skin health management products and business model while actively expanding sales channels and strengthening collaborations to solidify its business fundamentals. Furthermore, the Group will explore any promising business opportunities offering stable cash flows or high growth potential. Concurrently, the Group's overseas operations have steadily expanded in scale, with distribution channels broadening and brand development continuously refined. Looking ahead, the Group approaches the future with confidence and anticipation. Building upon its long-established strengths in professional expertise, brand reputation, and channel networks, the Group will enhance internal governance, proactively embrace transformative opportunities, and advance with steady strides to pioneer new horizons, driving sustained business growth and generating greater value for society.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Below is a summary of the financial information of the Group:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	36,518	50,676
Gross profit	22,631	28,905
Gross profit margin	62.0%	57.0%
Other income and gains, net	25,419	53,339
Total operating expenses (<i>Note</i>)	31,172	31,600
Finance costs	9,290	10,294
Profit before tax	30,537	45,401
Profit after tax	37,998	32,045
Profit attributable to owners of the Company	37,983	32,480

Note: Total operating expenses included (i) selling and distribution expenses; and (ii) administrative expenses.

Revenue

Revenue for the year ended 31 December 2025 was approximately HK\$36.5 million (2024: HK\$50.7 million), mainly generated by (i) healthcare-related business; (ii) trading business; and (iii) property-related business.

Revenue decreased by approximately 28.0% from approximately HK\$50.7 million for the year ended 31 December 2024 to approximately HK\$36.5 million for the year ended 31 December 2025. The decrease in revenue of approximately HK\$14.2 million was mainly due to (i) a decrease in sale of construction materials of approximately HK\$10.5 million; (ii) a decrease in healthcare management service income of approximately HK\$3.2 million; and (iii) a decrease in provision of aesthetic medical services of approximately HK\$2.2 million, as a result of adverse market condition.

Gross Profit and Gross Profit Margin

The Group's gross profit for the year ended 31 December 2025 was approximately HK\$22.6 million (2024: approximately HK\$28.9 million), representing a decrease of approximately 21.8% as compared to that for the year ended 31 December 2024. The gross profit margin for the year ended 31 December 2025 increased to approximately 62.0% from approximately 57.0% for the year ended 31 December 2024.

The decrease in gross profit of approximately HK\$6.3 million was mainly due to (i) a decrease in gross profit of the healthcare-related business of HK\$7.7 million, mainly resulting from a decrease in provision of aesthetic medical services; and such decrease was partially offset by (ii) an increase in gross profit of the property-related business of HK\$2.0 million, mainly resulting from an increase in rental income.

On the other hand, the increase in gross profit margin was mainly due to a decrease in the proportion of the revenue derived from the trading business to the Group's total revenue for the year ended 31 December 2025 as compared to that for the year ended 31 December 2024, as the trading business has a lower gross profit margin as compared to that of other business segments of the Group.

Other Income and Gains, Net

Other income and gains, net for the year ended 31 December 2025 was approximately HK\$25.4 million (2024: approximately HK\$53.3 million), representing a decrease of approximately HK\$27.9 million or approximately 52.3% as compared to that for the year ended 31 December 2024. Such decrease was mainly due to (i) an increase in fair value loss on investments at FVTPL of approximately HK\$12.8 million as a result of the decrease in revenue from and loss of equity-invested entities; such decrease was partially offset by (ii) a positive financial impact arising from foreign exchange gain, which increased from approximately HK\$4.0 million for the year ended 31 December 2024 to approximately HK\$8.3 million for the year ended 31 December 2025; and (iii) the interest income increased from approximately HK\$22.0 million for the year ended 31 December 2024 to approximately HK\$29.3 million for the year ended 31 December 2025.

Total Operating Expenses

Total operating expenses for the year ended 31 December 2025 were approximately HK\$31.2 million (2024: approximately HK\$31.6 million), representing a decrease of approximately HK\$0.4 million or approximately 1.3% as compared to that for the year ended 31 December 2024. Such decrease was mainly due to a decrease in commission expenses for the pre-sale of residential property development project in Australia and rental expenses of approximately HK\$0.4 million.

Finance Costs

Finance costs for the year ended 31 December 2025 were approximately HK\$9.3 million (2024: approximately HK\$10.3 million), representing a decrease of approximately HK\$1.0 million or approximately 9.7% as compared to that for the year ended 31 December 2024. Such decrease was mainly due to a decrease in interest on bank loans of approximately HK\$1.0 million, primarily resulting from a decrease in the interest rate of bank borrowings in PRC during the year ended 31 December 2025 as compared to that for the year ended 31 December 2024.

Profit After Tax

Profit after tax for the year ended 31 December 2025 was approximately HK\$38.0 million (2024: HK\$32.0 million), representing an increase of approximately HK\$6.0 million or approximately 18.8% as compared to that for the year ended 31 December 2024. Such increase was mainly due to:

- (i) an increase in revenue from and profit of property-related business of the Group as a result of an increase in rental income from approximately HK\$17.2 million for the year ended 31 December 2024 to approximately HK\$19.2 million for the year ended 31 December 2025;
- (ii) the interest income increased from approximately HK\$22.0 million for the year ended 31 December 2024 to approximately HK\$29.3 million for the year ended 31 December 2025;
- (iii) gains on partial and deemed disposal of investment in a joint venture of approximately HK\$8.3 million; and
- (iv) a decrease in impairment loss of assets of approximately HK\$19.4 million.

Such increase was partially offset by an unfavourable financial impact arising from movements of fair value changes on investments at FVTPL, which changed from a fair value gain on investments at FVTPL of approximately HK\$20.2 million for the year ended 31 December 2024 to a fair value loss on investments at FVTPL of approximately HK\$12.8 million for the year ended 31 December 2025, and a decrease in fair value gains on investment properties of approximately HK\$2.1 million.

BUSINESS REVIEW

Healthcare-related Business

The revenue derived from the healthcare-related business for the year ended 31 December 2025 was approximately HK\$16.1 million, representing a decrease of approximately 17.9% as compared to approximately HK\$19.6 million for the year ended 31 December 2024. The loss derived from this segment for the year ended 31 December 2025 was approximately HK\$4.2 million, representing a decrease of approximately 78.2% as compared to approximately HK\$19.3 million for the year ended 31 December 2024. Such decrease was mainly due to (i) a favourable financial impact arising from movements of loss allowance for trade and other receivables, which changed from an impairment loss of approximately HK\$1.6 million for the year ended 31 December 2024 to reversal of impairment loss of approximately HK\$2.5 million for the year ended 31 December 2025, and (ii) no impairment loss of goodwill recorded for the year ended 31 December 2025, as compared to a significant decrease in the impairment loss of goodwill approximately HK\$18.5 million for the year ended 31 December 2024. Such changes were partially offset by a decrease in gross profit of approximately HK\$7.7 million, primarily resulting from a decrease in the healthcare management service income and aesthetic medical service income.

Trading Business

The revenue derived from the trading business for the year ended 31 December 2025 was approximately HK\$1.2 million, representing a decrease of approximately 91.3% as compared to approximately HK\$13.8 million for the year ended 31 December 2024. The result for this segment changed from a profit of approximately HK\$7.2 million for the year ended 31 December 2024 to a loss of approximately HK\$4.3 million for the year ended 31 December 2025. Such change was mainly due to an unfavourable financial impact arising from movements of loss allowance for trade and other receivables, which changed from a reversal of impairment loss of approximately HK\$6.7 million for the year ended 31 December 2024 to an impairment loss of approximately HK\$4.0 million for the year ended 31 December 2025.

Property-related Business

The revenue derived from the property-related business for the year ended 31 December 2025 was approximately HK\$19.2 million, representing an increase of approximately 11.6% as compared to approximately HK\$17.2 million for the year ended 31 December 2024.

The profit derived from this segment for the year ended 31 December 2025 was approximately HK\$31.8 million, representing a decrease of approximately 19.7% as compared to approximately HK\$39.6 million for the year ended 31 December 2024, which was mainly due to (i) a decrease in other income and gains, net of approximately HK\$6.3 million mainly resulting from a decrease in compensation from construction contract; and (ii) a decrease in fair value gains on investment properties of HK\$2.1 million.

The Group has a 100% interest in a residential development project located at Lot A & B, 626 Heidelberg Road, Alphington, VIC, 3078, Australia. The project covers a total site area of approximately 11,488 sq.m.. Advantageously located just 6.5 kilometres from Melbourne's central business district, the site provides a gross floor area of approximately 18,752 sq.m. to be developed into 109 residential units of townhouses.

As at 31 December 2025, the project was still in progress. As at the date of this announcement, the project's civil works have already been completed. The pre-sale of part of the project commenced in November 2022, which is expected to rapidly realise the value of the land reserve, deliver business growth for the Group and boost the Group's brand value.

Equity Investment Business

The result for this segment changed from a gain of approximately HK\$15.6 million for the year ended 31 December 2024 to a loss of approximately HK\$9.7 million for the year ended 31 December 2025. Such change was mainly due to an unfavourable financial impact arising from movements of fair value changes on investments at FVTPL, which changed from a fair value gain on investments at FVTPL of approximately HK\$20.2 million for the year ended 31 December 2024 to a fair value loss on investments at FVTPL of approximately HK\$12.8 million for the year ended 31 December 2025. Such changes were partially offset by gains on partial and deemed disposal of investment in a joint venture of approximately HK\$8.2 million.

REVIEW OF FINANCIAL POSITION

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Non-current Assets		
Investment properties	663,388	610,292
Investments at FVTPL	35,970	47,023
Investments in a joint venture	46,407	49,889
Investments in associates	4,011	4,907
Prepayments, loans and other receivables	6,785	226,571
Equity investments at FVTOCI	8,499	6,122
Others	34,759	35,552
	<hr/>	<hr/>
Total Non-current Assets	799,819	980,356
	<hr/>	<hr/>
Current Assets		
Bank and cash balances	13,079	29,944
Properties held for sale under development	373,072	255,086
Prepayments, loans and other receivables	605,198	367,612
Trade receivables	16,099	27,241
Restricted bank deposit	7,105	6,550
Others	1,214	1,862
	<hr/>	<hr/>
Total Current Assets	1,015,767	688,295
	<hr/>	<hr/>
Total Assets	1,815,586	1,668,651
	<hr/>	<hr/>
Liabilities		
Bank borrowings	380,395	301,821
Deferred tax liabilities	96,484	89,494
Accruals and other payables	41,217	36,555
Contract liabilities	33,362	21,838
Others	15,885	17,579
	<hr/>	<hr/>
Total Liabilities	567,343	467,287
	<hr/>	<hr/>
Net Assets	<u>1,248,243</u>	<u>1,201,364</u>

Non-current assets of the Group as at 31 December 2025 were approximately HK\$799.8 million (2024: approximately HK\$980.4 million), representing a decrease of approximately HK\$180.6 million, which was mainly due to (i) a decrease in prepayments, loans and other receivables of approximately HK\$219.8 million; (ii) a decrease in investment in joint ventures of approximately HK\$3.5 million; and (iii) a decrease in equity investments at FVTPL of approximately HK\$11.0 million. Such decreases were partially offset by an increase in investment properties of approximately HK\$53.1 million.

Current assets were approximately HK\$1,015.8 million (2024: approximately HK\$688.3 million), representing an increase of approximately HK\$327.5 million, which was mainly due to (i) an increase in land held for development of approximately HK\$118.0 million; and (ii) an increase in prepayments, loans and other receivables of approximately HK\$237.6 million. Such increases were partially offset by (i) a decrease in bank and cash balances of approximately HK\$16.8 million; and (ii) a decrease in trade receivables of approximately HK\$11.1 million.

As at 31 December 2025, the Group's total liabilities were approximately HK\$567.3 million (2024: approximately HK\$467.3 million), representing an increase of approximately HK\$100.0 million mainly due to (i) an increase in contract liabilities of approximately HK\$11.6 million; (ii) an increase in deferred tax liabilities of approximately HK\$7 million; (iii) an increase in other payables and accrued expenses of approximately HK\$4.6 million; and (iv) an increase in bank borrowings of approximately HK\$78.6 million as compared to the year ended 31 December 2024.

NET ASSET VALUE

As at 31 December 2025, the Group's total net assets amounted to approximately HK\$1,248.2 million (2024: approximately HK\$1,201.4 million), representing an increase of approximately HK\$46.8 million, mainly due to (i) the exchange gains arising from the translation of foreign operations of approximately HK\$45.5 million; and (ii) the profit recorded for the year ended 31 December 2025 of approximately HK\$38.0 million. Such increases were partially offset by (i) the payment of dividend of approximately HK\$22.5 million during the year ended 31 December 2025; (ii) the fair value losses of equity investments at FVTOCI, net of HK\$5.8 million; and (iii) the repurchases of shares of approximately HK\$8.9 million.

LIQUIDITY AND FINANCIAL RESOURCES

	2025	2024
	HK\$'000	HK\$'000
Net cash (used in)/generated from operating activities	(50,019)	185,996
Net cash generated from/(used in) investing activities	14,636	(253,977)
Net cash generated from/(used in) financing activities	18,072	(6,390)
Net decrease in cash and cash equivalents	(17,311)	(74,371)
Effect of foreign exchange rate changes	446	(1,994)
Cash and cash equivalents as at 1 January	29,944	106,309
Cash and cash equivalents as at 31 December	13,079	29,944

As at 31 December 2025, the total cash and cash equivalents of the Group were approximately HK\$13.1 million (2024: approximately HK\$29.9 million), of which approximately 49.4% was denominated in HKD, approximately 39.1% was denominated in RMB, approximately 10.3% was denominated in AUD, approximately 0.6% was denominated in CHF, approximately 0.4% was denominated in EUR and approximately 0.2% was denominated in USD (2024: approximately 85.2% was denominated in AUD, approximately 7.9% was denominated in RMB, approximately 4.8% was denominated in HKD, approximately 1.4% was denominated in EUR, approximately 0.6% was denominated in CHF and approximately 0.1% was denominated in USD).

Net cash used in operating activities for the year ended 31 December 2025 was approximately HK\$50.0 million, which was mainly the net cash used in the Group's daily operation during the year ended 31 December 2025.

Net cash generated from investing activities was approximately HK\$14.6 million, which was mainly attributable to (i) the receipt of repayment of short-term interest-bearing loans advanced to certain independent third parties of approximately HK\$65.2 million; (ii) the receipt of repayment of interest bearing revolving loan advanced to a related party of approximately HK\$13.8 million; (iii) proceeds received from partial disposal of investment in a joint venture of HK\$9.9 million; (iv) proceeds received from sales of investment properties of approximately HK\$3.7 million; and (v) the deposit received from disposal of investment properties of HK\$6.9 million. Such increase was partially offset by the short-term interest-bearing loans advanced to certain independent third parties of approximately HK\$84.7 million.

Net cash generated from financing activities was approximately HK\$18.1 million, which mainly represented a net amount of (i) proceeds received from new bank borrowings of approximately HK\$137.0 million; (ii) repayment of bank borrowings of approximately HK\$77.9 million; (iii) payment of loan interest of approximately HK\$9.2 million; (iv) repurchase of shares of approximately HK\$8.9 million; and (v) payment of dividend of approximately HK\$22.5 million.

As at 31 December 2025, the total bank borrowings of the Group were approximately HK\$380.4 million (2024: approximately HK\$301.8 million), which are mainly used as working capital of the Group. The Group had no unutilised banking facilities as at 31 December 2025 and 2024.

The following table illustrates the composition of the Group's bank borrowings:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Floating rate RMB bank loan	57,663	74,834
Floating rate AUD bank loan	185,133	90,123
Fixed rate RMB bank loan	137,599	136,864
	<u>380,395</u>	<u>301,821</u>

The following table illustrates the maturity profile of the Group's bank borrowings:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Within one year	271,317	83,176
In the second year	33,429	120,969
In the third to fifth years, inclusive	51,281	66,983
Beyond five years	24,368	30,693
	<u>380,395</u>	<u>301,821</u>

Based on the Group's steady cash flow, coupled with sufficient bank and cash balances, the Group has adequate liquidity and financial resources to meet its future capital expenditures, daily operations and working capital requirements in the next financial year.

CAPITAL STRUCTURE OF THE GROUP

The capital structure of the Group consists of equity attributable to owners of the Company (i.e. issued share capital and reserves).

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year ended 31 December 2025. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

GEARING RATIO

The Group's gearing ratio, expressed as the percentage of net debt (includes bank borrowings, trade payables, contract liabilities, accruals and other payables and amounts due to related parties, less bank and cash balances and restricted bank deposit) over the sum of equity attributable to owners of the Company and net debt, was approximately 26.4% (2024: approximately 21.6%).

As at 31 December 2025, the Group had a net debt of approximately HK\$447.1 million (2024: approximately HK\$331.1 million), while the equity attributable to owners of the Company amounted to approximately HK\$1,248.5 million (2024: approximately HK\$1,201.6 million).

CAPITAL EXPENDITURE

During the year ended 31 December 2025, the expenditure on purchasing property, plant and equipment amounted to approximately HK\$583,000 (2024: approximately HK\$132,000).

CAPITAL COMMITMENTS

As at 31 December 2025 and 2024, the Group had capital commitments of approximately HK\$22.9 million (2024: approximately HK\$96.2 million) in respect of capital contribution payable to associates and construction costs commitments for properties held for sale under development (2024: capital contribution payable to associates and construction costs commitments for properties held for sale under development), which are contracted but not provided for in the consolidated financial statements.

CHARGES ON GROUP ASSETS

The following table sets forth the net book value of assets under pledges for certain banking facilities as at the dates indicated:

	31 December	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Investment properties	500,743	452,969
Properties held for sale under development	197,266	181,850
Restricted bank deposit	7,105	6,550
	<u>705,114</u>	<u>641,369</u>

CONTINGENT LIABILITIES

As at 31 December 2025 and 2024, the Group did not have any significant contingent liabilities.

GENERAL DESCRIPTION OF THE GROUP'S INVESTMENT STRATEGIES

The Group continues to believe in the substantial potential of the healthcare industry. The Group adheres to the corporate vision of “using technology and expertise to serve more people’s health and beauty needs”. Therefore, the Group manages its investment portfolio with an objective to capture market opportunities in the healthcare industry.

On the other hand, the Group allocates certain resources to various investments in order to maximise the return.

MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this announcement, there was no material acquisition or disposal of subsidiaries, associates and joint ventures during the year ended 31 December 2025.

MATERIAL LENDING TRANSACTIONS

Business model and credit risk assessment policy

In order to increase the rate of return of the Group's cash and cash equivalents which can improve the investment income and the profits of the Group, the Group provided short-term interest-bearing loans and long-term interest-bearing revolving facility to its customers and a related party.

Through the business and social networks of the management of the Company, the Group identifies potential customers, which are corporate customers and individual customers. The Group has established strict credit risk management and internal control procedures to regulate its lending transactions and only provides loans to customers with good credit standing and satisfactory results of operation as well as those in need of short-term financing. The credit risk management and internal control procedures mainly consist of the following stages, namely (i) due diligence and credit risk assessment of customers; (ii) assessment and approval processes; and (iii) post-loan monitoring and loan recovery:

(i) Due Diligence and Credit Risk Assessment of Customers

The Corporate Treasury Department assesses the background and reputation of any new customers by taking into account the new customer's financial condition, the purpose of borrowing, ultimate beneficial owners' and shareholders' background and business reputation, etc. The Corporate Treasury Department also conducts due diligence, credit verification and repayment ability assessment on new customers. The Corporate Treasury Department researches and analyses customers' background information, including but not limited to their operating history, shareholders, ultimate beneficial owners, financial information, income proofs, bank statements, tax returns, independent professional credit reports, operational risks, legal risks, online media investigation reports, industry reports, etc.

(ii) Assessment and Approval Processes

The Corporate Treasury Department would perform credit assessment and review of the loan applications as well as determine the loan terms (having taken into consideration factors such as the credit risks of the customers, their recoverability, the financing cost of the Group and the prevailing market interest rates, etc). The financial controller of the Group would review the relevant assessment reports and loan terms, and then report to Ms. Zhou Wen Chuan, our Chief Executive Officer and Executive Director. Ms. Zhou Wen Chuan will be responsible for the approval of loans in relatively small amounts.

If the potential loans are of larger amounts (i.e. by assessment of size tests under Chapter 14 of the Listing Rules, may constitute a disclosable transaction or above), in which case, such potential loans will be reported by Ms. Zhou Wen Chuan and she will elaborate to the Board such potential loans in contemplation and her recommendations therewith for discussion and approval, the Directors (including the Independent Non-Executive Directors) will then consider whether such loans are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole. The requirements of reporting, announcement, circular and shareholders' approval under Chapter 14 of the Listing Rules will then be fulfilled (if applicable).

Moreover, for any potential loans which may involve connected person(s) as defined under Chapter 14A of the Listing Rules, such loans will be reported to the Board immediately for assessment with respect to size tests and assessments by the Board as elaborated above. The requirements of reporting, announcement, circular, independent financial advice and independent shareholders' approval under Chapter 14A of the Listing Rules will then be fulfilled (if applicable).

(iii) Post-loan Monitoring and Loan Recovery

The Corporate Treasury Department would conduct regular review and carry out follow-up actions (on a monthly and continuing basis) in respect of overdue amounts to minimise the Group's exposure to credit risk and follow up closely with its customers as to the deadlines for payment of interest on the loans. Ageing analysis of the debtors is prepared on a monthly basis and is closely monitored to minimise any credit risk associated with these debtors. The Corporate Treasury Department will report the status of the loan portfolio to Ms. Zhou Wen Chuan on a monthly basis, such that Ms. Zhou Wen Chuan may closely monitor the loan portfolio to oversee the credit risk. Ms. Zhou Wen Chuan would report to the Board and discuss actions to be taken in case of any abnormal situations.

The Corporate Treasury Department has standard procedures for dealing with default in payment. In case there are any minor defaults, the Corporate Treasury Department will send reminder and/or demand letters to its customers. In case the default on loans persists, the collection procedure will commence and the Corporate Treasury Department will engage lawyers in advising on the recovery of the loan, and take appropriate enforcement action for overdue loans.

Major terms of loan receivables

Details of outstanding loan receivables as at 31 December 2025 are as follows:

Customers	Maturity date	Security pledged or guarantee obtained	Interest rate per annum	As at 31 December 2025	
				Carrying amount <i>HK\$'000</i>	Approximate percentage of total outstanding loan receivables
U-light Energy	On or before 31 December 2026 <i>(Note 1)</i>	Personal guarantee from Mr. Zhou Xuzhou	one-year LPR plus 3.05%	221,780	45.1%
<i>Other Borrowers (Note 2)</i>					
Borrower A	On or before 30 June 2026	Nil	3.0%	11,089	2.3%
Borrower B	On or before 30 June 2026	Nil	6.0%	39,920	8.1%
Borrower C	On or before 31 December 2026	Nil	4.5%	37,703	7.7%
Borrower D	On or before 31 May 2026	Nil	8.0%	11,089	2.3%
Borrower E	On or before 30 June 2026	Nil	8.0%	11,089	2.3%
Borrower F	On or before 30 June 2026	Nil	8.0%	16,634	3.3%
Borrower G	On or before 30 June 2026	Nil	6.0%	44,356	9.0%
Borrower H	On or before 30 June 2026	Nil	8.0%	11,089	2.3%
Borrower I	On or before 30 March 2026	Nil	5.0%	44,356	9.0%
Borrower J	On or before 03 November 2026	Nil	5.3%	42,138	8.6%
				269,463	54.9%
				491,243	100%

Notes:

1. On 27 November 2023, the Company and U-light Energy entered into the Facility Agreement, pursuant to which the Company agreed, by itself or through its designated lending subsidiary(ies), to grant to U-light Energy a revolving loan facility up to a maximum of RMB200,000,000 at an interest rate of one-year LPR plus 3.05% per annum for the Drawdown Period. On the same date, Mr. Zhou Xuzhou (as guarantor) executed a deed of guarantee to provide the personal guarantee in favour of the Company to secure U-light Energy's repayment obligations under the Facility Agreement. The transaction has been approved by the shareholders of the Company at the SGM on 31 January 2024. Further details are set out in the announcement of the Company dated 27 November 2023 and the circular of the Company dated 17 January 2024.
2. As at 31 December 2025, the total outstanding loan receivables was HK\$269,463,000 from the 10 borrowers. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the above borrowers was independent of and not connected with each other when entering into the above transactions.

Impairment and write-off of loan receivables

The Group has recognised a loss allowance of approximately HK\$1,196,000 for the year ended 31 December 2025 (2024: HK\$1,104,000), which was arrived at on the basis of a valuation carried out by Roma Appraisals Limited, an independent professional valuer. The loss allowance was determined by using expected credit losses defined in Hong Kong Financial Reporting Standard – probability of default method. There was no write-off for loan receivables for the year ended 31 December 2025 (2024: Nil).

SIGNIFICANT INVESTMENTS HELD

As at 31 December 2025, the investment portfolio of the Group amounted to approximately HK\$95.2 million (2024: approximately HK\$108.1 million) as recorded in the consolidated statement of financial position under various categories, including:

- investments in associates and a joint venture, which are accounted for by using the equity method;
- equity investments at FVTOCI;
- investments at FVTPL; and
- derivative financial assets.

There was no single investment in the Group's investment portfolio that was considered a significant investment, given that none of the investments had a carrying amount accounting for more than 5% of the Group's audited total assets as at 31 December 2025.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the section “Capital Commitments” above, there were no other future plans authorised by the Board for material investments or acquisitions of capital assets as at 31 December 2025.

The Group will finance the future acquisitions through internally generated funds and other funding activities, including but not limited to bank borrowing.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGE

The revenue, expenses and monetary assets and liabilities of the Group are mainly denominated in RMB, HKD, EUR, CHF and AUD.

The Group did not enter into any foreign currency forward contract during the year ended 31 December 2025. As at 31 December 2025 and 2024, the Group did not have any unrealised gain or loss in respect of the foreign currency forward contracts.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2025, the Group had approximately 42 employees (2024: 46 employees). Staff costs (including Directors’ emoluments) charged to profit or loss amounted to approximately HK\$12.5 million (2024: approximately HK\$13.7 million) for the year ended 31 December 2025.

The Group’s remuneration policies are in line with prevailing market practices and formulated on the basis of the performance and experience of individual employees (including Directors). Apart from base salaries, other staff benefits included pension and medical schemes. The remuneration policies and remuneration packages of the Directors and members of the senior management of the Group are reviewed by the Remuneration Committee.

The Company adopted the 2019 Share Option Scheme pursuant to which eligible persons may be granted options to subscribe for the shares of the Company.

The Company believes that the ability to recruit and retain experienced and skilled labour is crucial to the Group’s growth and development. The Group provides training to its new employees to familiarise them with the working environment and work culture. The Group also provides on-the-job training to the employees, which aims at developing their skills so as to meet the strategic goals and customer requirements. In addition to providing the Group’s staff with the opportunities to receive on-the-job trainings, the Group strives to create a harmonious and warm working and living environment for the staff.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

On 8 January 2026, the Company as purchaser entered into an equity interest transfer agreement with U-Home Group Company Limited, a company established in the PRC with limited liability controlled by Mr. Zhou Xuzhou, and an independent third party as Vendors, pursuant to which, the Company agreed to acquire, and Vendors agreed to sell, the entire equity interest in an entity established in the PRC (the “**Acquisition**”) at an aggregate consideration of RMB124,767,000. On the same date, Mr. Zhou Xuzhou (as guarantor) executed a deed of guarantee to provide the Personal Guarantee in favour of the Company to secure the Vendors’ obligations under the equity interest transfer agreement.

As at the reporting date, the Acquisition has not yet been completed. The completion shall take place on the completion date following the fulfillment of the conditions precedent under the equity interest transfer agreement, including, but not limited to, the approval of shareholders at the SGM of the Company, which will be held on 21 April 2026.

FINAL DIVIDEND

The Directors have resolved to recommend the payment of a final dividend of HK0.4 cents per Share for the year ended 31 December 2025 (2024: HK0.4 cents).

Subject to the approval of shareholders at the 2026 AGM, the final dividend will be payable on Friday, 28 August 2026 to shareholders whose names appear on the register of members of the Company on Wednesday, 5 August 2026.

CLOSURE OF REGISTER OF MEMBERS TO ASCERTAIN SHAREHOLDERS' ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING

The register of members of the Company for the 2026 AGM will be closed from Monday, 22 June 2026, to Friday, 26 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance at the 2026 AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 18 June 2026.

Subject to the approval of shareholders at the 2026 AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Wednesday, 5 August 2026 and the register of members of the Company will be closed from Tuesday, 4 August 2026 to Wednesday, 5 August 2026, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be entitled to the proposed final dividend, completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 3 August 2026.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY OR SALE OF TREASURY SHARES

During the year ended 31 December 2025, the Company repurchased a total of 29,706,000 shares on the Stock Exchange at an aggregate consideration (before expenses) of HK\$8,847,264. As at 31 December 2025, 29,706,000 Shares repurchased are not cancelled and have been held by the Company as Treasury Shares. Subsequent to the Reporting Period and as at the date of this announcement, the Company had no present intention to use or sell the Treasury Shares, save and except for its intention to use the Treasury Shares to satisfy any share awards to be granted under the 2026 share award scheme proposed to be adopted in the SGM. The Directors believe that the repurchases of shares would lead to an enhancement of the net assets value per share and/or earnings per share.

Save as disclosed above, during the Reporting Period and up to the date of this announcement, neither the Company nor its subsidiaries had purchased, sold or redeemed any of the securities of the Company listed on the Stock Exchange, nor sold any Treasury Shares of the Company.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board considers that good corporate governance practices are crucial to the effective management of the Group. The Company is committed to the transparency, accountability and independence highlighted by the principles of the code provisions in the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Listing Rules to protect the rights of shareholders and stakeholders, enhance shareholder value and ensure proper management of corporate assets.

The Board is of the opinion that during the financial year ended 31 December 2025, the Company had adopted the principles and complied with all the applicable code provisions of the Part 2 of the CG Code as set out in Appendix C1 to the Listing Rules.

COMPLIANCE WITH THE MODEL CODE OF THE LISTING RULES

The Company has adopted the Model Code contained in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. After specific enquiries made by the Company with each of the Directors, all Directors have confirmed that, for the year ended 31 December 2025, they had complied with the required standard set out in the Model Code.

REVIEW OF ACCOUNTS

The Audit Committee has reviewed with the management of the Group the consolidated financial statements of the Group for the year ended 31 December 2025, including the accounting principles and practices adopted by the Group.

SCOPE OF WORK OF ZHONGHUI ANDA CPA LIMITED

The figures in respect of the Group’s consolidated statement of financial position, consolidated statement of profit or loss, consolidated statement of comprehensive income and the related notes thereto for the year ended 31 December 2025 as set out in this announcement have been agreed by the Group’s auditor, ZHONGHUI ANDA CPA Limited, to the amounts set out in the Group’s audited consolidated financial statements for the year. The work performed by ZHONGHUI ANDA CPA Limited 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 HKICPA, and consequently, no assurance has been expressed by ZHONGHUI ANDA CPA Limited on this announcement.

ANNUAL GENERAL MEETING

Notice of the annual general meeting of the Company will be published on the websites of the HKEXnews (www.hkexnews.hk) and the Company (www.meilleure.com.cn) in the manner required by the Listing Rules in due course.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This annual results announcement is published on the websites of the HKEXnews (www.hkexnews.hk) and the Company (www.meilleure.com.cn). The annual report for the year ended 31 December 2025 containing all the information required by Appendix D2 to the Listing Rules will be available on the same websites in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

Term(s)	Definition
“14th Five-Year Plan”	the Outline of the 14th Five-Year Plan for the National Economic and Social Development of the PRC and the Long-Range Objectives Through the Year 2035
“15th Five-Year Plan”	the Outline of the 15th Five-Year Plan for the National Economic and Social Development of the PRC
“AlpReleaf”	the Group’s brand “AlpReleaf”, which launches a variety of high-end CBD health consumption goods in 22 European countries
“AUD”	Australian dollars, the lawful currency of Australia
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CBD”	Cannabidiol
“CHF”	Swiss Franc, the lawful currency of Switzerland
“Chief Executive Officer”	the chief executive officer of the Company
“China” or “PRC”	the People’s Republic of China and for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Co-Chairman”	the co-chairman of the Board

“Company”	Meilleure Health International Industry Group Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Corporate Treasury Department”	the corporate treasury department of the Group
“Director(s)”	the director(s) of the Company
“Drawdown Period”	the period commencing on 1 January 2024 (or a later date subject to the fulfilment of the conditions precedent as stipulated in the Facility Agreement) and ending on but excluding the earlier of (i) 31 December 2026; and (ii) the date on which the Revolving Facility is terminated upon the occurrence of an Event of Default under the provisions of the Facility Agreement
“EUR”	Euro, the lawful currency of 20 European countries
“Event(s) of Default”	event(s) of default as set out in the Facility Agreement
“Executive Director(s)”	the executive director(s) of the Company
“Facility Agreement”	the facility agreement dated 27 November 2023 and entered into between the Company and U-light Energy in relation to the provision of a revolving loan facility up to a maximum of RMB200,000,000
“FVTOCI”	fair value through other comprehensive income
“FVTPL”	fair value through profit or loss
“Group” or “our”	the Company and its subsidiaries
“Healthy China 2030”	the Outline of Healthy China 2030 Plan
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Non-Executive Director(s)”	the independent non-executive director(s) of the Company
“Jixiaojian”	the Group’s brand “Jixiaojian* (肌小簡)”, which launches a variety of light medical aesthetic services targeting the young consumer market with a range of skincare products complementing the treatments to achieve optimum results in the PRC

“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“LPR”	the loan prime rate (貸款市場報價利率) announced by the National Interbank Funding Center in the PRC (全國銀行間同業拆借中心) from time to time
“Mei Ai Kang”	Beijing Mei Ai Kang Technology Co., Ltd.* (北京美艾康科技有限公司)
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules
“R&D”	research and development
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Period”	the year ended 31 December 2025
“Revolving Facility”	the unsecured revolving loan facility up to a maximum of RMB200,000,000 to be granted by the Company to U-light Energy pursuant to the Facility Agreement
“RMB”	Chinese Yuan Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened on Tuesday, 21 April 2026 at 11:00 a.m. or any adjournment or postponement thereof
“SGM(s)”	the special general meeting(s) of the Company
“2019 Share Option Scheme”	the share option scheme adopted by the Company on 20 June 2019 and became effective on 28 June 2019
“sq.m.”	square meter(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“U-light Energy”	Guangyu Zhaoneng New Energy Group Co., Ltd.* (光宇兆能新能源集團有限公司) (formerly known as Jiangsu U-light Zhaoneng New Energy Technology Co., Ltd.* (江蘇光宇兆能新能源科技有限公司)), a company established in the PRC with limited liability which is owned as to 3.636% by Wuhu Ruima, an indirect wholly owned subsidiary of the Company

“USD”	United States dollars, the lawful currency of the United States of America
“Wingor Bio”	Shenzhen Wingor Biotechnology Co., Ltd.* (深圳市茵冠生物科技有限公司), a company established in the PRC with limited liability
“Wuhu Ruima”	Wuhu Ruima Tianyu Investment Co., Ltd.* (蕪湖瑞麻天宇投資有限公司), a company established in the PRC with limited liability which is an indirect wholly-owned subsidiary of the Company
“%”	per cent

APPRECIATION

On behalf of the Board, I would like to express my deepest appreciation to all staff of the Group for their excellent contribution, thank our shareholders for their trust and acknowledge our business partners for their support.

By Order of the Board
Meilleure Health International Industry Group Limited
Zhou Wen Chuan
Executive Director and Chief Executive Officer

Hong Kong, 27 March 2026

As at the date of this announcement, the Board comprises Mr. Zhou Xuzhou, Dr. Zeng Wentao and Ms. Zhou Wen Chuan as executive Directors, Dr. Mao Zhenhua as non-executive Director and Professor Chau Chi Wai, Wilton, Mr. Chen Shi and Mr. Wu Peng as independent non-executive Directors.

* *For identification purposes only*