

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



途屹控股

TU YI HOLDING COMPANY LIMITED

途屹控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1701)

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

The board (the “**Board**”) of directors (the “**Directors**”) of Tu Yi Holding Company Limited (the “**Company**”) would like to announce the consolidated results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2025 (the “**Year Under Review**”).

RESULTS HIGHLIGHTS

	For the year ended		Year-on-year change (%)
	2025	2024	
	<i>RMB'000</i>	<i>RMB'000</i>	
Revenue	317,111	213,763	48.3
Gross profit	67,665	50,536	33.9
Net profit attributable to equity shareholders of the Company	8,538	9,890	(13.7)
Earnings per share – Basic (RMB cents)	0.85	0.99	(14.1)
Earnings per share – Diluted (RMB cents)	N/A	N/A	N/A
	As at	As at	Year-on-year change
	31 December	31 December	
	2025	2024	
Current ratio (%)	165.5	145.7	19.8 percentage points
Gearing ratio (%)	24.2	25.1	(0.9) percentage points

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is a well-established and active outbound travel products and services provider in the PRC, focusing on the design, development and sale of Japan outbound travel package tours and day tours and outbound free independent traveller products (the “**FIT Products**”); the provision of visa application processing services and other ancillary travel-related products and services; the operation of tour-related restaurants; and the operation of its self-owned Shuzenji Onsen Hotel Takitei (the “**Shizuoka Hotel**”) and Hotel Comfact (the “**Tokyo Hotel**”) in Japan (collectively, the “**Hotels Operation**”).

During the Year Under Review, the revenue of the Group increased by approximately 48.3% from approximately RMB213.8 million in 2024 to approximately RMB317.1 million in 2025, primarily due to the strong growth in sales of day tours in Japan, driven by robust market demand and the effective execution of the Group’s strategies to expand its presence in overseas markets through collaboration with international travel partners and multiple distribution channels. The Group’s overall gross profit margin decreased by approximately 2.3%, from approximately 23.6% in 2024 to approximately 21.3% in 2025. This decrease was primarily attributable to temporary price concessions offered to capture market share and expand across certain platforms. Net profit attributable to equity shareholders of the Company was approximately RMB8.5 million, representing a decrease of approximately 13.7% as compared with 2024, primarily due to the increase in administrative expenses from approximately RMB28.5 million in 2024 to approximately RMB46.4 million in 2025. The Board does not recommend the payment of a final dividend for the year ended 31 December 2025.

BUSINESS REVIEW AND PROSPECTS

2025 marked a year of continued consolidation and steady progress for the Group, and an important year in which we captured opportunities amid challenges and achieved new breakthroughs in our development.

The sales of day tours business segment continued to be the Group’s core growth driver during the Year Under Review. Revenue from sales of day tours in Japan increased to approximately RMB239.5 million, representing approximately 75.5% of the Group’s total revenue, as compared with approximately RMB146.7 million, or 68.6% of total revenue, in 2024. The continued expansion of this segment was supported by deeper cooperation with international travel agency platforms and overseas travel partners, broader sales channel coverage, and the Group’s continued enhancement of product capacity and product offerings. The number of customers of the Group’s day-tour business in Japan exceeded 800,000 passenger trips in 2025, reaching a record high.

To further strengthen its operating capacity and service quality, the Group continued to expand its transportation resources in Japan. In addition to procuring 26 high-specification tour buses in the first half of 2025 to increase buffer capacity and broaden the range of day-tour products, the Group successfully acquired a vehicle company in Osaka in early 2026, thereby formally establishing its self-owned transportation network covering key regions including Tokyo and Osaka. These measures enhanced service punctuality, reduced reliance on outsourced transportation services and improved the Group’s competitiveness in the day-tour segment.

The hotels operation segment also achieved stable growth during the Year Under Review. Revenue from hotels operation in Japan increased by approximately 19.7% to approximately RMB26.2 million in 2025 from approximately RMB21.9 million in 2024, while gross profit margin improved to approximately 65% from approximately 55% in 2024. The Group continued to optimise hotel ancillary services and maintain high occupancy rates at its core hotel properties, including Hotel Comfact in Ueno and Shuzenji Onsen Hotel Takitei, while improving average spending per customer through service upgrades. The Board believes that the hotels operation segment remains an important component of the Group's integrated travel ecosystem and contributes both recurring accommodation income and operating synergies with the Group's tour products.

The duty-free shop business resumed growth in 2025. Revenue increased to approximately RMB3.1 million in 2025 from approximately RMB2.3 million in 2024, while gross profit margin improved to approximately 19% from approximately 15% in 2024. The increase was attributable to increased cross-selling alongside the Group's day-tour business. The Group also continued to optimise its product mix and shopping experience at existing stores, and plans to open a new store in the Mount Fuji area in order to expand market coverage and strengthen brand influence.

In 2025, the Group further diversified its business mix by entering into the tour-related catering services segment. Revenue from the provision of tour-related catering services amounted to approximately RMB6.6 million during the Year Under Review, with a gross profit margin of approximately 32%. During the Year Under Review, the Group launched its first self-operated restaurant in the Mount Fuji area in 2025, serving both the Group's own tour guests and external customers, with average daily patronage of approximately 250 visitors. The Board considers that this new business line enriches the Group's end-to-end customer experience and supports the Group's strategy of strengthening self-owned reception capacity in Japan.

Looking ahead to 2026, the Group intends to continue pursuing the strategic directions of improving quality and efficiency, expanding its business footprint and enhancing customer experience. In particular, the Group plans to: (i) continue improving service quality across its hotel, catering and transportation businesses through standardisation and intelligent operations; (ii) accelerate the expansion of duty-free shops, restaurants and fleet deployment in key tourist regions; and (iii) strengthen digitalisation, data analytics, AI and SaaS-enabled tools to optimise operating processes, improve customer experience and enhance market responsiveness. The Board believes that, backed by its integrated value chain, growing brand recognition and strengthened self-owned assets, the Group is well positioned to capture further opportunities in Japan's tourism market and achieve higher-quality long-term development.

The management of the Group would like to take this opportunity to express its sincere gratitude to its shareholders, business partners, customers and staff for their continuous support, trust, dedication and contributions during the year.

Key Market Factors Affecting 2025 Performance and Strategic Responses

In 2025, the Group continued to pursue targeted strategic initiatives. In particular, the Group strengthened its digital marketing efforts, secured additional capacity through local vendors and strategic partners, and leveraged its self-owned hotels and transportation resources to provide customers with a more seamless travel experience. The Group also introduced more distinctive and diversified itineraries to cater to evolving customer preferences. These measures enabled the Group to capture a larger share of the market while enhancing brand recognition and customer satisfaction.

Key Risks and Mitigation Strategies

Regulatory changes – The Group closely monitors policy and regulatory developments in relevant jurisdictions, maintains internal compliance procedures, and retains flexibility in adjusting product offerings and itineraries should any travel restrictions or regulatory changes arise.

Market competition – The Group seeks to differentiate itself through its self-owned assets, specialised Japan travel products and continued brand-building efforts, thereby strengthening customer loyalty and reinforcing its market position.

Operational disruptions – The Group maintains backup arrangements with multiple vendors, implements strict quality control measures, maintains appropriate insurance coverage and has emergency response procedures in place to mitigate the impact of unexpected operational disruptions.

Economic and currency volatility – The Group manages such risks through diversified travel product offerings, flexible pricing strategies and prudent cash management, which help enhance resilience against economic fluctuations and exchange rate movements.

The management of the Group would like to take this opportunity to express its sincere thanks to its shareholders, banks, customers and vendors for their support and trust, as well as to its management team and all staff for their hard work and commitment during the year.

FINANCIAL REVIEW

Revenue and gross profit margin

The Group's revenue increased by approximately 48.3% from approximately RMB213.8 million for the year ended 31 December 2024 to approximately RMB317.1 million for the Year Under Review. Gross profit increased by approximately 33.9% from approximately RMB50.5 million in 2024 to approximately RMB67.7 million in 2025. However, the Group's overall gross profit margin decreased from approximately 23.6% in 2024 to approximately 21.3% in 2025, mainly reflecting changes in business mix, including the greater contribution from the day-tour segment, which operated on a larger scale but at a lower gross profit margin than the hotels operation segment and the net-basis businesses.

The breakdown of revenue, average revenue per traveller ("ART") and gross profit margin by revenue type during the Year Under Review with comparative figures for the year ended 31 December 2024 are set forth below:

	For the year ended 31 December 2025				For the year ended 31 December 2024			
	Revenue <i>RMB'000</i>	ART <i>RMB</i>	Percentage of revenue	Gross profit margin	Revenue <i>RMB'000</i>	ART <i>RMB</i>	Percentage of revenue	Gross profit margin
Sales of package tours								
– Japan	14,546	8,274	4.6%	10%	23,523	9,020	11.0%	15%
– Other than Japan	22,328	1,927	7.0%	2%	13,959	1,900	6.5%	4%
Sales of day tours – Japan	239,530	275	75.5%	14%	146,668	323	68.6%	19%
Margin income from sales of FIT products (net basis)								
– Japan	1,986	114	0.6%	100%	2,094	452	1.0%	100%
– Other than Japan	20	4	0.0%	100%	97	84	0.1%	100%
Margin income from the provision of visa application processing service (net basis)	2,870	43	0.9%	100%	3,234	60	1.5%	100%
Hotels Operation – Japan	26,173	379	8.3%	65%	21,857	300	10.2%	55%
Duty-free Shop business – Japan and the PRC	3,107	506	1.0%	19%	2,331	282	1.1%	15%
Provision of tour-related catering services	6,551	70	2.1%	32%	–	–	–	N/A
	<u>317,111</u>		<u>100%</u>		<u>213,763</u>		<u>100%</u>	

Sales of package tours, sales of day tours and margin income from sales of FIT products and provision of visa application processing services

The Group's outbound travel products and services business remained its principal business during the Year Under Review. Revenue from sales of day tours recorded significant growth, increasing by approximately 63.3% year-on-year, which was primarily attributable to the Group's continued overseas market expansion through cooperation with various overseas travel partners and distribution through multiple travel channels, together with enhanced transportation capacity and broader product offerings. Revenue from sales of package tours – Japan decreased by approximately 38.2% year-on-year, while sales of package tours – other than Japan increased by approximately 60.0%.

Revenue from sales of day tours – Japan increased to approximately RMB239.5 million (2024: RMB146.7 million), accounting for 75.5% of total revenue (2024: 68.6%), with gross profit margin of 14% (2024: 19%). Revenue from sales of package tours – Japan decreased to approximately RMB14.5 million (2024: RMB23.5 million), while revenue from sales of package tours – other than Japan increased to approximately RMB22.3 million (2024: RMB14.0 million).

Hotels Operation – Japan

The Group operates its self-owned Shuzenji Onsen Hotel Takitei and Hotel Comfact in Japan. Revenue from the hotels operation segment increased by approximately 19.7% to approximately RMB26.2 million in 2025 from approximately RMB21.9 million in 2024, and gross profit margin increased from approximately 55% to approximately 65%. The improvement was mainly attributable to the Group's continued optimization of hotel services, stable high occupancy, improved average revenue per customer and stronger synergies generated from cross-selling with its growing travel reception business.

Duty-free Shop Business – Japan and the PRC

The Group operates duty-free retail business at the Tokyo Hotel premises together with its online cross-border duty-free platform under the brand “Direct Courier from Shop Manager” (店長直郵). During the Year Under Review, revenue from this segment increased by approximately 33.3% to approximately RMB3.1 million, while gross profit margin improved from approximately 15% in 2024 to approximately 19% in 2025. The increase was mainly attributable to the increase in tourist flows and the Group's cross-selling efforts alongside the growth of its day-tour segment.

Provision of tour-related catering services

The Group commenced its catering business in 2025 and recorded revenue of approximately RMB6.6 million during the Year Under Review, with gross profit margin of approximately 32%. This new segment represented the Group's further extension into self-operated on-the-ground reception services in Japan and complemented its travel reception ecosystem by enriching customer experience and broadening revenue sources.

Selling and distribution expenses

Selling and distribution expenses increased from approximately RMB11.6 million in 2024 to approximately RMB16.7 million in 2025, in line with the expansion of the Group's business scale, wider sales network and increased business volume during the Year Under Review.

Administrative expenses

Administrative expenses increased substantially from approximately RMB28.5 million in 2024 to approximately RMB46.4 million in 2025. The increase was mainly attributable to the continued expansion in the Group's business scale, including the strengthening of self-owned transportation resources, the new catering business, increased operational headcount and the broader cost base required to support enlarged operations.

Net profit attributable to equity shareholders of the Company

As a result of the factors described above, net profit attributable to equity shareholders of the Company decreased by approximately 13.7% to approximately RMB8.5 million for the year ended 31 December 2025 from approximately RMB9.9 million for the year ended 31 December 2024, notwithstanding the increase in revenue and gross profit.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	<i>Notes</i>	2025 RMB'000	2024 <i>RMB'000</i>
Revenue	5	317,111	213,763
Cost of sales and services rendered		<u>(249,446)</u>	<u>(163,227)</u>
Gross profit		67,665	50,536
Other income and other gains/(losses), net	5	6,860	6,702
Selling and distribution expenses		(16,680)	(11,589)
Administrative expenses		(46,424)	(28,451)
Allowance for expected credit losses (“ECL”) on trade and other receivables		(135)	(7,470)
Share of loss of an associate		(22)	–
Finance costs	6	<u>(1,331)</u>	<u>(1,161)</u>
Profit before tax	7	9,933	8,567
Income tax (expense)/credit	8	<u>(1,493)</u>	<u>1,372</u>
Profit for the year		<u>8,440</u>	<u>9,939</u>
Other comprehensive loss, net of tax:			
<i>Item that may be reclassified to profit or loss in subsequent periods:</i>			
Exchange differences on translation of foreign operations		(1,532)	(2,406)
<i>Item that will not be reclassified to profit or loss in subsequent periods:</i>			
Fair value changes of financial assets at fair value through other comprehensive income		<u>1</u>	<u>(5)</u>
Other comprehensive loss for the year, net of tax		<u>(1,531)</u>	<u>(2,411)</u>
Total comprehensive income for the year		<u>6,909</u>	<u>7,528</u>

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the year ended 31 December 2025

	<i>Note</i>	2025 RMB'000	2024 RMB'000
Profit for the year attributable to:			
Equity shareholders of the Company		8,538	9,890
Non-controlling interests		(98)	49
		<u>8,440</u>	<u>9,939</u>
Total comprehensive income for the year attributable to:			
Equity shareholders of the Company		7,001	7,479
Non-controlling interests		(92)	49
		<u>6,909</u>	<u>7,528</u>
Earnings per share			
	<i>9</i>		
Basic (RMB cents)		0.85	0.99
Diluted (RMB cents)		N/A	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	<i>Notes</i>	2025 RMB'000	2024 <i>RMB'000</i>
Non-current assets			
Property, plant and equipment		87,153	87,258
Investment properties		17,785	13,753
Right-of-use assets		10,381	572
Freehold land		34,979	36,319
Investment in an associate		468	490
Other intangible assets		214	257
Financial assets at fair value through other comprehensive income		2	1
Deferred tax assets		5,267	7,854
		156,249	146,504
Current assets			
Inventories		808	846
Trade receivables	<i>11</i>	23,000	24,753
Prepayments, deposits and other receivables		21,883	24,413
Financial assets at fair value through profit or loss		1,096	–
Pledged short-term bank deposits		1,500	1,500
Cash and cash equivalents		39,571	40,065
		87,858	91,577

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

At 31 December 2025

	<i>Notes</i>	2025 RMB'000	2024 <i>RMB'000</i>
Current liabilities			
Trade payables	<i>12</i>	24,164	22,167
Contract liabilities, other payables and accruals		12,008	18,554
Interest-bearing bank borrowings	<i>13</i>	13,171	21,119
Lease liabilities		3,359	453
Tax payable		375	559
		<u>53,077</u>	<u>62,852</u>
Net current assets		<u>34,781</u>	<u>28,725</u>
Total assets less current liabilities		<u>191,030</u>	<u>175,229</u>
Non-current liabilities			
Interest-bearing bank borrowings	<i>13</i>	28,491	26,209
Lease liabilities		6,959	19
Deferred tax liabilities		5,868	6,422
		<u>41,318</u>	<u>32,650</u>
NET ASSETS		<u>149,712</u>	<u>142,579</u>
Capital and reserves			
Share capital	<i>14</i>	8,797	8,797
Reserves		138,508	131,507
Equity attributable to equity shareholders of the Company		147,305	140,304
Non-controlling interests		2,407	2,275
TOTAL EQUITY		<u>149,712</u>	<u>142,579</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 27 February 2018. The registered address of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business in Hong Kong is located at 27th Floor, 157 Johnston Road, Wan Chai, Hong Kong. The principal place of business in Mainland China is located at Room 813, 8/F, Block 4, Hai Chuang Technology Centre, No. 1288 Wenyi West Road, Cangqian Sub-district, Yuhang District, Hangzhou City, Zhejiang Province, the People's Republic of China (the “**PRC**”). The shares of the Company (the “**Shares**”) are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 28 June 2019 (the “**Listing Date**”).

The Company and its subsidiaries (collectively referred to as the “**Group**”) were principally involved in (i) sales of outbound travel package tours and day tours; (ii) sales of FIT products; (iii) provision of visa application processing services; (iv) hotels operation; (v) duty-free shop business; and (vi) provision of tour-related catering services.

In the opinion of the directors of the Company, as at 31 December 2025, Mr. Yu Dingxin, Mr. Pan Wei and Mr. Xu Jiong (collectively referred to as the “**Controlling Shareholders**”) are collectively considered to be the ultimate controlling shareholders of the Company pursuant to the concert party agreement dated 13 April 2018 signed between the Controlling Shareholders, York Tu Co., Ltd and David Xu Co., Ltd (incorporated in the British Virgin Islands (the “**BVI**”) and directly and wholly owned by Mr. Yu Dingxin), King Pan Co., Ltd (incorporated in the BVI and directly and wholly owned by Mr. Pan Wei) and Jeffery Xu Co., Ltd (incorporated in the BVI and directly and wholly owned by Mr. Xu Jiong) are collectively considered to be the ultimate and immediate holding companies of the Company.

2 BASIS OF PRESENTATION AND PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). HKFRS Accounting Standards comprise all individual Hong Kong Financial Reporting Standard (“**HKFRS**”), Hong Kong Accounting Standards (“**HKASs**”) and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with the disclosure requirements of the Hong Kong Companies Ordinance.

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

These consolidated financial statements have been prepared under the historical cost except for investment properties, financial assets at fair value through other comprehensive income (“**FVTOCI**”) and financial assets at fair value through profit or loss (“**FVTPL**”) which have been measured at fair value. These consolidated financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand except when otherwise indicated.

3 ADOPTION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

(a) Application of new and amendments to HKFRS Accounting Standards

The Group has applied the following amendments to HKFRS Accounting Standards as issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21 and HKFRS 1 *Lack of Exchangeability*

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

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

The Group has not applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective for the financial year beginning 1 January 2025.

	Effective accounting periods beginning on or after
Amendments to HKFRS 9 and HKFRS 7 – Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
Amendments to HKFRS 9 and HKFRS 7 – Contracts Referencing Nature-dependent Electricity	1 January 2026
HKFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to HKA 21 – Translation to a Hyperinflationary Presentation Currency	1 January 2027
Amendments to HK Int 5 – Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2027
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined by the HKICPA

The directors of the Company anticipate that the application of the above new and amendments to HKFRS Accounting Standards will not have material impact on the consolidated financial statements in the foreseeable future, except for HKFRS 18, which is detailed as follows:

3 ADOPTION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (CONTINUED)

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

HKFRS 18 “Presentation and Disclosure in Financial Statements”

HKFRS 18 will replace HKAS 1 “Presentation of financial statements”, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements.

The new accounting standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly defined operating profit subtotal. Entities’ net profit will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Group is currently assessing the impact of HKFRS 18, with respect to the structure of the Group’s statement of profit or loss, the statements of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements. Preliminary assessments indicate the following key impacts:

- The Group will need to reclassify certain income and expense items (e.g., interest income on certain investments and foreign exchange gains/losses) into the new categories, namely investing and financing categories.
- The Group disclosed certain MPMs (e.g., adjusted operating profits and adjusted EBITDA) in its results announcements and the annual report. Under HKFRS 18, this will likely require additional disclosure for the MPMs within the notes to the financial statements.
- The Statement of Cash Flows will also be impacted, as the operating profit subtotal will be the required starting point for the indirect method.

4 SEGMENT INFORMATION

For management purpose, the Group's businesses include (i) sales of package tours and day tours; (ii) hotels operation; (iii) sales of FIT products; (iv) provision of visa application processing services; (v) duty-free shop business; and (vi) provision of tour-related catering services. Revenue recognised during the year is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Sales of package tours and day tours	276,404	184,150
Hotels operation income	26,173	21,857
Margin income from sales of FIT products	2,006	2,191
Margin income from the provision of visa application processing services	2,870	3,234
Income from duty-free shop business	3,107	2,331
Provision of tour-related catering services	6,551	—
	<u>317,111</u>	<u>213,763</u>
Total	<u>317,111</u>	<u>213,763</u>

Geographical information

(a) Revenue from external customers

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
The PRC*	281,280	189,575
Japan [#]	35,831	24,188
	<u>317,111</u>	<u>213,763</u>
Total	<u>317,111</u>	<u>213,763</u>

* From sales of package tours and day tours, sales of FIT products and provision of visa application processing services.

[#] From hotels operation, duty-free shop business and provision of tour-related catering services.

4 SEGMENT INFORMATION (CONTINUED)

(b) Information about major customers

During the years ended 31 December 2025 and 2024, no customers individually contributing over 10% of the total revenue of the Group.

(c) Non-current assets

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Japan	123,996	108,161
The PRC	<u>26,984</u>	<u>30,488</u>
Total	<u><u>150,980</u></u>	<u><u>138,649</u></u>

The non-current assets disclosed above are based on the locations of assets and excludes financial assets at FVTOCI and deferred tax assets.

5 REVENUE AND OTHER INCOME AND OTHER GAINS/(LOSSES), NET

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Revenue from contracts with customers within the scope of HKFRS15	<u><u>317,111</u></u>	<u><u>213,763</u></u>
Other income		
Bank interest income	30	93
Government grants (<i>Note</i>)	211	243
Rental income from investment properties under operating leases:		
– Lease payments, including fixed payments less direct outgoings of RMB42,000 (2024: RMB45,000)	1,105	920
Retail income from motor vehicles	6,929	423
Interest income from loans to third parties	852	1,332
Others	<u>26</u>	<u>183</u>
	<u>9,153</u>	<u>3,194</u>
Other gains/(losses), net		
Changes in fair value of financial assets at FVTPL	197	1,427
Loss on early termination of lease	–	(1)
Gain on loan modification of bank borrowings	249	1,503
Gain on disposal of property, plant and equipment	408	–
Impairment loss/(reversal of impairment loss) on property, plant and equipment	(1,337)	1,796
Changes in fair value of investment properties	(1,916)	(1,247)
Foreign exchange gains, net	<u>106</u>	<u>30</u>
	<u>(2,293)</u>	<u>3,508</u>
Total	<u><u>6,860</u></u>	<u><u>6,702</u></u>

Note: Government grants mainly represented financial support funds from government in Japan and the PRC. There are no unfulfilled conditions or other contingencies attached to these grants and recognised as income when the Group received.

6 FINANCE COSTS

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Interest on bank borrowings	1,130	1,152
Interest on lease liabilities	201	9
	<u>1,331</u>	<u>1,161</u>

7 PROFIT BEFORE TAX

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

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Cost of services rendered	246,931	161,249
Cost of inventories sold	2,515	1,978
Depreciation of property, plant and equipment	21,894	6,888
Depreciation of right-of-use assets	3,243	669
Amortisation of other intangible assets	37	46
Expenses related to short-term leases	308	835
Auditor's remuneration		
– Audit services	961	912
– Non-audit services	–	–
Allowance for ECL on loan receivables, deposits and other receivables, net	119	1,353
Allowance for ECL on trade receivables, net	16	6,117
Impairment loss/(reversal of impairment loss) of property, plant and equipment (included in other gains/(losses), net)	1,337	(1,796)
Employee benefit expense (excluding directors' remuneration)	18,220	16,020
	<u>18,220</u>	<u>16,020</u>

8 INCOME TAX EXPENSE/(CREDIT)

The income tax expense/(credit) of the Group is analysed as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Current – Japan	595	–
Over – provision – Mainland China	(1,168)	–
Deferred tax	2,066	(1,372)
	<u>2,066</u>	<u>(1,372)</u>
Total tax charge/(credit) for the year	<u>1,493</u>	<u>(1,372)</u>

9 EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit for the year attributable to equity shareholders of the Company of approximately RMB8,538,000 (2024: RMB9,890,000), and the weighted average number of 1,000,000,000 ordinary shares (2024: 1,000,000,000) in issue during the year.

No diluted earnings per share has been presented as there were no potential dilutive shares outstanding for the years ended 31 December 2025 and 2024.

10 FINAL DIVIDENDS

At the meetings of the directors of the Company held on 27 March 2026, the directors of the Company did not recommend any payment of any dividend for the year (2024: Nil).

11 TRADE RECEIVABLES

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Trade receivables	23,176	24,916
Less: loss allowance for ECLs	<u>(176)</u>	<u>(163)</u>
	<u>23,000</u>	<u>24,753</u>

The credit terms granted by the Group generally ranged up to one month, extending up to three months for certain customers. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancement over its trade receivable balances. Trade receivables are non-interest bearing.

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

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
1 to 30 days	22,547	24,203
31 to 90 days	275	184
91 to 180 days	90	212
181 to 360 days	<u>88</u>	<u>154</u>
	<u>23,000</u>	<u>24,753</u>

11 TRADE RECEIVABLES (CONTINUED)

The movement in the loss allowance for expected credit loss of trade receivables is as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
At the beginning of the year	163	3,955
Allowance for the ECL provided for the year	16	6,117
Write-off	–	(9,909)
Exchange realignments	(3)	–
	<u>176</u>	<u>–</u>
At the end of the year	<u><u>176</u></u>	<u><u>163</u></u>

12 TRADE PAYABLES

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
1 to 30 days	23,336	21,451
31 to 90 days	516	466
91 to 180 days	100	45
181 to 360 days	45	160
Over 360 days	167	45
	<u>24,164</u>	<u>22,167</u>

Trade payables are non-interest-bearing and are normally settled on 30-day terms.

13 INTEREST-BEARING BANK BORROWINGS

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Secured bank loan	<u>41,662</u>	<u>47,328</u>

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
The analysis of the repayment schedule of the bank loans repayable is as follows:		
– Within one year or on demand	13,171	21,119
– Within a period of more than one year but not exceeding two years	5,160	2,453
– Within a period of more than two year but not exceeding five years	15,408	7,132
– More than five years	<u>7,923</u>	<u>16,624</u>
	<u>41,662</u>	<u>47,328</u>

14 SHARE CAPITAL

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Authorised: 1,500,000,000 ordinary shares of HK\$0.01 each	<u>15,000</u>	<u>15,000</u>

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Issued and fully paid: 1,000,000,000 ordinary shares of HK\$0.01 each	<u>8,797</u>	<u>8,797</u>

OTHER INFORMATION

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in the announcement of the Company dated 3 February 2026 regarding the Group's acquisition of a vehicle company in Osaka in early 2026, the Group did not carry out any material acquisitions or disposals during the Year Under Review. As at 31 December 2025, the Group did not hold any significant investments and had no future plans for significant investments or capital assets.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in the announcement of the Company dated 3 February 2026 regarding the Group's acquisition of a vehicle company in Osaka in early 2026, there was no material events affecting the Group that occurred after 31 December 2024 and up to the date of this announcement.

CONTINGENT LIABILITIES

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

FOREIGN CURRENCY EXCHANGE RISK

The Group mainly operates in the PRC and Japan. The functional currency of subsidiaries incorporated in Japan use JPY as their functional currencies. The functional currency of the subsidiaries established in Mainland China is RMB. However, the Group is exposed to foreign currency exchange risks as costs for some of the travel products, such as hotel accommodations and fees paid to land operators, are settled in foreign currencies including JPY. At present, the Group does not intend to hedge its exposure to foreign currency exchange fluctuations. However, the Board constantly monitors the economic situation and the Group's foreign exchange risk profile and will consider appropriate hedging measures in the future should the need arise.

INTEREST RATE RISK

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings. The Group's policy is to manage interest cost using mainly fixed rate debts.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2025, the Group employed a total of 150 full time employees. The Group's employee benefits include salary and discretionary bonuses based on the Group's results and individual performance, medical and retirement benefits schemes. The remuneration committee of the Board (the "**Remuneration Committee**") reviews such packages annually, or when the occasion requires. The executive Directors, who are also employees of the Company, receive remuneration in the form of salaries, bonuses and other allowances.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The Group did not have any material capital expenditure commitment during the Year Under Review.

The Group operates primarily through cash generated from operating activities and bank and other borrowings.

The Group's gearing ratio was maintained at a similar level during the Year Under Review (31 December 2025: 24.2%; 31 December 2024: 25.1%). The Group adopts conservative treasury policies in cash and financial management. The Group's cash is generally placed as current deposits which are mostly denominated in RMB. The Group's liquidity and financing requirements are reviewed regularly.

The trade receivables turnover days improved during the Year Under Review (31 December 2025: 26 days; 31 December 2024: 42 days) as the Group maintained a better audit control over receivable.

The trade payables turnover days decreased during the Year Under Review (31 December 2025: 35 days; 31 December 2024: 50 days) as the product mix changed.

DIVIDEND

The Board did not recommend the declaration of dividend for the year ended 31 December 2025 (2024: Nil).

CORPORATE GOVERNANCE

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to all shareholders of the Company. During the Year Under Review, the Company has complied with all the applicable code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, except for code provision C.2.1 of the CG Code as explained below.

Code Provision C.2.1

Under code provision C.2.1 of the Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Company does not have any officer with the title of "chief executive officer" which is deviated from the code provision C.2.1 of the CG Code.

Mr. Yu Dingxin, who acts as the chairman and an executive Director of the Company since 27 February 2018, is also responsible for overseeing the general operations of the Group. The Board will meet regularly to consider major matters affecting the operations of the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. The roles of the respective executive directors and senior management, who are in charge of different functions, complement the role of the chairman and chief executive officer. The Board believes that this structure is conducive to strong and consistent leadership enabling the Group to operate efficiently.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as its own code for securities transactions by Directors and senior management. Having made specific enquiries with all the Directors, all the Directors confirmed that they have complied with the Model Code during the Year Under Review.

AUDIT COMMITTEE

The audit committee of the Board (the “**Audit Committee**”) consists of three members, namely Mr. Zhao Jianbo, Ms. Zhou Li and Mr. Ying Luming, all of whom are independent non-executive Directors. The chairman of the Audit Committee is Mr. Ying Luming. The primary responsibilities of the Audit Committee include, among others, reviewing and supervising the financial reporting process and internal control system of the Group, nominating and monitoring external auditors and providing advice and comments to the Board.

The Audit Committee has reviewed the annual results of the Group for the year ended 31 December 2025, including the accounting principles and practices adopted by the Group, and the Group’s internal control functions.

On 24 August 2021, the auditor of the Company changed from Ernst & Young to McMillan Woods (Hong Kong) CPA Limited.

REMUNERATION COMMITTEE

The Remuneration Committee consists of three members, namely Mr. Yu Dingxin, Mr. Zhao Jianbo and Ms. Zhou Li of whom Mr. Zhao Jianbo and Ms. Zhou Li are independent non-executive Directors and Mr. Yu Dingxin is the Chairman of the Board and an executive Director. The chairman of the Remuneration Committee is Ms. Zhou Li. The primary responsibilities of the Remuneration Committee include, among others, evaluating the performance and making recommendation on the remuneration package of the Directors and senior management, and evaluating and making recommendation on the share award plan of the Company.

NOMINATION COMMITTEE

The nomination committee of the Board (the “**Nomination Committee**”) consists of three members, namely Mr. Yu Dingxin, Mr. Zhao Jianbo and Ms. Zhou Li, of whom Mr. Zhao Jianbo and Ms. Zhou Li are independent non-executive Directors and Mr. Yu Dingxin is the Chairman of the Board and an executive Director. The chairman of the Nomination Committee is Mr. Yu Dingxin. The primary responsibilities of the Nomination Committee include, among others, considering and recommending to the Board suitably qualified persons to become the member of the Board and reviewing the structure, size, diversity and composition of the Board on a regular basis and as required.

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities during the Year Under Review.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the public float of not less than 25% of the issued Shares as required under the Listing Rules as at the date of this announcement.

CONTRACTUAL ARRANGEMENTS

The Group is primarily engaged in the provision of outbound travel products and services (the “**Outbound Travel Business**”) through 途益集團有限公司 (Tu Yi Group Company Limited) (the “**Operating Entities**”). Pursuant to the relevant provisions of the Regulations on Travel Agencies (Revision 2017 and Revision 2020) 《旅行社條例》 promulgated by the State Council of the PRC, the Group’s Outbound Travel Business is prohibited from foreign ownership. Accordingly, the Group cannot acquire equity interest in our Operating Entities, which hold, or in the course of application for, Travel Agency Business License 旅行社業務經營許可證) with the scope to conduct outbound travel business for the operation of our Outbound Travel Business. As a result the Group conducts all its operations in the PRC and exerts management control over the operations of and enjoy the economic benefits derived from the Operating Entities through entering into the contractual arrangements (the “**Contractual Arrangements**”) with the Operating Entities. Please refer to the section headed “Contractual Arrangements” in the Prospectus for further details.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business is subject to business risks. Any of the following developments may have a material and adverse effect on the Group's business, financial condition, results of operations and prospects:

1. Japan is the most popular destination of the Group's package tours and FIT Products and any material adverse change in the economic, political or social conditions relating to Japan, deterioration of diplomatic relationships between the PRC and Japan, negative developments related to the Japan tourism market, or natural or other disasters occurring in Japan may materially and adversely affect our business and operating results.
2. The Group's business and revenue may be adversely affected by any future changes to the respective visa application policies of the PRC government and the Japanese government.
3. Changes in the foreign exchange rate for JPY would impact our operating performance and our financial condition.
4. The Group derives material portion of our revenue from customers in the PRC and any downturn in the PRC economy could have a material adverse effect on our business and operating results.
5. The Group faced increased market competition from competing agents, hotel or flight providers, online travel platforms and alternative travel booking media.
6. Natural disasters, acts or threats of terrorism, wars, travel-related accidents, outbreak of contagious diseases or other catastrophic events which affect consumer demand for travel activities or a general apprehension of such events may significantly and adversely impact on the Group's business and operating results.
7. The PRC government may determine that the contractual arrangements are not in compliance with applicable PRC laws, rules, regulations or policies and may take actions against us or our operation.

For details of the risk factors, please refer to the section headed "Risk Factors" in the Prospectus.

FORWARD LOOKING STATEMENTS

This announcement contains forward looking statements with respect to the financial conditions, results of operations and business of the Group. These forward looking statements represent the Company's expectations or beliefs concerning future events and involve known and unknown risks and uncertainty that could cause actual results, performance or events to differ materially from those expressed or implied in such statements.

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

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, and the related notes thereto for the year ended 31 December 2025 as set out in this announcement have been agreed by the Group's auditors, McMillan Woods (Hong Kong) CPA Limited, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by McMillan Woods (Hong Kong) CPA Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by McMillan Woods (Hong Kong) CPA Limited on this announcement.

ANNUAL GENERAL MEETING

The forthcoming 2025 annual general meeting (the "AGM") of the Company will be held on Monday, 25 May 2026. Notice of the AGM will be published and despatched to the shareholders of the Company in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 20 May 2026 to Monday, 25 May 2026, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to qualify for the right to attend and vote at the forthcoming AGM, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 19 May 2026.

PUBLICATION OF ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

This annual results announcement is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.tuyigroup.com). The Company's annual report for year ended 31 December 2025 containing all information required by the Listing Rules will be dispatched to the shareholders of the Company and published on the websites of the Stock Exchange and the Company in due course.

ACKNOWLEDGEMENT

On behalf of the Board, the Chairman would like to take this opportunity to express his thanks to all staffs as well as our shareholders, banks, customers and vendors for their supports and trusts.

By order of the Board
Tu Yi Holding Company Limited
Yu Dingxin
Chairman and executive Director

The PRC, 27 March 2026

As at the date of this announcement, the Board comprises four executive Directors: Mr. Yu Dingxin, Mr. Pan Wei, Mr. Xu Jiong and Mr. An Jiajin and three independent non-executive Directors: Mr. Zhao Jianbo, Ms. Zhou Li and Mr. Ying Luming.

In this announcement, if there is any inconsistency between the Chinese names of certain items and their English translations, the Chinese names shall prevail.