

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.



Tycoon Group Holdings Limited

滿貫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3390)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2025

FINANCIAL HIGHLIGHTS

- Revenue of the Group for the year ended 31 December 2025 (“**Financial Year**” or “**FY2025**”) was HK\$1,096.6 million, representing an increase of 25.2% compared to HK\$876.0 million for the year ended 31 December 2024 (“**FY2024**”).
- Net profit of the Group for FY2025 was HK\$15.5 million, representing an increase of 156.9% compared to HK\$6.0 million for FY2024.
- EBITDA (non-HKFRS measure) of the Group for FY2025 was HK\$64.0 million (FY2024: HK\$41.9 million) *(Note)*.
- The Board has resolved not to declare any final dividend for FY2025 (FY2024: nil).

Note: EBITDA is a non-HKFRS measure. For the definitions, reasons of using such measure and details of calculation, please refer to the section headed “EBITDA (non-HKFRS measure)” set out on page 29 of this announcement.

The board (“**Board**”) of directors (“**Directors**”) of Tycoon Group Holdings Limited (“**Company**”) is pleased to announce the audited consolidated annual results of the Company and its subsidiaries (collectively, the “**Group**” or “**Tycoon Group**”) for the year ended 31 December 2025 together with the comparative figures for the corresponding period in 2024:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2025

	<i>Notes</i>	2025 HK\$'000	2024 HK\$'000
Revenue	4	1,096,637	876,037
Cost of sales	5	<u>(826,601)</u>	<u>(643,382)</u>
Gross profit		270,036	232,655
Other income	4	1,971	4,489
Other gains, net	4	1,536	308
Selling and distribution expenses	5	(135,299)	(109,876)
General and administrative expenses	5	(95,492)	(95,325)
Reversal of impairment losses/(impairment losses) on financial assets, net		<u>773</u>	<u>(2,255)</u>
Operating profit		43,525	29,996
Finance costs		(22,036)	(21,238)
Share of results of investments accounted for using the equity method		<u>(4,017)</u>	<u>(3,297)</u>
Profit before income tax		17,472	5,461
Income tax (expense)/credit	6	<u>(1,988)</u>	<u>566</u>
Profit for the year		<u>15,484</u>	<u>6,027</u>
Other comprehensive income/(loss)			
<i>Items that have been reclassified or may be subsequently reclassified to profit or loss:</i>			
Exchange differences arising on translation of the financial statements of foreign subsidiaries		<u>639</u>	<u>(5,590)</u>
Total comprehensive income for the year		<u>16,123</u>	<u>437</u>

	<i>Notes</i>	2025 HK\$'000	2024 HK\$'000
Profit attributable to:			
Equity holders of the Company		15,670	3,240
Non-controlling interests		(186)	2,787
		<u>15,484</u>	<u>6,027</u>
Total comprehensive income/(loss) attributable to:			
Equity holders of the Company		16,309	(2,350)
Non-controlling interests		(186)	2,787
		<u>16,123</u>	<u>437</u>
Earnings per share attributable to the ordinary equity holders of the Company			
Basic (HK cents per share)	7	HK1.9 cent	HK0.4 cent
Diluted (HK cents per share)	7	HK1.9 cent	HK0.4 cent

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		50,288	53,058
Right-of-use assets		15,044	10,465
Intangible assets		255,303	82,861
Investments accounted for using the equity method		–	81,057
Prepayments and deposits		414	477
Deferred income tax assets		13,750	4,427
		<hr/>	<hr/>
Total non-current assets		334,799	232,345
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Current assets			
Inventories		173,885	167,027
Prepayments, deposits and other receivables		294,297	252,512
Amounts due from related parties		–	49,024
Trade receivables	<i>9</i>	296,945	270,635
Cash and cash equivalents		70,337	34,020
		<hr/>	<hr/>
Total current assets		835,464	773,218
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Total assets		1,170,263	1,005,563
		<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>
Non-current liabilities			
Loans from shareholders		12,882	–
Lease liabilities		6,759	4,476
Deferred income tax liabilities		8,455	2,987
		<hr/>	<hr/>
Total non-current liabilities		28,096	7,463
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>

	<i>Notes</i>	2025 HK\$'000	2024 HK\$'000
Current liabilities			
Trade payables	<i>10</i>	146,878	132,321
Other payables and accruals		38,485	50,008
Bank borrowings		310,384	270,296
Loans from shareholders		89,000	50,000
Lease liabilities		9,029	6,207
Current tax liabilities		3,163	311
		<hr/>	<hr/>
Total current liabilities		596,939	509,143
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Total liabilities		625,035	516,606
		<hr style="border-top: 1px dashed black;"/>	<hr style="border-top: 1px dashed black;"/>
Equity			
Capital and reserves attributable to the Company's equity holders			
Share capital	<i>11</i>	8,940	8,000
Reserves		528,056	470,852
		<hr/>	<hr/>
		536,996	478,852
Non-controlling interests		8,232	10,105
		<hr/>	<hr/>
Total equity		545,228	488,957
		<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>
Total equity and liabilities		1,170,263	1,005,563
		<hr style="border-top: 3px double black;"/>	<hr style="border-top: 3px double black;"/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Tycoon Group Holdings Limited (the “**Company**”) is an exempted company incorporated in the Cayman Islands with limited liability on 14 June 2017. The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is located at Room 14, 8/F., Wah Wai Centre, 38-40 Au Pui Wan Street, Shatin, New Territories, Hong Kong.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 15 April 2020.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “**Group**”) are principally engaged in the distribution and retail of health and well-being related products.

In the opinion of the directors of the Company, the immediate holding company and the ultimate holding company of the Company is Tycoon Empire Investment Limited, which is incorporated in the British Virgin Islands.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (“**HK\$’000**”), unless otherwise stated.

These consolidated financial statements were approved for issue by the board of directors of the Company (the “**Board**”) on 31 March 2026.

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

The consolidated financial statements of the Group have been prepared in accordance with all applicable HKFRS Accounting Standards (“**HKFRSs**”) as issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and requirements of the Hong Kong Companies Ordinance Cap. 622.

HKFRSs comprise the authoritative literature:

- Hong Kong Financial Reporting Standards
- Hong Kong Accounting Standards
- Interpretations developed by the HKICPA

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss (“**FVPL**”), which are measured at fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

2.1.1 Amended standards adopted by the Group

The Group has applied the following amended standard for its annual reporting period commencing 1 January 2025:

Amendments to HKAS 21 Lack of Exchangeability

The amendment listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2.1.2 New standards and interpretations not yet adopted

Up to the date of approval for issue of these consolidated financial statements, the HKICPA has issued a number of new and amendments to HKFRS Accounting Standards which are not yet effective for the year ended 31 December 2025 and which have not been adopted in these consolidated financial statements, as follows:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ¹
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity ¹
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 ¹
HKFRS 18 and consequential amendments to other HKFRS Accounting Standards	Presentation and Disclosure in Financial Statements ²
HKFRS 19 and subsequent amendments	Subsidiaries without Public Accountability: Disclosures ²
Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

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

² Effective for annual periods beginning on or after 1 January 2027

³ Effective for annual periods beginning on or after a date to be determined

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, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the consolidated statement of profit or loss and other comprehensive income providing management-defined performance measures within the consolidated financial statements.

The management is currently assessing the detailed implications of applying the new standard on the Group’s consolidated financial statements. The Group expects to apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with HKFRS 18.

In addition to the abovementioned changes in presentation and disclosures, the Group is in the process of assessing the impact of adopting other new accounting standards and amendments to accounting standards and interpretation on its current or future reporting periods and on foreseeable future transactions.

3 OPERATING SEGMENT INFORMATION

The executive director has been identified as the chief operating decision-maker. The executive director reviews the Group's internal reports in order to assess performance and allocate resources. The executive director has determined the operating segments based on these reports. Operating segments are reported in manner consistent with the internal reporting to the Group's key management personnel as follows:

- (a) the distribution segment, which includes the operation of distributing products to chain retailers, non-chain retailers and traders;
- (b) the e-commerce segment, which includes the operation of online stores and wholesale to e-commerce customers; and
- (c) the retail store segment, which represents the operation of Hong Ning Hong Limited (“H^{NH}”).

The executive director monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax.

The adjusted profit before tax is measured consistently with the Group's profit before income tax except that gain on remeasurement of previously held interests in an associated company, loss on disposal of property, plant and equipment, fair value gain on financial assets at fair value through profit or loss, exchange loss, finance income, finance costs (interests on bank borrowings and loans from shareholders), share based payment expenses and corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude deferred income tax assets, amounts due from related parties, cash and cash equivalents, receivable from disposal of subsidiaries and corporate and other unallocated assets as these assets are managed on a group basis. Segment liabilities exclude deferred income tax liabilities, bank borrowings, loans from shareholders, current tax liabilities, and corporate and other unallocated liabilities as these liabilities are managed on a group basis.

Information provided to the executive director is measured in a manner consistent with that of the consolidated financial information.

(a) The following table presents revenue and results for the Group's reportable segments:

	Distribution		E-commerce		Retail Store		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue from external customers	701,572	699,649	243,372	–	151,693	176,388	1,096,637	876,037
Inter-segment revenue	58,054	15,111	34,576	–	4,361	1,357	96,991	16,468
Reportable segment revenue	<u>759,626</u>	<u>714,760</u>	<u>277,948</u>	<u>–</u>	<u>156,054</u>	<u>177,745</u>	<u>1,193,628</u>	<u>892,505</u>
Reportable segment results	<u>51,076</u>	<u>57,272</u>	<u>6,942</u>	<u>(3,297)</u>	<u>1,216</u>	<u>8,966</u>	<u>59,234</u>	<u>62,941</u>
Gain on remeasurement of previously held interests in an associated company							4,435	–
Loss on disposal of property, plant and equipment							(14)	–
Fair value gain on financial assets at fair value through profit or loss							–	837
Exchange loss							(2,885)	(529)
Finance income							70	26
Finance costs (interests on bank borrowings and loans from shareholders)							(20,648)	(20,041)
Share based payment expenses							(6,450)	(20,574)
Corporate and other unallocated expenses							<u>(16,270)</u>	<u>(17,199)</u>
Profit before income tax							17,472	5,461
Income tax (expense)/credit							<u>(1,988)</u>	<u>566</u>
Profit for the year							<u>15,484</u>	<u>6,027</u>

(b) The following table presents the total assets and liabilities for the Group's reportable segments:

	Distribution		E-commerce		Retail Store		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Segment assets	<u>603,517</u>	<u>616,720</u>	<u>318,226</u>	<u>81,057</u>	<u>148,290</u>	<u>142,186</u>	<u>1,070,033</u>	<u>839,963</u>
Deferred income tax assets							13,750	4,427
Amounts due from related parties							-	49,024
Cash and cash equivalents							70,337	34,020
Receivable from disposal of subsidiaries							-	60,000
Corporate and other unallocated assets							<u>16,143</u>	<u>18,129</u>
Total							<u>1,170,263</u>	<u>1,005,563</u>
	Distribution		E-commerce		Retail Store		Total	
	2025	2024	2025	2024	2025	2024	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Segment liabilities	<u>(49,852)</u>	<u>(148,103)</u>	<u>(102,064)</u>	<u>-</u>	<u>(48,108)</u>	<u>(44,011)</u>	<u>(200,024)</u>	<u>(192,114)</u>
Deferred income tax liabilities							(8,455)	(2,987)
Bank borrowings							(310,384)	(270,296)
Loans from shareholders							(101,882)	(50,000)
Current tax liabilities							(3,163)	(311)
Corporate and other unallocated liabilities							<u>(1,127)</u>	<u>(898)</u>
Total							<u>(625,035)</u>	<u>(516,606)</u>

	Distribution <i>HK\$'000</i>	E-commerce <i>HK\$'000</i>	Retail Store <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
2025					
Other segment information					
Depreciation of property, plant and equipment, including leasehold land	3,528	1,878	20	245	5,671
Depreciation of right-of-use assets	5,144	3,049	1,909	471	10,573
Amortisation of intangible assets	1,862	4,893	1,570	–	8,325
Addition to non-current assets*	<u>1,374</u>	<u>255</u>	<u>2,043</u>	<u>726</u>	<u>4,398</u>

2024					
Other segment information					
Depreciation of property, plant and equipment, including leasehold land	3,476	–	24	206	3,706
Depreciation of right-of-use assets	6,456	–	1,985	494	8,935
Amortisation of intangible assets	1,050	–	1,570	–	2,620
Addition to non-current assets*	<u>2,444</u>	<u>–</u>	<u>1,621</u>	<u>422</u>	<u>4,487</u>

* Addition to non-current assets consists of additions to property, plant and equipment, right-of-use assets and intangible assets, excluding assets from the acquisition of subsidiaries.

(c) Geographical information

(i) Revenue from external customers

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong	680,292	709,432
Mainland China	243,372	–
Macau	87,951	89,321
Singapore	69,591	65,575
Malaysia	15,039	9,561
Others	<u>392</u>	<u>2,148</u>
Total revenue from contracts with customers	<u>1,096,637</u>	<u>876,037</u>
Timing of revenue recognition at a point in time	<u>1,096,637</u>	<u>876,037</u>

The revenue above is based on the location of the customers.

(ii) *Non-current assets (other than investments accounted for using the equity method and deferred income tax assets)*

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong	89,762	97,221
Mainland China	183,708	–
Macau	38,239	40,196
Singapore	9,339	9,110
Others	1	334
	<u>321,049</u>	<u>146,861</u>
Total	<u>321,049</u>	<u>146,861</u>

(d) **Information about major customers**

Revenue from each major customer which accounted for 10% or more of the Group's revenue for the year is set out below:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Distribution		
Customer A	457,610	471,849
Customer B	N/A*	89,791
	<u>457,610</u>	<u>561,640</u>

* The customer did not contribute over 10% of the total revenue of the Group during the year ended 31 December 2025.

4 REVENUE, OTHER INCOME AND OTHER GAINS, NET

Revenue, other income and other gains, net recognised during the year are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Revenue		
Sales of goods	<u>1,096,637</u>	<u>876,037</u>
Timing of revenue recognition		
At a point in time	<u>1,096,637</u>	<u>876,037</u>
Other income		
Government grants (<i>Note a</i>)	29	168
Finance income	70	26
Dividend income	–	1,575
Others	<u>1,872</u>	<u>2,720</u>
	<u>1,971</u>	<u>4,489</u>
Other gains, net		
Fair value gain on financial assets at fair value through profit or loss	–	837
Loss on disposal of property, plant and equipment	(14)	–
Gain on remeasurement of previously held interests in an associated company	4,435	–
Exchange loss	<u>(2,885)</u>	<u>(529)</u>
	<u>1,536</u>	<u>308</u>

Note:

- (a) The amounts recognised were primarily related to the government subsidies granted under the Progressive Wage Credit Scheme (“WCS”) of the Government of Singapore for the year ended 31 December 2025 (2024: SME Export Marketing Fund). There were no unfulfilled conditions and other contingencies attaching to these grants.

5 EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution expenses, general and administrative expenses are analysed as follows:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Cost of inventories sold (including write down of inventories of HK\$3,567,000 (2024: HK\$5,989,000))	825,730	642,511
Depreciation of property, plant and equipment, including leasehold land	5,671	3,706
Depreciation of right-of-use assets	10,573	8,935
Amortisation of intangible assets	8,325	2,620
Remuneration to the Company's auditor		
– Audit services	1,800	2,500
– Non-audit services	96	950
Employee benefit expenses	75,535	88,992
Expenses under short-term leases	783	2,167
Advertising fee	27,569	43,530

6 INCOME TAX EXPENSE/(CREDIT)

Hong Kong profits tax and People's Republic of China ("PRC") enterprise income tax have been provided at the rate of 16.5% (2024: 16.5%) and 25% (2024: 25%) on the estimated assessable profits for the year ended 31 December 2025, respectively. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Current income tax		
– Hong Kong	3,690	992
– Others	1,907	1,836
Over-provision in prior years	–	(2,221)
	<u>5,597</u>	<u>607</u>
Total current income tax	5,597	607
Deferred income tax	(3,609)	(1,173)
	<u>1,988</u>	<u>(566)</u>
Total tax expense/(credit) for the year	<u>1,988</u>	<u>(566)</u>

7 EARNINGS PER SHARE

Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	Year ended 31 December	
	2025	2024
Profit attributable to equity holders of the Company (<i>HK\$'000</i>)	15,670	3,240
Weighted average number of ordinary shares in issue (<i>in thousands</i>)	835,913	776,174
Basic earnings per share (<i>HK cents</i>)	<u>1.9</u>	<u>0.4</u>

Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potentially dilutive ordinary shares. The Company has one (2024: one) category of potentially dilutive ordinary shares: share awards (2024: same). For the share awards, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares for the year) based on the monetary value of the outstanding share awards. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share awards.

For the years ended 31 December 2025 and 2024, the calculation of diluted earnings per share was based on the profit attributable to equity holders of the Company and the adjusted weighted average number of ordinary shares outstanding assuming the conversion of all potentially dilutive ordinary shares, which was calculated as follows:

	Year ended 31 December	
	2025	2024
Profit attributable to equity holders of the Company (<i>HK\$'000</i>)	15,670	3,240
Weighted average number of ordinary shares in issue (<i>in thousands</i>)	835,913	776,174
Adjustment for share awards (<i>in thousands</i>)	5,067	6,411
Weighted average number of ordinary shares in issues for diluted earnings per share (<i>in thousands</i>)	840,980	782,585
Diluted earnings per share (<i>HK cents</i>)	1.9	0.4

8 DIVIDEND

No dividends have been declared during the years ended 31 December 2025 and 2024, nor has any dividend been declared since the end of the reporting period.

9 TRADE RECEIVABLES

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade receivables	298,427	272,117
Less: Provision for impairment	(1,482)	(1,482)
	296,945	270,635

Included in the Group's trade receivables were amounts due from related parties of the Group of HK\$495,000 (2024: HK\$18,495,000) as at 31 December 2025.

An ageing analysis of the gross trade receivables based on the invoice date is as follows:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade receivables:		
Within 90 days	196,457	192,253
91 to 180 days	39,968	26,182
Over 180 days	62,002	53,682
	<u>298,427</u>	<u>272,117</u>

10 TRADE PAYABLES

An ageing analysis of the trade payables as at the end of each of the reporting period, based on the invoice date, is as follows:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Within 30 days	41,199	29,110
31 to 60 days	36,491	24,791
61 to 120 days	48,223	25,741
Over 120 days	20,965	52,679
	<u>146,878</u>	<u>132,321</u>

Trade payables are non-interest-bearing and are normally settled on terms ranging from 30 to 120 days.

Included in the Group's trade payables were amounts due to related parties of the Group of HK\$107,215,000 (2024: HK\$10,876,000) as at 31 December 2025.

11 ISSUED CAPITAL

Shares

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Issued and fully paid:		
894,000,000 (2024: 800,000,000) ordinary shares of HK\$0.01 each	<u>8,940</u>	<u>8,000</u>

The movements in share capital were as follows:

	Number of ordinary shares of HK\$0.01 each	Nominal value of ordinary shares <i>HK\$'000</i>
Authorised:		
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	<u>10,000,000,000</u>	<u>100,000</u>
Issued and fully paid:		
At 1 January 2024, 31 December 2024 and 1 January 2025	800,000,000	8,000
Issuance of shares	<u>94,000,000</u>	<u>940</u>
At 31 December 2025	<u>894,000,000</u>	<u>8,940</u>

MANAGEMENT DISCUSSION AND ANALYSIS

Tycoon Group is a reputable Hong Kong-based omnichannel marketing and management service integrator of healthcare and wellbeing-related products. The Group specialises in providing one-stop omnichannel brand agency, promotion and marketing, management, distribution, and sales services for proprietary Chinese medicines (“**PCM**”), health supplements, skincare, personal care, and other healthcare products. Since its establishment, the Group has worked diligently over the years, covering nearly 100,000 online and offline sales points across Hong Kong, Macau, the People’s Republic of China (the “**PRC**” or “**Mainland China**”), and Southeast Asia, representing over 300 local and overseas brands, and actively developing premium self-owned brands as well as collaborative brand products, with a portfolio of more than 2,000 products. Having been established for over a decade, the Group is a diversified industry pioneer in Hong Kong, maintaining a leading market position. Staying true to its mission of bringing health and vitality to consumers, Tycoon Group is committed to delivering reputable and quality products to customers across various regions.

MARKET REVIEW

In 2025, the Hong Kong economy demonstrated stronger performance, with both visitor arrivals and local private consumption expenditure experiencing recovery. Although the overall economic outlook has brightened, the local retail market recovery has remained slow, with the industry still facing challenges such as changes in local consumer and Individual Visit Scheme traveller spending patterns, as well as pressures from rising rental costs and operational expenses.

Despite the challenging operating environment, the Group has maintained its resilience in adversity by closely monitoring market conditions and consumer preferences, adjusting strategies accordingly, and continuously innovating. Many health products under the Group remained bestsellers, driving sales growth.

Encouragingly, the Group has achieved rapid development and favourable returns in the Southeast Asian market, affirming the appropriateness of the Group’s strategic expansion into Southeast Asia in recent years. The Southeast Asian market is experiencing growing dynamism, with the Hong Kong government and numerous enterprises placing greater emphasis on and encouraging businesses to expand overseas. The Group is among the few in the industry that has taken the lead in expanding Southeast Asia and successfully establishing a local presence, possessing extensive experience in the local markets. The Group will seize opportunities to bring more quality products to the blue ocean markets of Southeast Asia and expand its business footprint.

BUSINESS REVIEW

The Group currently operates three business segments: distribution, retail store, and e-commerce. The Group's distribution business mainly involves distributing consumer products to major chain retailers, non-chain retailers (mainly pharmacies), and traders in Hong Kong, Macau, Mainland China, and Southeast Asia. The retail store business refers to the sale of products at physical brick-and-mortar stores. The e-commerce business focuses primarily on health and wellness-related product e-commerce and distribution in Mainland China. In addition, the Group provides omnichannel marketing management services for represented brands and actively develops both self-owned brands and collaborative brand products.

During FY2025, the Group entered into a subscription agreement ("**Subscription Agreement**") with Jacobson Group Treasury Limited ("**Jacobson Group Treasury**", an indirect wholly-owned subsidiary of Jacobson Pharma Corporation Limited (HKEX Stock Code: 2633)), pursuant to which, Jacobson Group Treasury conditionally agreed to subscribe for and the Company conditionally agreed to allot and issue 94,000,000 ordinary shares of the Company ("**Subscription Shares**") at HK\$0.5 per Subscription Share ("**Subscription**").

The aggregate nominal value of the Subscription Shares was HK\$940,000. The closing price of the shares of the Company on the date of the Subscription Agreement (i.e. 29 April 2025) was HK\$0.4 per share. The subscription price of HK\$0.5 represented a premium of 25% over such closing price and the net issue price per Subscription Share (after deduction of expenses in connection with the Subscription) was approximately HK\$0.497 per Subscription Share. The gross proceeds of the Subscription were HK\$47.0 million, and the net proceeds of the Subscription (after deduction of expenses in connection with the Subscription) were approximately HK\$46.7 million. The net proceeds are intended for investment in core business expansion, supply chain and logistics improvement, and general working capital. For the details of the use of proceeds of the Subscription, please refer to the section headed "Use of proceeds from the Subscription under General Mandate" below. Upon completion of the Subscription, Jacobson Group Treasury held 150.59 million shares, representing about 16.84% of the Group's issued shares. The reasons for the Subscription are to strengthen the Group's financial position, provide working capital for future development and obligations, and further enhance potential strategic cooperation, helping the Group capture emerging market opportunities, optimise financial leverage, and ultimately enhance long-term shareholder value. Jacobson Pharma Corporation Limited and its subsidiaries and associates ("**Jacobson Group**") are the Group's long-term business partner. As at the date of this announcement, Jacobson Group's shareholding in the Group's issued shares has increased to 17.04%, making it the Company's second-largest shareholder.

During the Financial Year, the Group was committed to increasing revenue and adopting certain cost control measures. For FY2025, the Group recorded revenue of approximately HK\$1,096.6 million, representing an increase of 25.2% compared to HK\$876.0 million for FY2024; net profit for the Financial Year was approximately HK\$15.5 million (FY2024: HK\$6.0 million), representing a year-on-year increase of 156.9%.

Distribution Business

In respect of the distribution business, the Group closely followed market demands and launched a range of popular products to stimulate sales. For the Financial Year, Hong Kong distribution sales amounted to HK\$524.2 million, representing a year-on-year decrease of 1.7% (FY2024: HK\$533.0 million); Macau distribution sales were HK\$88.0 million, representing a year-on-year decrease of 1.5% (FY2024: HK\$89.3 million); the Southeast Asian market experienced strong development, with total distribution sales reaching HK\$85.0 million, representing a substantial year-on-year increase of 10.0% (FY2024: HK\$77.3 million). In particular, Singapore distribution sales amounted to HK\$69.6 million, up by 6.1% year-on-year (FY2024: HK\$ 65.6 million), whilst Malaysia achieved HK\$15.0 million, representing a notable year-on-year increase of 57.3% (FY2024: HK\$ 9.6 million). The Group expects to progressively expand into more Southeast Asian countries in 2026, with the Southeast Asian distribution business continuing to demonstrate robust growth momentum.

Retail Store Business

The Group conducts its retail store business through Hong Ning Hong Limited (“**HNH**”), a 70%-owned subsidiary since March 2024. The operating subsidiary of HNH is primarily engaged in the retail and wholesale of pharmaceutical products and proprietary medicines in Hong Kong.

During FY2025, HNH opened a new store in Mong Kok, Kowloon, a popular shopping destination for tourists seeking PCM, health supplements, and souvenirs, as well as a local consumer hotspot. Establishing a store in this district is expected to generate stable income for HNH and cultivate a loyal customer base. During the Financial Year, the Group’s Hong Kong retail store business recorded revenue of HK\$151.7 million.

E-commerce Business

On 28 February 2025, the Group completed the repurchase of 51% of the issued shares of Combo Win Asia Limited (“**CWA**”). As a result, CWA and its subsidiaries (collectively, the “**CWA Group**”) have been reinstated as wholly-owned subsidiaries of the Company, and their financial results have been consolidated into the Group’s financial statements since 1 March 2025 (“**Accounting Effect of CWA 51% Buyback**”). CWA Group is primarily engaged in the e-commerce and distribution of health and wellness-related products in Mainland China. For FY2025, the e-commerce business segment recorded revenue of HK\$243.4 million. Facing challenges such as weakened consumer purchasing power and overall consumption downgrading in the domestic market, the Group has actively pursued revenue growth and efficiency improvements by optimising its product mix and developing more market-driven bestselling products.

Omnichannel Brand Marketing and Management Services for Brands

During the Financial Year, the Group continued to provide omnichannel marketing management services for its agency brands, including brand agency, promotion and marketing, management, distribution, and sales. By offering one-stop services to brands, the Group has upgraded its industry value chain, diversified its product portfolio and business operations, and enhanced its market share and gross profit margin.

The Group acts as the distributor for numerous overseas brands, including the exclusive agency for Kuku Bima Ener-G!, the flagship energy drink powder product of Sido Muncul, a leading Indonesian herbal pharmaceutical brand, in the food and beverage channel in Malaysia; the exclusive agency for Japanese hair loss prevention brand Kaminowa in Hong Kong, Macau and Singapore; and the exclusive agency for Helaslim, a popular Japanese slimming and beauty brand, in Singapore. The Group has also secured exclusive distribution rights for PNKids, a leading children's multivitamin brand in Singapore, covering Singapore and Malaysia; distribution rights for plu, a popular Korean body care brand, in Hong Kong, Macau, Singapore and Malaysia; and the Group has been appointed as the general distributor for the well-known Mainland brand Dong-E-E-Jiao (東阿阿膠) in Hong Kong.

The Group maintains a long-term partnership with JBM (Healthcare) Limited (“**JBM**” (HKEX Stock Code: 2161) together with its subsidiaries, the “**JBM Group**”). The Group represents numerous time-honoured brands under the JBM Group that are renowned in Hong Kong, Mainland China, and Southeast Asia, including the century-old Li Chung Shing Tong Po Chai Pills (李眾勝堂保濟丸), Ho Chai Kung (何濟公), Flying Eagle Medicated Oil (飛鷹活絡油) from Europharm, and products under Tin Hee Tong (天喜堂), including its flagship product Tin Hee Tong Tin Hee Pills (天喜堂天喜丸), which enjoys strong brand recognition in Hong Kong and Mainland China. Notably, the Group has been granted the exclusive agency rights in Singapore for Li Chung Shing Tong Po Chai Pills and Europharm Singapore products.

Leveraging the Group's familiarity with Hong Kong, Mainland China, and overseas brands, as well as its in-depth understanding of consumer preferences, the Group aspires to facilitate more quality reputable brands in penetrating the Hong Kong, Mainland, and Southeast Asian markets in the future.

Strengthening R&D of High-Gross-Margin Self-Owned and Collaborative Brand Products

In addition to its agency brand business, the Group continues to actively expand its self-owned brand product lines and collaborative brand product lines. Popular brands include Boost & Guard Pro (BG Pro 博健專研) and Craft by Wakan (和漢匠心). Collaborative brands include Kinmen Qiangxiao (金門強效), SEASONS (田心日辰), and MiTime. To date, the Group has registered over 60 self-owned brand product trademarks. Best-selling products include Craft by Wakan Japanese Probiotics (和漢匠心日本多元益生菌), BG Pro Immunoglobulin Capsules (BG Pro 博健專研免疫球蛋白丸) and BG Pro Ultra Purity Deep Sea Fish Oil (BG PRO 博健專研頂級深海魚油) while collaborative brands products include Kinmen Qiangxiao I-Tiao-Gung Plaster (金門強效一條根精油貼布), SEASONS NMN 40000 (田心日辰逆轉齡 NMN 40000), and MiTime Multivitamin (MiTime 活性綜合維他命).

The Group closely monitors market demands and continuously upgrades and improves (i) its popular self-owned brand products, including Craft by Wakan Japan Liver Boost EX (和漢匠心日本護肝盾 EX), Craft by Wakan Japan Joint Active (和漢匠心日本活關鍵) and BG Pro CoQ-10 (BG Pro 博健專研醫學級輔酶 Q10); and (ii) collaborative brands products including Kinmen Qiangxiao I-Tiao-Gung Pain Relief Penetrating Liquid (金門強效一條根滲透鎮痛露), and Kinmen Qiangxiao I-Tiao-Gung Pain Relief Roller Cream (金門強效一條根滾珠鎮痛膏). The Group is also actively collaborating with two major local personal care product chain stores to launch new products tailored to local consumer needs and establish a comprehensive sales channel network.

The Group fully leverages its marketing and brand promotion capabilities to promote its own brands. The health supplement market is highly competitive and requires substantial advertising to attract consumers. Our marketing team possesses extensive experience in developing targeted promotional campaigns for different products, not only through traditional television and outdoor advertising, but also by intensifying promotional efforts on Mainland social media platforms such as Xiaohongshu, resulting in dual growth in product sales and reputation. The Group has invited renowned celebrities as brand ambassadors, including Ms. Christine Kuo (苟芸慧小姐) as spokesperson for the flagship product SEASONS NMN 40000, and Mr. Louis Cheung (張繼聰先生) as spokesperson for the best-selling brand Kinmen Qiangxiao.

Regarding collaborative brands, to complement the Group's strategy of strengthening own brand development, Mr. Wong Ka Chun Michael, the Group's Chairman, Executive Director and Chief Executive Officer, acquired in his personal capacity the century-old Hong Kong brand Po Wo Tong and collaborates with the Group to launch and sell more new products, including the flagship best-selling products Po Wo Tong Dampness Removing Pills (寶和堂祛濕丸) and Po Wo Tong Dampness Removing Bath Capsule (寶和堂祛濕浸泡珠), endorsed by renowned actress Ms. Selena Lee (李施嬅小姐). Since the end of 2025, the Group has established the Po Wo Tong Wellness Concept Store at Harbour City shopping mall in Tsim Sha Tsui, which is popular among Mainland tourists and local consumers, to promote traditional Chinese health care with Hong Kong sentiment, injecting new vitality into this time-honoured brand.

The Group highly values and understands that the heritage value of century-old brands extends far beyond the sales dimension. During the Financial Year, the Group added a new century-old collaborative brand to strengthen its collaborative brand product portfolio. At the same time, the Group will continue to strengthen its investment in higher-margin own brands, developing and launching more own brand products across different categories to cater to the demands and preferences of Southeast Asian, local, and Mainland Chinese independent travellers, as well as new trends in the overall PCM and health supplement market.

Successful Expansion into Southeast Asia with Active Promotion of Comprehensive Regional Coverage

To establish a diversified procurement network and enrich its product portfolio, the Group has been deepening its overseas presence and has established procurement centres and professional teams in Japan, South Korea, Singapore, Malaysia, Thailand, Vietnam, Indonesia, Cambodia, Macau, Australia and France, achieving diversification and internationalisation of the Group's product portfolio.

The Southeast Asian market has demonstrated strong distribution sales performance, with Singapore and Malaysia in particular entering their harvest phase. The Group established companies in Singapore and Malaysia before its listing, and since 2022, has obtained exclusive distribution rights for TJ-TYT Pharmaceuticals (M) Sdn. Bhd. in Malaysia (a company primarily engaged in the production and wholesale of PCM, health supplements, and healthcare products in Malaysia), strengthening the Group's sales network in Southeast Asia and expanding its customer base. Best-selling products under the brand TJ-TYT include Vegetarian Bai Feng Wan (素食白鳳丸) and Compound Cough Syrup (複方化痰止咳露), whilst another brand Double Panda (雙熊貓牌) is renowned for American Ginseng Capsules (花旗蔘膠囊) and Qian Li Zhui Feng You (千里追風油), enjoying excellent reputation and strong sales across Singapore and Malaysia, making significant contributions to expanding local sales operations.

The Group has adopted a dual-track strategy of products and sales network to drive exponential growth in Southeast Asian market share. On one hand, the Group precisely addresses the strong demand among Southeast Asian Chinese communities for reputable PCM and health supplement products by progressively introducing numerous international and local renowned brands to Southeast Asia. This includes, starting from this Financial Year, obtaining exclusive agency rights for the century-old renowned brand Li Chung Shing Tong Po Chai Pills through major chain retail networks in Singapore, and securing exclusive agency rights in Malaysia for Kuku Bima Ener-G!, the flagship energy drink powder product of Sido Muncul, a leading Indonesian herbal pharmaceutical brand. This beverage powder is a best-selling product in both Indonesia and Malaysia, and is expected to further enhance Southeast Asian distribution sales.

On the other hand, drawing on Hong Kong's successful distribution model, the Group has established partnerships with several major personal care product chain stores in Malaysia, Singapore and Thailand, such as Watsons and Guardian (known as Mannings in Hong Kong), and has progressively expanded into local chain supermarket sales networks in recent years to expand the Group's channel footprint. Currently, the Group has become one of the major PCM and health supplement distributors in Singapore, achieving comprehensive coverage of most retail channels in Singapore, including major chain retail stores and pharmacies.

Beyond Singapore and Malaysia, the Group has obtained food licenses from the Thai Food and Drug Administration and import and sales licenses for pharmaceutical products in Cambodia. Thailand recorded revenue in both FY2024 and FY2025, and distribution sales in Thailand are expected to achieve further growth in FY2026.

Use of Proceed from the Subscription under General Mandate

On 29 April 2025, the Company entered into the Subscription Agreement with Jacobson Group Treasury in respect of the Subscription at the subscription price of HK\$0.5 per Share. The subscription price of HK\$0.50 represented (i) a premium of 25.0% over the closing price of HK\$0.400 per Share as quoted on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) on the date of the subscription agreement; and (ii) a premium of approximately 11.9% over to the average closing price of HK\$0.447 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Subscription Agreement. Completion of the Subscription took place on 22 May 2025. The net proceeds received by the Company from the Subscription (“**Net Proceeds**”) were approximately HK\$46.7 million after deducting expenses of the Subscription. As at the date of this announcement, there was no change in the intended use of net proceeds as previously disclosed in the announcement of the Company dated 20 May 2025.

Details of the use of proceeds of the Subscription as at 31 December 2025 are as follows:

Use of Proceeds	Net Proceeds (HK\$ million)	Net Proceeds utilised during the year ended 31 December 2025 (since the date of completion of the Subscription on 22 May 2025) (HK\$ million)
(1) purchases of inventories	26.0	26.0
(2) payment of warehouse and logistics expenses	12.0	12.0
(3) launch of marketing and promotion activities	5.0	5.0
(4) general working capital	3.7	3.7
Total	46.7	46.7

As at 31 December 2025, all the Net Proceeds were fully utilised.

FUTURE OUTLOOK

Empowering the Growth, Embracing the NEW

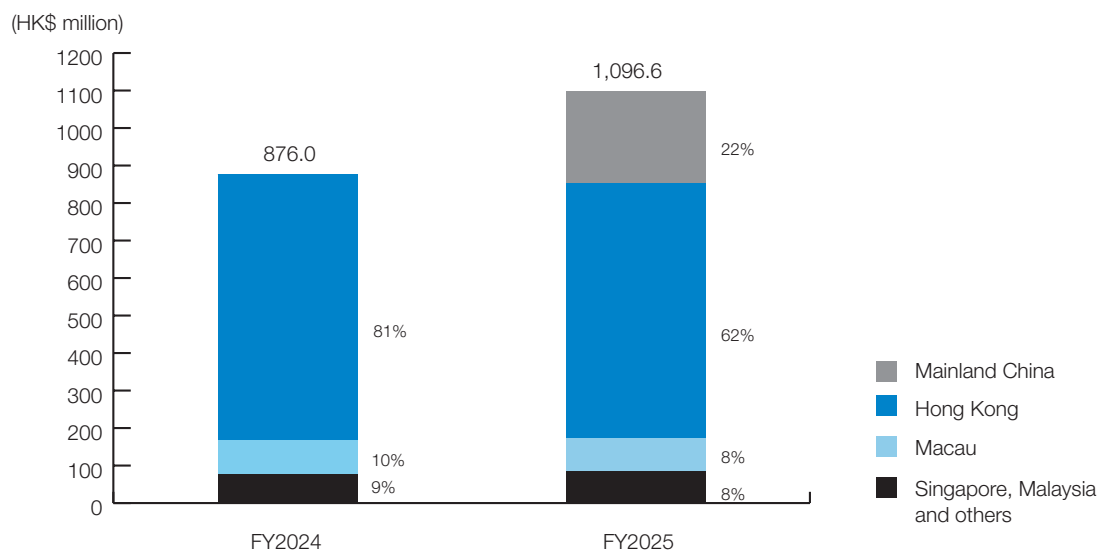
The Group is among the few Hong Kong local enterprises that have successfully expanded into Southeast Asia, and even fewer that are familiar with Southeast Asian health and wellness brands, understand consumer preferences across various regions, and have established presences in multiple locations. The Southeast Asian market has become a driving force for the Group's performance growth. In the future, the Group will continue to deepen its cultivation of the Southeast Asian market, steadily advance its market share in Southeast Asia, with the goal of achieving comprehensive regional coverage across Southeast Asia. On one hand, the Group will consolidate its market share in Singapore, Malaysia, and Thailand and expand its sales network; on the other hand, it will actively deploy sales operations in other Southeast Asian countries where it has established presences, such as Vietnam and Indonesia, to enhance overall sales and increase the Group's market share in the Southeast Asian health and wellness market, laying a solid foundation for the Group's long-term development.

Upgrading Shareholder Synergies and Deepening Southeast Asian Presence

The Group has deep cooperation with Jacobson Group across different business levels. The long-term partnership between the two parties dates back to 2017. Jacobson Group's strategic increase in shareholding will inject strong momentum into the Group's Southeast Asian expansion. In the future, both parties will continue to coordinate closely, optimise resource utilisation, and unleash shareholder synergies. Leveraging Jacobson Group's resource network cultivated in the pharmaceutical sector, the Group will accelerate the acquisition of market entry qualifications in emerging markets such as Vietnam and Indonesia, building a compliant operational footprint across Southeast Asia to create sustainable returns for shareholders.

FINANCIAL REVIEW

Revenue



Geographical markets	Revenue		Change
	FY2025 <i>HK\$ million</i>	FY2024 <i>HK\$ million</i>	
Hong Kong	680.2	709.4	▼4.1%
Mainland China	243.4	–	–
Macau	88.0	89.3	▼1.5%
Singapore, Malaysia and others	85.0	77.3	▲10.0%
Total	<u>1,096.6</u>	<u>876.0</u>	<u>▲25.2%</u>

- The Group's total revenue for the Financial Year increased by 25.2% to HK\$1,096.6 million (FY2024: HK\$876.0 million), which was mainly due to the Accounting Effect of CWA 51% Buyback.
- In Hong Kong, revenue for FY2025 decreased by 4.1% to HK\$680.2 million (FY2024: HK\$709.4 million). In Macau, revenue for FY2025 decreased by 1.5% to HK\$88.0 million (FY2024: HK\$89.3 million). It is in line with the sluggish performance of the retail sector during the Financial Year which was mainly due to the change in the consumption patterns of visitors and residents as well as the strength of the Hong Kong dollar.

- In Singapore and Malaysia, revenue for FY2025 increased by 12.6% to HK\$84.6 million (FY2024: HK\$75.1 million) as a result of our continuous efforts in the development and expansion of the business in the region.
- Regarding the revenue from Mainland China, due to the Accounting Effect of CWA 51% Buyback, the revenue from Mainland China was consolidated into the Group since March 2025. During FY2024, revenue attributable to the CWA Group were not consolidated into the Group.

Profitability

The gross profit of the Group increased by 16.1% to HK\$270.0 million for the Financial Year as compared to that of HK\$232.7 million for FY2024, and the gross profit margin decreased by 2.0 percentage points to 24.6%. Increase in gross profit was due to the Accounting Effect of CWA 51% Buyback and decrease in gross profit margin was mainly due to the increase in procurement costs but the Group did not pass on all the increased costs to consumers due to market strategy considerations.

Selling and distribution expenses of the Group for the Financial Year increased by 23.1% to HK\$135.3 million, as compared to HK\$109.9 million for FY2024 mainly due to the Accounting Effect of CWA 51% Buyback.

General and administrative expenses of the Group for the Financial Year increased by 0.2% to HK\$95.5 million, as compared to HK\$95.3 million for FY2024 which was mainly due to the net effect of (i) the Accounting Effect of CWA 51% Buyback and (ii) decrease in the share-based payment expenses to HK\$6.5 million for FY2025 (FY2024: HK\$20.6 million).

Finance costs of the Group for the Financial Year increased by 3.8% to HK\$22.0 million as compared to HK\$21.2 million for FY2024 due to the Accounting Effect of CWA 51% Buyback.

Other income and other gains, net

Other income and other gains, net, of the Group for the Financial Year was HK\$3.5 million (FY2024: HK\$4.8 million). The decrease was mainly attributable to the net effect of (i) the absence of dividend income of approximately HK\$1.6 million recorded in FY2024; (ii) a gain on remeasurement of previously held interests in an associated company of approximately HK\$4.4 million recorded for FY2025; and (iii) an increase in the exchange loss for FY2025 to approximately HK\$2.9 million (FY2024: an exchange loss of approximately HK\$0.5 million).

Profit attributable to equity holders of the Company

The profit attributable to equity holders of the Company for the Financial Year was HK\$15.5 million as compared to HK\$6.0 million for FY2024. The increase is primarily due to the Accounting Effect of CWA 51% Buyback.

EBITDA (non-HKFRS measure)

To supplement the Group's consolidated financial statements which are presented in accordance with HKFRS Accounting Standards ("HKFRS"), the Company also uses EBITDA as additional financial measures, which are not required by, or presented in accordance with, HKFRS.

EBITDA^(Note) is a non-HKFRS measure used by the management for monitoring the core business performance of the Group. EBITDA is calculated based on profit for the year (FY2025: HK\$15.5 million; FY2024: HK\$6.0 million) before interest (FY2025: HK\$22.0 million; FY2024: HK\$21.2 million), tax (FY2025: tax expense HK\$2.0 million; FY2024: tax credit HK\$0.6 million), depreciation and amortisation (FY2025: HK\$24.6 million; FY2024: HK\$15.3 million), where "interest" is regarded as including finance income and finance costs.

Note:

EBITDA is a non-HKFRS measure used by the management for monitoring the core business performance of the Group. Such measures are not an expressly permitted measure under GAAP in Hong Kong and may not be comparable to similarly titled measures for other companies. Accordingly, such non-GAAP measures should not be considered as an alternative to operating income as an indicator of the operating performance of the Group or as an alternative to cash flows from operating activities as a measure of liquidity. The use of non-GAAP measures is provided solely to enhance the overall understanding of the Group's current financial performance. Additionally because the Group has historically reported certain non-GAAP results to investors, the Group considers the inclusion of non-GAAP measures provides consistency in its financial reporting.

The Company has elected not to disclose adjusted net profit (a non-HKFRS measure) for FY2025, unlike in its annual results announcement for FY2024. Management previously used adjusted net profit, alongside other non-HKFRS measures, to monitor the Group's core business performance. Disclosure of the adjusted net profit for FY2024 (with FY2023 comparative figure) was deemed necessary due to material impacts from the disposal of certain subsidiaries took place in FY2023. However, following the Group's re-gaining of control over these subsidiaries in March 2025 with their results reconsolidated thereafter, the management considers the presentation of the adjusted net profit unnecessary as the figures presented under the HKFRS now appropriately reflect ongoing operations.

LIQUIDITY AND FINANCIAL RESOURCES

During the Financial Year, the Group has funded the liquidity and capital requirements primarily through bank borrowings, loans from shareholders and cash generated from the operating activities.

As at 31 December 2025, the Group had cash and cash equivalents of approximately HK\$70.3 million (31 December 2024: HK\$34.0 million), which were mainly denominated in Hong Kong dollars and Chinese Renminbi. The gearing ratio (defined as net debt divided by total equity plus net debt, where net debt includes interest-bearing bank borrowings, loans from shareholders, lease liabilities less cash and cash equivalents) of the Group as at 31 December 2025 was 40.0% (31 December 2024: 38.3%). The increase was mainly due to a new shareholder's loan obtained.

CAPITAL STRUCTURE

As at 31 December 2025, the borrowings included secured interest-bearing bank borrowings of approximately HK\$271.4 million (31 December 2024: HK\$231.3 million), unsecured interest-bearing bank borrowings of approximately HK\$39.0 million (31 December 2024: HK\$39.0 million) and loan from shareholders with maturity date on 31 March 2028 and 31 May 2030 of approximately HK\$85.0 million and HK\$16.9 million respectively (31 December 2024: HK\$50.0 million). Except for the Group's interest-bearing bank borrowings of HK\$7.4 million (31 December 2024: HK\$7.9 million) which were denominated in Macanese Pataca (MOP), the Group's interest-bearing bank borrowings are all denominated in Hong Kong dollars. All borrowings are at floating rates.

Maturity analysis of bank borrowings of the Group as at 31 December 2025 and 2024 is as follows:

	31 December 2025 HK\$'000	31 December 2024 HK\$'000
Within one year	301,118	262,855
In the second year	1,362	492
In the third to fifth years, inclusive	3,116	1,582
Beyond five years	4,788	5,367
	<u>310,384</u>	<u>270,296</u>

As at 31 December 2025, the Company's issued share capital was HK\$8.9 million and the number of its issued ordinary shares was 894,000,000 of HK\$0.01 each (31 December 2024: 800,000,000 of HK\$ 0.01 each).

The purpose of the treasury policy is to safeguard the Group's financial assets and minimise the liquidity risk and interest rate risk and ensure the Group has sufficient liquidity and sources of funding to meet its current and future obligations.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

The Group's reporting currency is Hong Kong dollars. The Group is exposed to currency risk primarily through sales and purchases, which give rise to receivables, payables and cash balances that are denominated in a foreign currency. The currency giving rise to this risk is primarily Chinese Renminbi. During the Financial Year, the Group did not use any derivative financial instruments to hedge against the volatility associated with foreign currency transactions and other financial assets and liabilities arising in the ordinary course of business. The Group's management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

PLEDGE OF ASSETS

As at 31 December 2025, (i) certain of the Group's leasehold land and buildings with a net carrying amount of approximately HK\$10.9 million (31 December 2024: HK\$31.9 million) were pledged to secure certain bank loans granted to the Group; and (ii) all the Group's equity interests in HNH were pledged to secure the loan from a shareholder granted to the Group.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 December 2025, the Group did not have any plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

Exercise of Put Option

Reference is made to the announcements of the Company dated 7 July 2023, 27 July 2023, 3 October 2023, 5 February 2025 and 28 February 2025, and the circular of the Company dated 26 October 2023 (“**Major Disposal Circular**”) in relation to, among other things, the disposal of 51% of the issued shares of CWA by Dynasty Garden Limited (“**Dynasty Garden**”), an indirect wholly-owned subsidiary of the Company, to Eyolution Capital Fund (“**ECF**”) and the subsequent exercise of the Put Option by ECF. Capitalised terms used in this section shall have the same meanings as those defined in the Major Disposal Circular unless the context otherwise requires.

On 27 January 2025, the Company received a notice of exercise of the Put Option from ECF under which Dynasty Garden was required to purchase the Sale Shares back from ECF. The Put Option Triggering Event on which ECF relied on to exercise the Put Option was that the Target Group had failed to meet one of its performance targets in relation to target turnover and target profits. The Exercise Price payable by Dynasty Garden to ECF for the Sale Shares was calculated as HK\$106,000,000. In accordance with the terms of the SP Agreement, the Exercise Price was determined with reference 51% of the valuation of CWA Group reported on by an independent valuer, jointly appointed by Dynasty Garden and ECF, as the fair value of CWA Group as at 31 December 2024 and on a valuation methodology jointly approved by Dynasty Garden and ECF. As at 31 December 2024, ECF had not paid the Remaining Consideration (being an amount of HK\$60.0 million) in accordance with the provisions of the SP Agreement. As such, the Exercise Price that was required to be paid by Dynasty Garden shall be equal to the amount of the Exercise Price in excess of the Remaining Consideration, being a net amount of HK\$46.0 million to ECF at completion of the Put Option exercise. The completion of the purchase of the Sale Shares with ECF took place on 28 February 2025 as agreed by ECF and Dynasty Garden.

Upon completion of the purchase of the Sale Shares, each of CWA and its subsidiaries have become a wholly-owned subsidiary of the Company and their financial results have been consolidated into the financial statements of the Group since 1 March 2025.

Save as disclosed above, the Group did not have any material acquisitions and disposals of subsidiaries and associated companies during the Financial Year.

DISCLOSURE PURSUANT TO RULE 13.20 OF THE LISTING RULES

Reference is made to the announcements of the Company dated 7 July 2023, 27 July 2023, 3 October 2023, 5 February 2025 and 28 February 2025, and the Major Disposal Circular in relation to, among other things, the disposal of 51% of the issued shares of CWA, by Dynasty Garden and the subsequent exercise of the Put Option by ECF.

In February 2025, as a result of the exercise of Put Option by ECF, the Group completed the repurchase of 51% of CWA's issued shares. Accordingly, CWA and its subsidiaries have become wholly-owned subsidiaries of the Company, and their financial results have been consolidated into the Group's financial statements since 1 March 2025. As such, CWA and its subsidiaries are now no longer associated companies of the Company. Accordingly, the provision of financial assistance to CWA and its subsidiaries (as more particularly described in the circular of the Company dated 25 November 2024) ceased to be a notifiable transaction under Chapter 14 of the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**") or subject to any implications relating to financial assistance or relevant advance to an entity under Chapter 13 of the Listing Rules since 1 March 2025.

SIGNIFICANT INVESTMENT HELD

As of 31 December 2025, the Group did not hold any significant investments (31 December 2024: Nil).

CAPITAL COMMITMENT

As at 31 December 2025, the Group had no material capital commitment (31 December 2024: Nil).

CONTINGENT LIABILITIES

As at 31 December 2025, the Group had no material contingent liabilities (31 December 2024: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2025, the Group employed a total of 179 employees (31 December 2024: 260). During the Financial Year, the total staff costs incurred were approximately HK\$75.5 million (FY2024: HK\$89.0 million). The Group's remuneration policy is based on position, duties and performance of the employees. Employees' remuneration varies according to their positions, which may include salary, overtime allowance, bonus and subsidies. The performance appraisal cycle varies according to the positions of employees. In order to provide incentives to and to recognise the contributions of employees of the Group, the Group has also adopted a Share Award Scheme and Share Option Scheme.

ADOPTION OF NEW ARTICLES OF ASSOCIATION

In order to be in line with the latest legal and regulatory requirements of the Listing Rules in respect of the further expansion of its paperless listing regime, the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules, the Board has put forward to the shareholders of the Company a special resolution to adopt a new articles of association of the Company (“**New Articles of Association**”) in substitution for, and to the exclusion of, the then existing constitution of the Company (“**Existing Articles of Association**”). On 30 May 2025, a special resolution for adopting the New Articles of Association in substitution for and to the exclusion of the Existing Articles of Association was passed by the shareholders of the Company at the 2025 annual general meeting of the Company. For details of the New Articles of Association, please refer to the announcements of the Company dated 28 March 2025 and 30 May 2025 and the circular of the Company dated 10 April 2025.

ANNUAL GENERAL MEETING

An annual general meeting of the Company (“**AGM**”) will be held on Friday, 29 May 2026 and the notice of the AGM will be published in accordance with the Company’s articles of association and the Listing Rules in due course.

DIVIDEND

The Board has resolved not to declare any final dividend for the FY2025 (FY2024: nil).

CLOSURE OF REGISTER OF MEMBERS

To determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 22 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date will be Friday, 29 May 2026. In order to qualify for the entitlement to attend and vote at the AGM, all transfer of Shares 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 at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 pm on Thursday, 21 May 2026.

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

During the Financial Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company (including sale of treasury share). As at 31 December 2025, the Company did not hold any treasury shares.

CHANGE IN INFORMATION OF DIRECTORS

The changes in information of the Directors during the Financial Year and up to the date of this announcement, which are required to be disclosed under Rule 13.51B(1) of the Listing Rules are set out below:

Ms. Chan Ka Lai Vanessa (independent non-executive Director) has been appointed as an independent non-executive director of China Renaissance Holdings Limited (stock code: 1911.HK) since June 2025 and an independent director of Hunan Junxin Environmental Protection Co., Limited (listed on Shenzhen Stock Exchange with stock code: 301109.SZ) since August 2025.

Mr. Cao Ran (non-executive Director) has been appointed as a non-executive director of Immunotech Biopharm Ltd (stock code: 6978.HK) since October 2025.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own code of conduct regarding securities transactions of the Company by the Directors (“**Securities Dealing Code**”) on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) as set out in Appendix C3 to the Listing Rules. Having made specific enquiries with the Directors, all the Directors confirmed that they had complied with the Securities Dealing Code during the Financial Year.

CORPORATE GOVERNANCE CODE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the code provisions set out in the Corporate Governance Code (“**CG Code**”) effective until 30 June 2025 contained in Appendix C1 to the Listing Rules. The amendments to the CG Code effective on 1 July 2025 will apply to the corporate governance reports and annual reports of the Company for the financial years commencing on or after 1 July 2025. The principles and code provisions set out herein refer to the CG Code prior to the revision, not the revised CG Code.

To the best of the knowledge of the Board, the Company has fully complied with the requirements under the CG Code during the Financial Year, except for the deviation from code provision C.2.1 of the CG Code.

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing. The roles of the chairman and the chief executive officer of the Group are not separated and are performed by the same individual, Mr. Wong Ka Chun Michael, who has been responsible for overall strategic planning and management of the Group since the Group was founded and has extensive knowledge and experience in the healthcare and personal care products industry. The Directors meet regularly to consider major matters affecting the operations of the Group. As such, the Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of the Group and believe that this structure will enable the Group to make and implement decisions promptly and efficiently.

REVIEW OF ANNUAL RESULTS BY THE AUDIT COMMITTEE

The audit committee of the Board (“**Audit Committee**”) has reviewed together with the Company’s management, the accounting principles and practices adopted by the Group, has discussed internal control and financial reporting matters and has reviewed the audited consolidated financial statements of the Group for the Financial Year.

EVENTS AFTER THE REPORTING PERIOD

There has been no significant event affecting the Group after the Financial Year and up to the date of this announcement.

SCOPE OF WORK OF CROWE (HK) 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 the preliminary announcement have been agreed by the Group’s auditor, Crowe (HK) CPA Limited, to the amounts set out in the Group’s audited consolidated financial statements for the year. The work performed by Crowe (HK) CPA Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Crowe (HK) CPA Limited on the preliminary announcement.

PUBLICATION OF THE 2025 ANNUAL RESULTS ANNOUNCEMENT AND 2025 ANNUAL REPORT

This annual results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tycoongroup.com.hk). The annual report of the Company for the Financial Year containing all the information required under the Listing Rules will be despatched to the Shareholders upon request and made available for review on the aforementioned websites in due course.

On behalf of the Board
Tycoon Group Holdings Limited
Wong Ka Chun Michael

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 31 March 2026

As at the date of this announcement, the executive director is Mr. Wong Ka Chun Michael; the non-executive directors are Mr. Cao Ran, Ms. Liang Yan, Ms. Li Ka Wa Helen, Mr. Lau Ka On David and Mr. Ng Kwan Ho; and the independent non-executive directors are Mr. Chung Siu Wah, Ms. Chan Ka Lai Vanessa and Mr. Mak Chung Hong (also known as Mak Tommy Chung Hong).