Cinese International Group Holdings Limited
富盈環球集團控股有限公司

(incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)

Stock Code: 1620

2025
ANNUAL REPORT

CONTENTS

FINANCIAL HIGHLIGHTS

	Year ended 31 December		
	2025 **HK$ million**	2024 HK$ million	Increase/ (decrease)
Revenue from continuing operations	**62.4**	63.5	(1.7%)
Gross profit from continuing operations	**12.1**	12.8	(5.5%)
Profit/(Loss) for the year	**11.0**	(44.5)	(124.7%)
Basic and diluted earnings/(loss) per share (HK cents)	**0.9**	(3.7)	(124.8%)
Proposed final dividend per share (HK cents)	**—**	—	—

	Year ended 31 December		
	2025 **HK$ million**	2024 HK$ million	Increase/ (decrease)
Total assets	**47.3**	110.8	(57.3%)
Shareholders' equity	**11.4**	0.6	1,800.0%
Current ratio and quick ratio (times)	**1.3**	0.9	44.4%
Gearing Ratio (%)	**0.0**	415.9	(100.0%)

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Dr. Kou Chung Yin Mariana
(Chairperson)
Mr. Liu Xue Bin
Mr. Liu Jiefeng *(Chief Executive Officer)* [1]

Independent Non-executive Directors

Mr. Tan Wentao
Mr. Lo Ying Kit [2]
Ms. Suen Yin Wah Chloe [3]
Ms. Kwan Ka Yee

AUDIT COMMITTEE

Ms. Kwan Ka Yee *(Chairperson)*
Mr. Tan Wentao
Mr. Lo Ying Kit [2]
Ms. Suen Yin Wah Chloe [3]

REMUNERATION COMMITTEE

Mr. Tan Wentao *(Chairperson)*
Mr. Liu Xue Bin
Ms. Kwan Ka Yee

NOMINATION COMMITTEE

Mr. Lo Ying Kit *(Chairperson)* [2]
Ms. Suen Yin Wah Chloe [3]
Dr. Kou Chung Yin Mariana
Mr. Tan Wentao

COMPANY SECRETARY

Mr. Chow Kai Yu *(HKICPA)*

AUTHORISED REPRESENTATIVES

Dr. Kou Chung Yin Mariana
Mr. Chow Kai Yu

REGISTERED OFFICE

4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman, KY1-1002
Cayman Islands

Notes:

[1] Dr. Kou Chung Yin Mariana served as the chief executive officer until 29 August 2025, when Mr. Liu Jiefeng was appointed as the chief executive officer of the Company in place of Dr. Kou Chung Yin Mariana. In addition, Mr. Liu Jiefeng was also re-designated as an Executive Director on 29 August 2025. He served as a non-executive Director before that.

[2] appointed with effect from 28 November 2025

[3] resigned with effect from 28 November 2025

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

2nd Floor, Terns Centre Tower II,
251 Queen's Road,
Central, Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
2103B, 21st Floor, 148 Electric Road
North Point
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman KY1-1002
Cayman Islands

AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISERS AS TO HONG KONG LAW

Eric Chow & Co. in Association with
Commerce & Finance Law Offices

PRINCIPAL BANKERS

HSBC Bank
Industrial and Commercial Bank of China (Asia) Limited

STOCK CODE

1620

WEBSITE

www.cighl.com

CHAIRPERSON'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Cinese International Group Holdings Limited (the "**Company**"), I am pleased to announce the audited consolidated annual results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 December 2025 (the "**Year**" or "**Reporting Period** ").

BUSINESS REVIEW

During the Year, the Group entered into a share purchase agreement with an affiliate of one of its customers on 29 August 2025 to sell off the entire interest in an indirect wholly-owned subsidiary of the Company, BVTEHC Inc. along with its subsidiary, Tour East Holidays (Canada) Inc. (the "**Disposal Group**") for a consideration of CAD2.3 million (equivalent to approximately HK$12.6 million) (the "**Disposal**"). The Disposal Group operates the Group's air ticket distribution business, business process management business and travel products and services business in Canada. Completion of the Disposal took place on 29 August 2025. For details, please refer to the announcement of the Company dated 29 August 2025 and the circular of the Company dated 25 September 2025 and the announcements of the Company dated 26 February 2026 and 17 March 2026 after the Reporting Period.

Following the completion of the Disposal, as part of the Group's business strategies to focus on future growth and enhance its business portfolio in the PRC, and as a result, the Group has ceased to operate its air ticket distribution business, business process management business and travel products and services business in the North America region.

The Group will continue the existing business with strategic focus in gathering resources and tapping into more growth opportunities in the PRC and will from time to time monitor and reassess its business portfolio. Where appropriate, take actions to optimise and improve its business structure and seek new business drivers, with a view to create value to shareholders of the Company.

Furthermore, the Group successfully diversified its service portfolio by strategically commencing private extracurricular coordination services for kindergarten students in the Greater Bay Area of the PRC ("**Greater Bay Area**") during the second half of 2025. This business segment contributed approximately HK$0.5 million to the Group's revenue for the Year (2024: nil). The successful launch of these services reflects the Group's strategic agility in identifying and capturing emerging opportunities within the Greater Bay Area. As the segment is currently in its initial stage, the Group's primary focus during the Year was on establishing its brand presence and ensuring services quality within the region.

For the Year, the total revenue of the Group from continuing operations recorded a slight decrease of approximately HK$1.1 million or 1.7%, from approximately HK$63.5 million for the year ended 31 December 2024 to approximately HK$62.4 million for the Year. The Group's revenue was mainly derived from the Travel Products and Services segment, which contributed approximately HK$61.9 million (representing approximately 99.2% of the total revenue from continuing operations). This core revenue stream was contributed by the Group's company-operated cultural tours in the Greater Bay Area, reflecting the Group's strategic business development in this region.

In line with the decrease in revenue from continuing operations, the gross profit of the Group from continuing operations decreased by approximately HK$0.7 million or 5.5%, from approximately HK$12.8 million for the year ended 31 December 2024 to approximately HK$12.1 million for the Year.

The overall gross profit margin of the Group from continuing operations recorded a slight decrease of approximately 0.7 percentage points, from approximately 20.1% for the year ended 31 December 2024 to approximately 19.4% for the Year. Such decrease was primarily attributable to the slight decrease in the segment gross profit margin of the Travel Products and Services segment from continuing operations.

DIVIDENDS

In order to retain more cash to finance the working capital requirements and future development of the Group, the Board does not recommend the payment of final dividend for the Year (2024: nil). The Board will consider future dividend distribution in due course according to the Company's dividend policy.

FUTURE PROSPECT

Going forward, the Group will continue to consolidate its presence in the travel industries and provide private extracurricular coordination services for kindergarten students of the Greater Bay Area. In such connection, the Group has been exploring business opportunities to diversify its service portfolio and income stream by leveraging its knowledge and experience in the travel and cultural sectors, to (i) further explore the health and wellness tourism sector; and (ii) to integrate its tourism-related resources with language and arts education services; (iii) enhance its market penetration in the Greater Bay Area by developing high-quality, standardized education service models that cater to the evolving needs of students and parents in the region. For details, please refer to the announcements of the Company dated 27 June 2025 and 25 July 2025, respectively.

The Group will continue to deploy business strategies with a view to sustain its travel and education related businesses and endeavour to explore suitable business opportunities from time to time in the travel and private education service consultancy and other potential service industries by leveraging its knowledge and experience, so as to create business synergy, enhance earning capability and potential, and bring value to Shareholders.

APPRECIATION

The Board would like to take this opportunity to express its gratitude to all Shareholders, customers, suppliers, employees and other business partners of the Group for their continuous support.

On behalf of the Board

Kou Chung Yin Mariana
Cinese International Group Holdings Limited
Chairperson and executive Director

Hong Kong, 31 March 2026

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

CONTINUING OPERATIONS

REVENUE AND GROSS PROFIT MARGIN

The Group's revenue recorded a slight decrease of approximately HK$1.1 million or 1.7%, from approximately HK$63.5 million for the year ended 31 December 2024 to approximately HK$62.4 million for the Year. In line with the revenue trend, the overall gross profit margin of the Group remained stable, recording a marginal decrease of approximately 0.7 percentage points from approximately 20.1% for the year ended 31 December 2024 to approximately 19.4% for the Year.

Travel Products and Services

The revenue from travel products and services segment recorded a slight decrease of approximately HK$1.6 million or approximately 2.5%, from approximately HK$63.5 million for the year ended 31 December 2024, to approximately HK$61.9 million for the Year. Such decrease was mainly attributable to the decrease in transaction volume of company-operated cultural tours in the Greater Bay Area following the competitive landscape within the Greater Bay Area. In line with the decrease in revenue, the segment gross profit decreased by approximately 9.4%, from approximately HK$12.8 million for the year ended 31 December 2024, to approximately HK$11.6 million for the Year. The segment gross profit margin was slight decrease by approximately 1.4 percentage points from 20.1% for the year ended 31 December 2024 to 18.7% for the Year.

Private Extracurricular Coordination Services

The revenue from private extracurricular coordination services segment was approximately HK$0.5 million for the Year. The Group has commenced to provide private extracurricular education services in the Greater Bay Area. There was no segment revenue reported for private coordination services for the year ended 31 December 2024.

Selling Expenses

The selling expenses remained relatively stable at approximately HK$0.1 million for the years ended 31 December 2025 and 2024.

Administrative Expenses

The administrative expenses increased from approximately HK$8.9 million for the year ended 31 December 2024 to approximately HK$9.7 million for the Year, primarily due to increase in average staff cost for the Year.

Discontinued Operations

After completion of the Disposal and the Cessation, the Group has ceased to operate its air ticket distribution business, business process management business and travel products and services business in the U.S. and Canada. The comparative figures in the consolidated statement of comprehensive income have been restated to reflect these businesses as discontinued operations. The Group recorded approximately HK$11.3 million during the Year from the discontinued operations. For details, please refer to note 12 to the consolidated financial statements in this report.

Profit for the Year

The Group recognised a profit before income tax of approximately HK$2.4 million for the Year, as compared to the profit before income tax of approximately HK$1.7 million for the year ended 31 December 2024. Such increase was mainly attributable a reversal in ECLs allowance on financial assets from a provision of ECLs allowance of approximately HK$0.6 million for the year ended 31 December 2024 to a reversal of ECLs allowance of approximately HK$0.9 million for the Year. The reversal of ECLs allowance on financial asset was mainly due to better repayment performance from the Group's debtors during the Year.

FINANCIAL RESOURCES, LIQUIDITY AND CAPITAL STRUCTURE

During the Year, the Group's primary source of funding included its own working capital and the net cash inflow from the Disposal.

Net cash used in operating activities was approximately HK$4.9 million for the Year, as compared with net cash generated from operating activities of approximately HK$3.2 million for the year ended 31 December 2024. Net cash used in investing activities was approximately HK$4.5 million for the Year, as compared with net cash used in investing activities of approximately HK$0.5 million for the year ended 31 December 2024. Net cash used in financing activities for the Year was approximately HK$17.7 million, as compared with net cash generated from financing activities of approximately HK$3.0 million for the year ended 31 December 2024.

As at 31 December 2025, the Group's cash and cash equivalents amounted to approximately HK$3.9 million, representing a decrease of approximately 87.2% from approximately HK$30.4 million as at 31 December 2024. The decrease in cash and cash equivalents was primarily attributable to the repayment of amount due to immediate holding company and the net placement of deposits with original maturity of more than three months.

The Group's gearing ratio is calculated based on total debt divided by the shareholders' equity at the end of the financial year and multiplied by 100%. As at 31 December 2024, the Group's gearing ratio was approximately 415.9%. As at 31 December 2025, the Group has no debt since the completion of the Disposal, and hence the gearing ratio of the Year is 0.0%. Taking into consideration the Group's current bank balances and cash the expected cash flow from operations, it is anticipated that the Company will have adequate financial resources to meet its ongoing operating and development requirements.

Borrowings

As at 31 December 2024, the Group had interest-free loan from the Government of Canada under the Regional Economic Growth Through Innovation program of approximately HK$2.3 million, which were denominated in Canadian dollars, of which approximately HK$0.7 million is repayable within one year, approximately HK$0.8 million is repayable after one year but within two years, and approximately HK$0.8 million is repayable after two years but within five years. The Directors expected that such loan will be repaid by internally generated funds. As at 31 December 2025, there was no borrowings held by the Group since the completion of the Disposal during the Year.

Treasury Policies

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

Financial asset at FVTPL

The financial asset at FVTPL of approximately HK$1.4 million as at 31 December 2024 represented a government bond issued by the Canadian government with an interest rate of 3.6% per annum with a maturity date of 15 February 2025. As at 31 December 2025, there was no financial asset at FVTPL held by the Group since the completion of the Disposal during the Year.

Amount due to immediate holding company

As at 31 December 2025, the Group had an amount due to immediate holding company of HK$1.0 million, as compared to HK$17.0 million as at 31 December 2024. Such amount due to immediate holding company was non-trade in nature, interest-free, unsecured, repayable on demand and on normal commercial terms or better, and constituted a fully exempt financial assistance received by the Group pursuant to Rule 14A.90 of the Listing Rules.

EVENT AFTER THE REPORTING PERIOD

Pursuant to the agreement of the Disposal, the retained amount of the consideration was held back by the purchaser. As the closing balance sheet has been agreed between the vendor and the purchaser after the Reporting Period, the entire retained amount was subject to retention by the purchaser. Furthermore, the purchaser has asserted certain indemnification claims under the agreement. For further information, please refer to the Company's announcements published on 26 February 2026 and 17 March 2026.

Save as disclosed in this report, there are no significant events subsequent to the end of the Reporting Period which would materially affect the Group's operating and financial performance as at the date of this report.

FOREIGN EXCHANGE RISKS

Group has foreign currency exposures that mainly arise from the balance of assets and liabilities in currencies other than the respective group companies' functional currency. The Group's policy requires the management to control the Group's foreign exchange risk to an acceptable level by ensuring that the Group is able to obtain sufficient amount of USD and RMB at acceptable exchange rate for meeting the payment obligations arising from business operations. A net foreign exchange loss from continuing operations of approximately HK$0.7 million was recorded for the year ended 31 December 2025 while a net foreign exchange loss from continuing operations of approximately HK$1.4 million was recorded for the year ended 31 December 2024.

During the Year, the Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its exposure to foreign currency risk.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2025, the Group's number of employees was 82 as at 31 December 2024 as compared to 37 as at 31 December 2025. The decrease of number of employees was due to the Disposal as mentioned in the section headed "Management Discussion and Analysis - Business Review" of this report. The total staff costs from continuing operations incurred by the Group for the Year were approximately HK$7.7 million as compared to approximately HK$6.2 million for the year ended 31 December 2024. The Group will regularly review its remuneration policy and the benefits to its employees with reference to market practice and the performance of individual employees. In addition, the Company has adopted a share option scheme on 7 May 2018 to attract and retain individuals with experience and ability and to reward them for their contributions. For details, please refer to the sub-section headed "Share Option Scheme" below.

MATERIAL ACQUISITION, DISPOSAL AND SIGNIFICANT INVESTMENTS

Completion of the Disposal

As of 29 August 2025, the Disposal had been completed, following which the Company had ceased to have any interest in the Disposal Group and the Disposal Group ceased to be subsidiaries of the Company.

Details of the above transactions have been disclosed in the announcement of the Company dated 29 August 2025, the circular of the Company dated 25 September 2025 and the announcements of the Company dated 26 February 2026 and 17 March 2026 after the Reporting Period.

Save as disclosed in this report, the Group did not conduct any other significant investments, material acquisition or disposal of subsidiaries, associates or joint ventures during the Year.

PLEDGE OF ASSETS

As at 31 December 2024, the Group had government bond issued by the Canadian government of approximately HK$1.4 million. The bond is held as a security pledge for the operating permits required under the Quebec Travel Agents Act by the Québec L'Office de la protection du consommateur. The interest rate for the bond was 3.6% per annum with a maturity date of 15 February 2025. As at 31 December 2025, there was no pledge of assets by the Group since the completion of the Disposal during the Year.

CONTINGENT LIABILITIES

As at 31 December 2025, the Group did not have any material contingent liabilities or guarantees.

SHARE OPTION SCHEME

The Company has adopted a share option scheme on 7 May 2018 (the "**Share Option Scheme**"). The Share Option Scheme is designed to motivate eligible participants, including executives and key employees, who may make a contribution to the Group, and enables the Group to attract and retain individuals with experience and ability and to reward them for their contributions. Since the adoption of the Share Option Scheme and up to the date of this report, no share options has been granted, exercised, lapsed or cancelled under the Share Option Scheme. For details of the Share Option Scheme, please refer to the prospectus of the Company dated 15 June 2018 (the "**Prospectus**").

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus, the Group did not have plans for material investments and capital assets as at 31 December 2025.

BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Mr. Liu Xue Bin ("Mr. Liu"), aged 53, was appointed as an executive Director on 19 July 2021. Mr. Liu is responsible for overall strategic planning and business development of the Group. Mr. Liu is a recognised educator, philanthropist and entrepreneur. He is a co-founder and currently a director of Guangdong Guangzheng Educational Group Co., Ltd* (廣東光正教育集團有限公司), a company which principally engages in the provision of premium primary and secondary education in the PRC. He is also an executive director and one of the controlling shareholders of Wisdom Education International Holdings Company Limited (光正教育國際控股有限公司) (HKSE: 6068), an education group listed on the Main Board of the Stock Exchange which currently principally engages in the school-related supply chain business and provision of comprehensive educational services to students of primary, middle and high schools and other customers in the PRC, since June 2016. Mr. Liu also holds interest in other companies that are engaged in other businesses, including but not limited to, real estate, construction and hotel in the PRC.

Mr. Liu completed a graduate programme on project management from the Economics Department of Peking University in March 2004. He was awarded the World Outstanding Chinese Award (世界傑出華人獎) by United World Chinese Association Limited (世界華人協會) in 2007. In 2020, he was also recognised as an individual with outstanding achievement on the 40th anniversary of private education in Guangdong (廣東民辦教育四十周年突出貢獻人物) by the Guangdong Province Private Education Association (廣東省民辦教育協會).

Dr. Kou Chung Yin Mariana ("Dr. Kou"), aged 41, was appointed as an executive Director on 19 July 2021 and is responsible for overseeing the strategic management and business development of the Group. She is also the chairperson of the Board of the Company. Prior to joining the Group, she was the chief executive officer of Research Study Education Group, a company that provides overseas education services to students in the Greater Bay Area and an award-winning equity research analyst specializing in the China education industry and the global luxury goods sector. From May 2010 to November 2019, she was employed at CLSA Limited, a company that provides corporate finance and asset management services, with her last position before departure the Head of China Education and Hong Kong Consumer Research, where she was involved in 12 consumer and education business related IPOs.

Since October 2024, Dr. Kou has served as an independent non-executive director at Greatview Aseptic Packaging Company Limited (HKSE: 0468), which is listed on the Main Board of the Stock Exchange and is principally engaged in the business of manufacturing, distribution and selling of paper packaging and filling machines to dairy and non-carbonated soft drink producers. From December 2021 to November 2024, Dr. Kou also served as independent non-executive director at Aetherium Acquisition Corp., a special purpose acquisition company with an intention to focus on businesses in the education, training and education technology industries, which is listed on NASDAQ (NASDAQ Ticker: GMFIU). Dr. Kou was appointed a member of the modern finance industry task force of the Macau SAR Government Talent Development Committee in July 2023.

Dr. Kou has gained her global executive doctor of education degree from the University of Southern California in the United States in May 2023. She obtained a master's degree in business administration from Columbia Business School in the United States in May 2009 and is a graduate of the innovation and entrepreneurship certificate program from Stanford University, the United States, in January 2016. She received her bachelor's degree in business administration with magna cum laude and Raymond P. Kent Award from the University of Notre Dame, the United States, in May 2005. She was certified as chartered financial analyst by the Chartered Financial Analyst Institute since September 2011 and has been a member of global business honour society Beta Gamma Sigma since 2005 and economics honour society Omicron Delta Epsilon since 2004. She has also been a member of education honour society Kappa Delta Pi since January 2022.

Mr. Liu Jiefeng, aged 34, was appointed as a non-executive Director on 19 July 2021 and re-designated as an executive Director on 29 August 2025. Mr. Liu Jiefeng is responsible for overseeing the operations, strategic management, finance functions and business development of the Group. Mr. Liu Jiefeng is also the chief executive officer of the Company. Prior to joining the Group, Mr. Liu Jiefeng has more than 10 years of experience in business management and business administration. From March 2014 to October 2014, Mr. Liu Jiefeng was a general manager's assistant at Dongguan Fuying Hotel Management Co., Ltd.* (東莞市富盈酒店管理有限公司), where he was principally responsible for assisting the general manager on the day-today business operations. From November 2014 to March 2016, Mr. Liu Jiefeng then joined Dongguan Fuying Real Estate Development Co., Ltd* (東莞市富盈房地產開發有限公司), a PRC based property developer, as a chairman assistant, where he was responsible for the liaison with and coordination between different departments within the group. Mr. Liu Jifeng then served as the deputy manager of Andres International Education Group* (安德烈斯教育集團) ("Andres Education") until August 2025. Andres Education is an education group that provides nursery programmes in the PRC, and Mr. Liu Jifeng was primarily responsible for formulating the annual investment plan and overseeing the daily operations of kindergartens that are operated by the group. Mr. Liu Jiefeng obtained his master's degree in business administration from City University in Malaysia in 2019.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Kwan Ka Yee ("Ms. Kwan"), aged 45, was appointed as an independent non-executive Director on 19 July 2021. Ms. Kwan is the Finance Director of Voyager Education Limited, responsible for business development, finance, and operations, starting in April 2024. She also serves as the Finance Director of Voyager Group, a Hong Kong-based family office that invests in tech and AI startups and provides AI strategies. From April 2015 to May 2018, Ms. Kwan was the finance director at Lombard Odier (Hong Kong) Limited, an investment advisor that provides wealth management services for private and institutional clients in Asia, where Ms. Kwan was responsible for formulating budget and performance measures for Asia. From June 2012 to August 2014, Ms. Kwan was the controller at the finance team of Lombard Odier Asset Management (USA) Corporation, an investment management company based in the United States that offers asset management, equities, financial planning and advisory services, where she was responsible for managing the finance function of the company including reviewing the funds' performance and preparing year-end audit. From June 2012 to August 2014, Ms. Kwan was an assistant controller at M.D. Sass Investors Services, Inc., an asset management firm in New York, where she was mainly responsible for reviewing year-end financial statements and the investment portfolios of various funds. From October 2008 to April 2010, Ms. Kwan was the accounting manager of finance department at Apax Partners, a private equity firm, where she was responsible for preparing quarterly and year-end balances and financial statements for private equity funds.

Ms. Kwan is an inactive certified public accountant in the state of New York. Ms. Kwan holds a bachelor's degree in business administration from Boston University in the USA in May 2002.

Mr. Lo Ying Kit ("**Mr. Lo**"), aged 43, was appointed as an independent non-executive Director on 28 November 2025. Mr. Lo is a seasoned entrepreneur in the child education and publishing industry with more than 20 years of experience in business management. Mr. Lo is currently the director of Dr-Max Limited, a child education and learning materials publisher, primarily responsible for overall management and strategic planning of the company. At the same time, Mr. Lo is also the director and general manager of Parenting Headline Limited, a child education and parenthood focused media company, primarily responsible for its overall operation and management. Mr. Lo has been accredited as a fellow member of The Hong Kong Institute of Directors since March 2015.

Mr. Tan Wentao ("Mr. Tan"), aged 57, was appointed as an independent non-executive Director on 24 July 2024. Mr. Tan is currently the head of compliance and risk management of China Sichuan International Investment Limited, a company principally engaged in global investment, including Hong Kong, where he was in charge of overall compliance and risk control of group and its subsidiaries, including a corporation licensed under the Securities and Futures Commission ("**SFC**"). Mr. Tan is also the executive director, responsible officer and compliance officer of CSII Capital Limited, a company principally engaged in fund management, where he was responsible for overseeing legal compliance and operation desk.

From November 2011 to March 2016, Mr. Tan held the position of deputy chairman at Hong Kong International Financial Services Limited, a company principally engaged in financial services and investment. In this role, he was primarily responsible for managing the company's daily operations, as well as driving business growth in the SFC-regulated financial sector and other commercial areas, such as global merger and acquisition activities for the HNA group. During the same period, Mr. Tan also worked at Hong Kong International Securities Limited where his last position held was as responsible officer. In this role, he was primarily responsible for daily management and operations. Hong Kong International Securities Limited is principally engaged in securities brokerage and dealings and it holds the licenses to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**"), Additionally, Mr. Tan concurrently served as executive director and responsible officer at Hong Kong International Futures Limited, where his primary responsibilities included daily management and operations. Hong Kong International Futures Limited is principally engaged in global commodities brokerage and it holds the license to carry out Type 2 (dealing in futures contracts) regulated activities as defined under the SFO. From May 2013 to March 2016, Mr. Tan served as president of Hong Kong International Capital Management Limited, and was mainly responsible for business development and strategic executives. Hong Kong International Capital Management Limited is principally engaged in corporate finance and asset management and it holds the licenses to carry out Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO. From April 2016 to March 2019, Mr. Tan worked at China Minsheng Financial Holding Corporation Limited, a company listed on the Main Board of the Stock Exchange (Hong Kong Stock Code: 245), with his last position as senior assistant to the chief executive officer. In this capacity, he was primarily responsible for supporting the chief executive officer, overseeing the daily operations of the group and its subsidiaries, including securities and asset management businesses, as well as direct investments. From April 2016 to February 2019, Mr. Tan held the positions of executive director and responsible officer at CM Securities (Hong Kong) Company Limited, a subsidiary of China Minsheng Financial Holding Corporation Limited with licenses to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities as defined under the SFO. In these capacities, he was mainly responsible for daily overall management oversight. Furthermore, from July 2016 to February 2019, Mr. Tan also served as executive director and responsible officer of CM Asset Management (Hong Kong) Company Limited, where he was mainly responsible for daily monitoring and management. CM Asset Management (Hong Kong) Company Limited is principally engaged in asset management and investment advisory and it holds the licenses to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities as defined under the SFO.

Mr. Tan obtained his Master of Science degree from the University of Reading in the United Kingdom in July 2004. In July 1990, Mr. Tan obtained his Bachelor of Applied Electronics Technology degree from the University of Electronic Science and Technology of China in the People's Republic of China.

SENIOR MANAGEMENT

Mrs. Rita Pik Fong Tsang ("Mrs. Tsang"), aged 72, is one of the founders of the Group. Mrs. Tsang successively served as vice president, president and chief executive officer, and chairperson of our subsidiaries Tour East Holidays (Canada) Inc. ("**Tour East Canada**") and Tour East Holidays (New York) Inc. ("**Tour East New York**"), respectively, since their establishments, and has been primarily responsible for their overall management. Mrs. Tsang has over 40 years of experience in the travel and tourism industry through managing the operations of the Group since its inception in 1976. Mrs. Tsang obtained her Bachelor of Arts degree in general studies from University of Toronto in Canada in June 1978.

Ms. Annie Shuk Fong Tsu (also known as Shuk Fong Anne Tsu) ("**Ms. Tsu**"), aged 64, joined the Group in January 1983 as a travel consultant of Tour East Canada and was responsible for sales and marketing. She successively served various positions in Tour East Canada, including vice president overseeing marketing from September 1992 to December 2000, executive vice president overseeing marketing and information technology from September 2001 to December 2009, president in charge of sales and overall operations from December 2010 to April 2017, and president and chief executive office overseeing the operations and management of Tour East Canada since May 2017. Since January 1992, Ms. Tsu also successively served as vice president and executive vice president of Tour East New York, and has been serving as its president and chief executive officer overseeing its operations and management since December 2015. Ms. Tsu was awarded Ernst & Young Entrepreneur of the Year Award in tourism and hospitality in Ontario in 2010. Ms. Tsu attended University of Toronto in Canada from September 1980 to 1982.

Ms. Wang Rongmei ("**Ms. Wang**"), aged 44, joined the Group in December 2025 as the operations director of Dongguan Cinese Zhuoling Cultural Tourism Development Co., Ltd.* (東莞市卓領文旅發展有限公司) (a subsidiary of the Company). She is primarily responsible for overseeing the business operations and strategic planning of the private extracurricular coordination services business unit in the PRC.

Ms. Wang has over 20 years of experience in operational management within the education and cultural tourism industries in the PRC. Prior to joining the Group, from March 2010 to May 2014, Ms. Wang served as a principal at the Shenzhen branch of Beijing RYB Children's Education Technology Development Co., Ltd.* (北京紅黃藍兒童教育科技發展有限公司深圳分公司), where she was primarily responsible for daily kindergarten operations and management. From May 2014 to August 2017, Ms. Wang served as the general manager of Shandong Sanying Education Co., Ltd.* (山東省三英教育有限公司), where she was primarily responsible for strategic planning, brand development, and project investment management. From August 2017 to October 2022, Ms. Wang served as the general manager of the South China region for Beijing Zhongming Shiji Technology Co., Ltd.* (北京眾鳴世紀科技有限公司), where she was primarily responsible for overseeing regional business operations and market development.

Ms. Wang graduated from the Shandong Education Institute (山東教育學院) in the PRC with a bachelor's degree in education economics and management in June 2004. She further obtained a master's degree in education from the Brest Business School in France in June 2024.

COMPANY SECRETARY

Mr. Chow Kai Yu ("Mr. Chow"), aged 44, was appointed as the company secretary of the Company on 15 September 2017. Mr. Chow joined the Group in July 2017 and is currently the chief financial officer of the Group. Prior to joining the Group, from September 2014 to June 2017, Mr. Chow served successively as an assistant finance manager and finance manager at Chim Kee Machinery Co., Ltd., a company primarily engaged in construction machinery business, where he was primarily responsible for overseeing and enhancing the accounting function of company's accounts and finance department. He worked at BDO Limited from May 2009 to September 2014 where he last served as an assistant manager and was primarily responsible for audit service. From August 2008 to April 2009, he served as an assistant in the audit and assurance division of Shu Lun Pan Hong Kong CPA Limited, an accounting firm, where he was responsible for audit service.

Mr. Chow obtained his Bachelor of Science degree in physics from The Hong Kong University of Science and Technology in November 2005 and his Master of Science degree in materials science and engineering from The Hong Kong University of Science and Technology in November 2006. He has been a member of Hong Kong Institute of Certified Public Accountants since January 2013.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 to the Listing Rules during the Reporting Period except the following deviation:

Code Provision C.2.1

CG Code provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Dr. Kou Chung Yin Mariana is the chairperson of the Board and the chief executive officer of the Company. The Board is of the opinion that vesting the roles of both chairman and chief executive in Dr. Kou has the benefit of ensuring consistent leadership within the Group thus enabling more effective and efficient strategic planning for the Group. The Board also believes that the balance of power and authority is not compromised and is adequately ensured by the composition of the existing Board, given that: (1) decision to be made by the Board requires approval by at least a majority of the Directors; (2) Dr. Kou Chung Yin Mariana and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that they act for the benefit and in the best interests of the Company and will make decisions for the Company accordingly; (3) the balance of power and authority is ensured by the operations of the Board, including three independent non-executive Directors, and has a fairly strong independence element; and (4) the overall strategic and other key business, financial, and operational policies of the Company are made collectively after thorough discussion at both Board and senior management levels. Therefore, the Directors consider that the deviation from the CG Code provision C.2.1 is appropriate in such circumstances.

In such connection, effective from 29 August 2025, Mr. Liu Jiefeng has been re-designated as an executive Director, and has been appointed as the chief executive officer of the Company in place of Dr. Kou Chung Yin Mariana, whereas Dr. Kou Chung Yin Mariana continues to serve as an executive Director and chairperson of the Board. There has not been any deviation from CG Code provision C.2.1 since then.

The Board will continue to review and monitor the corporate governance status of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance of the Company.

BOARD OF DIRECTORS

Responsibilities

The Board is charged with promoting the success of the Company by directing and supervising its affairs. The Board has general powers for the management and conduct of the Company's business. The day-to-day operations and management are delegated by the Board to the management of the Company, who will implement the strategy and direction as determined by the Board.

Composition

The Company is committed to the view that the Board should include a balanced composition of executive, non-executive and independent non-executive Directors so that the Board has a strong independent element, which can effectively exercise independent judgment.

The composition of the Board is currently as follows:

During the Reporting Period, the composition of the Board is as follows [1]:

	Date of Appointment	Current Period of Appointment
Executive Directors		
Dr. Kou Chung Yin Mariana *(Chairperson)*	19 July 2021	3 years
Mr. Liu Xue Bin	19 July 2021	3 years
Mr. Liu Jiefeng *(Chief Executive Officer)*	19 July 2021	3 years
Independent Non-executive Directors		
Mr. Tan Wentao	24 July 2024	3 years
Mr. Lo Ying Kit	28 November 2025	3 years
Ms. Suen Yin Wah Chloe *(resigned on 28 November 2025)*	—	—
Ms. Kwan Ka Yee	19 July 2021	3 years

Note [1]: Mr. Tan Wentao obtained the legal advice on 24 July 2024; and Mr. Lo Ying Kit on 28 November 2025. Each of them received advice with regards to the requirements under the Listing Rules that are applicable to him/her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange as set out in Rule 3.09D of the Listing Rules, and he/she understood his/her obligations as a director of a listed issuer.

The Board members have no financial, business, family or other material/relevant relationship with each other except those disclosed in the in the section headed "Biographies of the Directors and Senior Management" of this report. Given the business nature and scope of the Company, the Board has appropriate skill and experience for the requirements of the business of the Company.

Responsibilities of executive Directors

The executive Directors are responsible for the leadership and control of the Company and overseeing the Group's businesses development, strategic formulation and are collectively responsible for promoting the success of the Company by directing and supervising its affairs.

Responsibilities of independent non-executive Directors

The independent non-executive Directors participate in the Board meetings to bring in an independent judgment to bear on the issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts and scrutinise the Company's performance in achieving agreed corporate goals and objectives. They are also responsible for ensuring a high standard of financial and other mandatory reporting of the Board as well as providing a balance in the Board in order to effectively exercise an independent judgment on the corporate actions of the Company so as to protect Shareholders' interest and the overall interest of the Group.

Throughout the year ended 31 December 2025, the Company had three independent non-executive Directors, which met the requirements of the Listing Rules that the number of independent non-executive Directors must represent at least one-third of the Board and should not be less than three, and that at least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise.

Each of the independent non-executive Directors has made an annual confirmation of independence in writing pursuant to Rule 3.13 of the Listing Rules and the Board is satisfied that all the independent non-executive Directors have been independent and met the independence guidelines set out in Rule 3.13 of the Listing Rules during the year ended 31 December 2025 and up to the date of this report.

Remuneration

The Directors and senior management of the Group receive remuneration in the form of salaries, allowances and other benefits, including our contribution on defined contribution retirement plans.

The aggregate amount of remuneration (including salaries, allowances, discretionary bonuses, other benefits and contributions to pension schemes) paid or payable to the senior management of the Group for the year ended 31 December 2025 was approximately HK$7.0 million.

The remuneration of the Directors is determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group. Details of the remuneration of the Directors for the year ended 31 December 2025 are set out in note 9 to the consolidated financial statements in this report. In addition, pursuant to Code Provision E.1.5 of the CG Code, the annual remuneration of members of the senior management (excluding Directors) by band for the year ended 31 December 2025 is set out below:

In the band of	Number of individuals
Nil to HK$500,000	1
HK$500,001 to HK$1,000,000	2
HK$1,000,001 to HK$1,500,000	1
HK$1,500,001 to HK$2,000,000	—
HK$4,000,001 to HK$4,500,000	1

Directors' induction and continuing professional development

Each of the Directors has received formal, comprehensive and tailored induction and training on the first occasion of his/her appointment to ensure that he/she (i) has a proper understanding of the Company's operations and business, and (ii) is fully aware of the Director's responsibilities under statute and common law, the Listing Rules, other legal and regulatory requirements and the Company's business and governance policies.

The Company will from time to time provide briefings to all Directors to develop and refresh their knowledge and skills, which shall cover the following topics: (a) the roles, functions and responsibilities of the Board, its committees and its Directors, and Board effectiveness; (b) the Company's obligations and the Directors' duties under Hong Kong law and the Listing Rules, and key legal and regulatory developments (including Listing Rule updates) relevant to the discharge of such obligations and duties; (c) corporate governance and ESG matters (including developments on sustainability or climate-related risks and opportunities relevant to the Group and its business); (d) risk management and internal controls; and (e) updates on industry-specific developments, business trends and strategies relevant to the Group. Each of the Directors, namely, Dr. Kou Chung Yin Mariana, Mr. Liu Xue Bin, Mr. Liu Jiefeng, Mr. Tan Wentao, Mr. Lo Ying Kit and Ms. Kwan Ka Yee has participated in continuous professional development during the year ended 31 December 2025. All Directors are also encouraged to attend relevant training courses at the Company's expense to develop and refresh their knowledge and skills as part of their continuous professional development.

The Group will provide latest updates or information regularly to equip Directors with the latest development and changes of Listing Rules and other relevant laws and regulations in a timely manner.

Meetings of Board and Board committees and Directors' attendance records

Notice of regular Board meetings is served on all Directors at least 14 days before the meeting. For other Board and Board committee meetings, reasonable notice is given.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three days before each Board or Board committee meeting to keep Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management of the Company where necessary.

The minutes of Board and Board committee meetings are kept by the company secretary of the Company ("**Company Secretary**") and are open for inspection by any Director. The minutes of Board and Board committee meetings record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes are sent to all Directors for their comments and records respectively, within a reasonable time after the meetings are held.

During the year ended 31 December 2025, (A) a total of five Board meetings were held whereat the Board (i) reviewed the unaudited consolidated financial results of the Company for the six months ended 30 June 2025 and the audited consolidated financial results of the Company for the year ended 31 December 2024; (ii) considered and approved the appointment and resignation of director; and (iii) considered and approved the overall strategies and policies of the Group; and (B) one annual general meeting for the year ended 31 December 2024 was held in June 2025. The attendance of individual Directors at the Board meetings and general meeting are set out in the following table:

	Attended	
Name of Directors	**Board meeting**	**General meeting**
Dr. Kou Chung Yin Mariana *(Chairperson)*	5/5	1/1
Mr. Liu Xue Bin	5/5	1/1
Mr. Liu Jiefeng	5/5	1/1
Mr. Lo Ying Kit (appointed on 28 November 2025)	0/0	0/0
Ms. Kwan Ka Yee	5/5	1/1
Ms. Suen Yin Wah Chloe	5/5	1/1
Ms. Suen Yin Wah Chloe (resigned on 28 November 2025)	5/5	1/1

The Company has established channels through formal and informal means whereby independent non-executive Directors can express their views in an open and candid manner. These include periodic Board reviews, dedicated annual meeting sections with the Chairman and interaction with management and other Board members including the Chairman outside the boardroom. The Board will review the implementation and effectiveness of the abovementioned mechanism on an annual basis to ensure that independent views and input are available to the Board.

During the year ended 31 December 2025, the chairperson of the Board also had a meeting with all independent non-executive Directors without the present of other Directors as required under Code Provision C.2.7.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the Code Provision A.2.1 of the CG Code. During the Reporting Period, the Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") and written employee guidelines, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

BOARD PERFORMANCE EVALUATION

No evaluation of the Board's performance has been conducted during the period from the Listing Date to 31 December 2025. It is currently expected the next Board performance review will be conducted after the financial year ending 31 December 2026.

BOARD COMMITTEES

The Company has three board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. Each of the Board committees operates under its terms of reference. The terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange.

Audit Committee

The Company established an Audit Committee on 7 May 2018 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The Audit Committee consists of three independent non-executive Directors, being Ms. Kwan Ka Yee, Mr. Tan Wentao, and Mr. Lo Ying Kit. The Audit Committee is chaired by Ms. Kwan Ka Yee. The Audit Committee has reviewed this report, including the audited consolidated financial results of the Group for the year ended 31 December 2025.

The main responsibilities of the Audit Committee are to review the Group's financial information and the auditors' reports and monitor the integrity of the consolidated financial statements of the Group as well as overseeing the financial reporting process, risk management and internal control system (including the need to setup internal audit function) of the Group and assisting the Board to fulfil its responsibility over the audit. Other responsibilities include making recommendations to the Board on the appointment, reappointment and removal of external auditor, approval of the remuneration and terms of the engagement of the external auditor, and any other matters arising from the above. The Audit Committee is also responsible for performing the Company's corporate governance functions and serves as a channel of communication between the Board and the external auditor.

During the year ended 31 December 2025, three Audit Committee meetings were held whereat the Audit Committee (i) reviewed the unaudited consolidated financial results, interim results announcement, and interim report of the Company for the six months ended 30 June 2025 and the audited consolidated financial results of the Company for the year ended 31 December 2024; and (ii) reviewed the internal control and risk management system of the Group. (iii) discussed the audit plan prepared by BDO Limited for the audit of the Company's results for the year ended 31 December 2024; (iv) reviewed the annual results announcement of the Group for the year ended 31 December 2024; (v) discussed the independent auditor's report issued by BDO Limited in respect of their audit of the Company's financial statements for the year ended 31 December 2024; (vi) reviewed the Group's ESG Report; (vii) approved the audit fees of the auditor for 2025 and submitted it to the Board of Directors for consideration; and (viii) approved the appointment of BDO Limited as the auditor of the Company. The attendance of individual members was set out in the following table:

Name of Directors	Attended
Ms. Kwan Ka Yee *(Chairperson)*	3/3
Mr. Lo Ying Kit (appointed on 28 November 2025)	0/0
Ms. Suen Yin Wah Chloe (resigned on 28 November 2025)	3/3
Mr. Tan Wentao	3/3

Remuneration Committee

The Company has established a Remuneration Committee on 7 May 2018 with its terms of reference in compliance with Rule 3.25 of the Listing Rules and Code Provision E.1.2 of the CG Code. The Remuneration Committee currently consists of three members, namely Mr. Tan Wentao (chairperson of the Remuneration Committee) and Ms. Kwan Ka Yee, both being independent non-executive Directors, and Mr. Liu Xue Bin, being an executive Director.

The primary objectives and duties of the Remuneration Committee were set out in its terms of reference adopted in compliance with the requirements under the CG Code, which include making recommendations to the Board on the remuneration policy and structure and remuneration packages and employee benefit arrangement of the Directors and the senior management of the Company, and reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

The Remuneration Committee has adopted the model described in Code Provision E.1.2(c) (ii) of the CG Code (i.e. make recommendation to the Board on the remuneration packages of individual executive Director and senior management of the Company).

During the year ended 31 December 2025, one Remuneration Committee meeting was held whereat the Remuneration Committee has determined the policy for the remuneration of the executive Directors, considered, reviewed and approved the terms of employment contracts of the executive Directors and appointment letters of the non-executive Director and the independent non-executive Directors and has assessed the performance of the Directors. The attendance of individual members was set out in the following table:

Name of Directors	Attended
Mr. Tan Wentao *(Chairperson)*	1/1
Mr. Liu Xue Bin	1/1
Ms. Kwan Ka Yee	1/1

Nomination Committee

The Company has established a Nomination Committee on 7 May 2018 with its terms of reference in compliance with Code Provision B.3.1 of the CG Code. The Nomination Committee currently consists of three members, namely Mr. Lo Ying Kit (chairperson of the Nomination Committee) and Mr. Tan Wentao, both being independent non-executive Directors and Dr. Kou Chung Yin Mariana, an executive Director.

The Nomination Committee is responsible for reviewing the structure, size and diversity (including without limitation, gender, age, cultural and educational background, skills, knowledge and professional experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships, and considering candidates on merit and against objective criteria with due regard to the Board diversity policy (the "**Board Diversity Policy**") as set out below. The committee is also responsible for reviewing the Board Diversity Policy and the measurable objectives, the progress on achieving the objectives, assessing the independence of independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive officer of the Company, taking into account diversity and other factors.

The criteria for the committee to select and recommend a candidate for directorship include the candidate's reputation for integrity, qualifications, skills and knowledge, experience, commitment in respect of available time, independence and gender diversity.

During the year ended 31 December 2025, one Nomination Committee meeting was held whereat the Nomination Committee reviewed the structure, size and diversity of the Board, assessed the independence of the independent non-executive Directors, considered the nominees proposed for election as Directors and the chief executive officer of the Company and recommended their appointments to the Board of Directors and considered the Board Diversity Policy and its execution. The attendance of individual members was set out in the following table:

Name of Directors	Attended
Mr. Lo Ying Kit *(Chairperson)*	0/0
Ms. Suen Yin Wah Chloe (resigned on 28 November 2025)	1/1
Mr. Tan Wentao	1/1
Dr. Kou Chung Yin Mariana	1/1

INDEPENDENT VIEW FROM DIRECTORS

To ensure independent views and input from any Director are available to the Board, the following mechanisms implemented in the corporate governance framework of the Company has been reviewed by the Board:

Proceedings of the Board

At least 14 days' formal notice of regular Board and Board Committee meetings was given to all Directors, and all Directors were invited to include matters for discussion in the agenda. Directors were provided with the meeting agenda and the relevant board papers containing complete, adequate and timely information at least three business days in advance of every regular Board and Board Committee meeting, which enables full deliberation on the issues to be considered at the respective meetings.

Board decision making

During the Board and Board Committee meetings, all Directors were encouraged to freely express their independent views and inputs in an open and candid manner, provide open and objective challenges, offer informed insight and responses to the management, and contribute their knowledge of the businesses and markets in which the Group operates. Independent non-executive Directors may express their views through formal or informal channels in an open and candid manner as well as in a confidential manner. Comments and concerns raised by the Directors were closely followed up by the management.

In addition to regular Board meetings, the Chairman scheduled an annual meeting with the independent non-executive Directors without the presence of other Directors to discuss the affairs of the Group.

The joint company secretaries of the Company prepared minutes of meetings of the Board and Board Committees to record not only the decisions reached but also any concerns raised or dissenting views expressed by Directors. The draft version of the minutes is circulated to all Directors for their comments and confirmations.

The final versions were provided to the Directors for records. Minutes of all Board and Board Committee meetings are available for Directors' inspection.

Supply of and access to information

Directors were provided with monthly reports covering highlights of the Group's major businesses, keeping them abreast of the Group's business performance and enabling them to make informed decisions in the best interests of the Company and the Shareholders. More thorough and comprehensive management and financial updates were provided to all Board members on a quarterly basis to ensure each member was aware of the Group's financial performance and position.

The Board met the management on a quarterly basis, reporting the Group's business performance, risk management, internal controls, and legal and compliance matters.

Directors also had access to the advice and services of the joint company secretaries of the Company who supported the Board, ensured proper information flow within the Board, and Board policies and procedures were followed.

To facilitate the proper discharge of Directors' duties and responsibilities, all Directors were entitled to seek advice from the joint company secretaries of the Company or in-house legal team, as well as from independent professional advisers, at the expense of the Company, in which the joint company secretaries of the Company were responsible for making all necessary arrangements.

As such, the Board considered the Company has established the mechanism to ensure independent views and input are available to the Board, and the implementation and effectiveness of the mechanism is effective throughout the Reporting Period.

The implementation and effectiveness of the above mechanism shall be reviewed by the Board on an annual basis.

Directors' Time Commitment and Contribution Assessment

The Nomination Committee has assessed the Directors' time commitment and contribution to the Board for the Reporting Period based on the following factors:

(a) Other Listed Directorships and/or Other Significant External Commitments: All non-executive Directors and independent non-executive Directors have annually disclosed their other directorships held in Hong Kong listed companies, as well as any other significant commitments. As at 31 December 2025, none of the Directors concurrently holds more than six other listed company directorships in other listed companies in Hong Kong.

(b) Attendance Record: All Directors have attended all Board meetings, Board committees meetings and AGM held during the Year.

(c) Responsibilities and Skills: Directors are able to contribute effectively to the Board through their responsibilities and skills. In view of the above, the Nomination Committee believes that the Directors are able to devote sufficient time to the affairs of the Company without being over-occupied with the business of other listed companies.

Board Diversity Policy

The Board has adopted the Board Diversity Policy. The Company seeks to achieve Board diversity through the consideration of a number of factors in the Board members' selection process, including but not limited to gender, age, cultural and educational background, race, professional experience and industry experience. These factors will be considered in determining the optimum composition of the Board and all Board appointments will be based on meritocracy, having due regard to the Group's business needs from time to time while taking into account diversity. The Board considers that the current Board composition has provided the Company with a good balance and diversity of skills and experience appropriate to the requirements of its business. The Board will continue to review its composition from time to time taking into consideration specific needs for the Group's business, with the objective of achieving gender party on Board level in the long run.

The Directors have a balanced mix of knowledge, skills and experience, and obtained degrees in various majors. The Board consists of three independent non-executive Directors who have different industry backgrounds, representing over one-third of the Board members. Furthermore, the Board has a wide age range of 34 to 57 years old. With regard to gender diversity of the Board, we recognize the particular importance of gender diversity. The Board currently comprises two female Directors and four male Directors. We have taken and will continue to take steps promote and enhance gender diversity at all levels. The Board Diversity Policy provides that the Board should aim to increase the proportion of female members over time after the Listing where possible when selecting and making recommendations on suitable candidates for Board appointments. We will also ensure that there is gender diversity when recruiting staff at mid to senior level so that we will have a pipeline of female senior management and potential successors to the Board going forward. It is our objective to maintain an appropriate balance of gender diversity with reference to the expectation of stakeholders and international and local recommended best practices. Taking into account our existing business model and specific needs as well as the different background of the Directors, the Directors consider that the composition of the Board satisfies the Board Diversity Policy.

The Nomination Committee is responsible for ensuring the diversity of the Board members and will review the Board Diversity Policy annually to ensure its continued effectiveness.

The Nomination Procedure

(a) If the Nomination Committee determines that an additional or replacement Director is required, the secretary of the Nomination Committee shall convene a meeting, and invite nominations from the Board members (if any) prior to the meeting, and the Nomination Committee may also put forward candidates who are not nominated by the Board members. The Nomination Committee shall take such measures that it considers appropriate in connection with its identification and/or evaluation of a candidate.

(b) In the context of appointment of any proposed candidate to the Board, the Nomination Committee shall submit the candidate's personal profile and a proposal to the Board for its consideration. In order to be a valid proposal, the proposal must clearly indicate the nominating intention and the candidate's consent to be nominated and the personal profile must incorporate and/or be accompanied by the full particulars of the candidate that are required to be disclosed under the Listing Rules, including the information and/or confirmation required under Rule 13.51(2) of the Listing Rules. If the candidate is proposed to be appointed as an independent non-executive Director, his or her independence shall be assessed in accordance with the factors set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time.

(c) In the context of re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the Company's risk management and internal control systems.

The Company has in place policies and procedures in relation to risk management and internal control. The Board is responsible for evaluating and determining the nature and extent of the risks that the Company is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The Board acknowledges that such risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

Main Features of Risk Management and Internal Control Systems

The key elements of the Company's risk management and internal control systems include the establishment of strategic risk register to monitor, evaluate and assess the identified risks. The Company updates the risk responses for each key risk identified to ensure the effectiveness of the mitigation procedures on an ongoing basis. The significance of the risks reflects the level of management's attention and risk responses. Risk management process is integrated with the internal control system, so that the Company's ability to handle risks that hinder the achievement of financial, operational and compliance goals is strengthened and the allocation of resources on control measures against specific or high risks areas is more adequate.

Process used to identify, evaluate and manage significant risks

The Company develops a preliminary inventory of events that could influence the achievement of the Company's business objectives. The Company identifies outside and inside events by reviewing its external and internal environment and stakeholders, which have an influence or potential influence on the Company's ability to achieve its strategies and business objectives. The risk identification process takes place at least once a year. Furthermore, any risk events and incidents identified by the operating units and support functions will be reported to the management in a timely manner.

The risks identified are evaluated according to the frequency and probability of their occurrence and the significance of their impact on the achievement of the Company's business objectives. The Company selects and deploys the corresponding risk responses and investigates the mitigation procedures to be executed to ensure the identified significant risks were managed to an acceptable level.

The Company has established policies for the handling and dissemination of inside information. The Company has implemented monitoring procedures to ensure that inside information is strictly prohibited from being obtained and used without authorisation, and is identified and where applicable disclosed to the public by way of announcements. For more information, please refer to the sub-section headed "Inside Information Policy" below.

Process used to review the effectiveness of the Risk Management and Internal Control Systems

During the year ended 31 December 2025, the Board, through the Audit Committee, has conducted a review of the effectiveness of the risk management and internal control systems of the Group covering all material controls, including financial, operational and compliance controls functions. The Board considers that the Group's risk management and internal control systems are adequate and effective. The Audit Committee also reviews the effectiveness of the actions taken on the recommendations made by the external auditor in this respect, if any. Moreover, an annual review on the need for an internal audit function had been conducted by the Audit Committee and it was unanimously resolved that, in view of the relatively straight-forward business of the Group, there was no impending need for the Company to set up an internal audit function. The Company will keep abreast of any regulatory requirements in this regard and periodic review will be conducted.

The Board, with the concurrence of the Audit Committee, is of the opinion that the system of internal controls and risk management that has been maintained by the management throughout the Year is appropriate, adequate and effective for the purposes set out in Principle D2 of the CG Code and effectively meets the needs of the Group in its current business environment, and addresses the financial, operational, compliance and information technology risks. The Board expects that a review of the risk management and internal control systems will be performed annually.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as the code of conduct of the Company regarding Directors' transactions of the listed securities of the Company. The Company has made specific enquiry to all Directors, and all Directors have confirmed that they had complied with the Model Code and its code of conduct during the Year and up to the date of this report.

EXTERNAL AUDITOR AND REMUNERATION

The statement of the Company's auditors about their reporting responsibilities for the consolidated financial statements is set out in the "Independent Auditor's Report" on pages 43 to 47 of this report.

For the year ended 31 December 2025, the remuneration payable or paid to the Company's auditors, BDO Limited and its affiliates, is as follows:

	For the year ended 31 December 2025 HK$'000
Statutory audit services	1,476
Non-audit services(Note)	1,175
	2,651

Note: the non-audit services primarily pertain to other assurance service for the Disposal, interim review service and tax-filing related services.

ACCOUNTABILITY AND AUDIT

The Directors are responsible for overseeing the preparation of the consolidated financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flow during the Reporting Period. In preparing the consolidated financial statements for the year ended 31 December 2025, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis. There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. A statement from the external auditors about its reporting responsibilities on the consolidated financial statements is set out in the "Independent Auditor's Report" on pages 43 to 47 of this report.

INSIDE INFORMATION POLICY

The Company has established policies for the handling and dissemination of inside information. Such policy is set out inside the staff manual and all staff is required to comply with such policy. In addition, each level of personnel of the Group is granted specific level of access to price sensitive and inside information. The Directors, senior management and employees are informed with the latest regulatory updates.

COMPANY SECRETARY

Mr. Chow Kai Yu, the Company Secretary and an employee of the Company, has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules during the Year. All members of the Board have access to the advice and services of the Company Secretary. The appointment and removal of the Company Secretary has been/will be subject to the Board's approval.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to convene an extraordinary general meeting

- Pursuant to the memorandum and articles of association of the Company (the "**Memorandum and Articles**"), any one or more Shareholders holding, at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company (the "**Eligible Shareholder(s)**") shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting ("**EGM**") to be called by the Board for the transaction of any business specified in such requisition.

- Eligible Shareholder(s) who wish to convene an EGM must deposit a written requisition (the "**Requisition**") signed by the Eligible Shareholder(s) concerned to the principal place of business of the Company in Hong Kong, at Unit No. 1814 & 1815 on 18th Floor, Star House, No.3 Salisbury Road, Kowloon, Hong Kong, for the attention of the Company Secretary.

- The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM, the agenda proposed to be included and the details of the business(es) proposed to be transacted at the EGM. The Requisition must be signed by the Eligible Shareholder(s) concerned.

- The Company will check the Requisition and the identity and the shareholding of the Eligible Shareholder(s) will be verified with the Company's branch share registrar. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM within two months and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the EGM after the deposit of the Requisition.

- If within 21 days of the deposit of the Requisition the Board has not advised the Eligible Shareholders of any outcome to the contrary and fails to proceed to convene such EGM, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with the Memorandum and Articles, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.

Putting enquiries by Shareholders to the Board

Shareholders may send their enquiries and concerns to Board by addressing them to the principal place of business of the Company in Hong Kong at 2nd Floor, Terns Centre Tower II, 251 Queen's Road, Central, Hong Kong by post or email to Mr. Chow Kai Yu at enquiry@cighl.com, for the attention of the Company Secretary.

Procedures for Shareholders to put forward proposals at Shareholders' meeting

Pursuant to the Memorandum and Articles, any one or more Shareholders holding, as at the date of deposit of the requisition, in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company shall at all times have the right, by written requisitions to the Board or the Company Secretary, add resolutions to the agenda of a general meeting.

INVESTOR RELATIONS AND EFFECTIVE COMMUNICATIONS WITH SHAREHOLDERS

The Company is committed to a Shareholders' communication policy of open and regular communication and reasonable disclosure of information to its Shareholders. Information of the Company is disseminated to the Shareholders in the following manner:

- Delivery of annual and interim results and reports to all Shareholders;
- Publication of announcements regarding the annual and interim results on the Stock Exchange's website, and issue of other announcements and Shareholders' circulars in accordance with the continuing disclosure obligations under the Listing Rules; and
- The general meeting of the Company is also an effective communication channel between the Board and Shareholders.

All resolutions put forward at Shareholder meetings will be voted by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each Shareholder meeting.

The Shareholders' communication policy is reviewed by the Board on a regular basis. By reviewing the views of Shareholders that have been received as well as assessing how the opinions of Shareholders have been considered in reaching important strategic decisions during year ended 31 December 2025, the Board is satisfied that the current Shareholders' communication policy is adequate and effective.

DIVIDEND POLICY

The Board considers sustainable returns to shareholders whilst retaining adequate reserves for the Group's future development to be an objective. Under the dividend policy ("**Dividend Policy**") adopted by the Company on payment of dividends, including the proposal of declaration and/or payment of dividend and determination of the dividend amount dividends may be declared from time to time and be paid to Shareholders provided that the Group is profitable and without affecting the normal operations of the Group. In summary, interim and/or special dividends may be proposed and/or declared by the Board in its sole and absolute discretion during a financial year and any final dividends for a financial year will be subject to the shareholders' approval, taking into account the following factors:

- the Group's overall results of operation, financial performance, financial position, liquidity position, capital requirements, cash flow and future prospects;
- the amount of distributable reserves of the Company;
- the general business and regulatory conditions, the business cycle of the Group and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- the statutory and regulatory restrictions;
- the contractual restrictions on the payment of dividends by the Company to the shareholders or by the subsidiaries of the Company to the Company;
- the shareholders' interests; and
- any other factors that the Board may consider appropriate.

The dividend decision made by the Board on account of the Reporting Period was made in accordance with the Company's Dividend Policy.

CONSTITUTIONAL DOCUMENTS

There were no changes in the constitutional documents of the Company during the Year.

A copy of the latest version of the Memorandum and Articles are available on the website of the Company and the Stock Exchange.

REPORT OF THE DIRECTORS

REPORT OF THE DIRECTORS

The Board is pleased to present to the Shareholders its report for the year ended 31 December 2025 and the consolidated financial statements as at and for the year ended 31 December 2025.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is engaged in air ticket distribution, travel business process management and travel products and services in the People's Republic of China.

BUSINESS REVIEW

Further discussion and analysis of the Group's principal activities as required by Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including a business review of the Group for the Year and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis as set out on pages 6 to 9 of this report.

An analysis of the Group's performance during the year ended 31 December 2025 using financial key performance indicators is provided in the Financial Summary on page 118 of this report. These discussions form part of this directors' report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The key risks and uncertainties identified by the Group are set out as follows:

- inclement weather, natural or man-made disasters or political events like acts or threats of terrorism, hostilities, war and labour disputes or strikes;
- factors that affect demand for travel such as outbreaks of epidemic or contagious diseases, increases in fuel prices, changing attitudes towards the environmental costs of travel and safety concerns;
- factors that affect supply of travel such as changes to regulations governing airlines and the travel and tourism industry, like government sanctions that do or would prohibit doing business with certain state-owned travel providers, work stoppages or labour unrest at any of the major airlines, hotels or airports;
- financial instability of travel providers and the impact of any fundamental corporate changes to such travel providers, such as airline bankruptcies or consolidations, on the cost and availability of travel content; and
- general economic conditions.

For other risks and uncertainties faced by the Group, please refer to the section headed "Risks Factors" in the Prospectus.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group recognises the importance of compliance with the requirements of relevant laws and regulations. During the year ended 31 December 2025, as far as the Board and management are aware of, there was no material breach or non-compliance with any applicable laws and regulations by the Group that would have a significant impact on the businesses and operations of the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

The Group is committed to contributing to the sustainability of the environment and has implemented policies to minimise the impact on the environment from its business activities. The Group has implemented recycling program for consumables such as toner, cartridges and paper to minimise the operation impact on the environment and natural resources. The Group has also implemented energy saving practices. The Group endeavours to refine the approach to addressing its environmental, social and ethical responsibilities along with improving its corporate governance in order to generate greater value for all stakeholders. For more information on the Group's environmental, social and governance matters, please refer to the Group's 2025 Environmental, Social and Governance Report published on 30 April 2026 (the "**ESG Report**").

RELATIONSHIP WITH STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its key stakeholders, including its employees, customers and suppliers, to meet its immediate and long-term business goals. During the year ended 31 December 2025, there was no material and significant disputes between the Group and its employees, customers and suppliers.

The Group recognises employees as one of its valuable assets and strictly complies with the applicable labour laws and regulations and reviews regularly the existing staff benefits for improvement. Apart from the reasonable remuneration packages, the Group also offers other employee benefits, such as medical insurance.

As at 31 December 2025, the Group had a total of 37 employees, of which 17 were male and 20 were female. The gender ratio (male to female) of senior management (including Directors and senior management) as at 31 December 2025 is 4:5. The management of the Group will continue to monitor and review the gender diversity of the workforce of the Group from time to time and will take appropriate measures to address the same if necessary. Currently, the Group is not aware of any matters which may materially affect the gender diversity of the workforce of the Group.

The Group provides good quality services to its customers and keeps a database for direct communications with recurring customers for developing a long-term trusted relationship. The Group also maintains effective communication and develops a long-term business relationship with the suppliers.

RESULTS AND FINAL DIVIDEND

The results of the Group for the year ended 31 December 2025 and the Group's financial position as at 31 December 2025 are set out in the consolidated financial statements on pages 49 to 50 of this report.

In order to retain more cash to finance the working capital requirements and future development of the Group, the Board does not recommend the payment of final dividend for the year ended 31 December 2025 (31 December 2024: nil). The Board will consider future dividend distribution in due course according to the Company's dividend policy.

There is no arrangement that a Shareholder has waived or agreed to waive any dividend.

ANNUAL GENERAL MEETING

It is proposed that the annual general meeting of the Company (the "**AGM**") will be held on Thursday, 25 June 2026. The Company will publish an announcement in due course to inform the Shareholders of the place, date and time of the AGM. A notice convening the AGM will be published and despatched to the Shareholders in the manner required by the Company's Memorandum and Articles and the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

For the purposes of ascertaining the Shareholders' eligibility to attend and vote at the AGM, the Company's register of members will be closed during the following period:

Latest time to lodge transfers documents for registration...................................... 4:30 p.m. on Thursday, 18 June 2026
Closure of register of members (both days inclusive)..............................Friday, 19 June 2026 to Thursday, 25 June 2026

For purposes mentioned above, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registrations no later than the aforementioned latest time.

RESERVES

Movements in the reserves of the Group and the Company during the year ended 31 December 2025 are set out in the consolidated statement of changes in equity on page 51 of this report and note 34 to the consolidated financial statements respectively. As at 31 December 2025, the Company did not have any distributable reserve.

FINANCIAL SUMMARY

A summary of the published results and of the assets, equity and liabilities of the Group for the last five financial years is set out on page 118 of this report.

DIRECTORS

The Directors during the year ended 31 December 2025 and up to the date of this report were:

Name	Position
Dr. Kou Chung Yin Mariana	Executive Director, Chairperson
Mr. Liu Xue Bin	Executive Director
Mr. Liu Jiefeng	Executive Director, Chief Executive Officer
Mr. Lo Ying Kit (appointed on 28 November 2025)	Independent non-executive Director
Ms. Suen Yin Wah Chloe (resigned on 28 November 2025)	Independent non-executive Director
Ms. Kwan Ka Yee	Independent non-executive Director
Mr. Tan Wentao	Independent non-executive Director

In accordance with Article 113 of the Memorandum and Articles, any director appointed by the Board either to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 109 of the Memorandum and Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Mr. Liu Xue Bin, Mr. Liu Jiefeng and Mr. Lo Ying Kit will retire from office as Directors at the forthcoming annual general meeting of the Company. All of the aforesaid Directors being eligible, will offer themselves for re-election.

The biographical details of the Directors and senior management of the Company are set out in "Biographies of the Directors and Senior Management" in this report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for a term of three years, which may be terminated with three months' notice in writing. Each of the non-executive Director and independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years, which may be terminated with three months' notice in writing.

All Directors are subject to retirement by rotation and re-election in accordance with the Memorandum and Articles.

None of the Directors has an unexpired service contract with the Company which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN CONTRACTS

Save for those disclosed in this report, no transaction, arrangement or contract of significance to which the Company or its subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, subsisted at any time during the year ended 31 December 2025 or as at 31 December 2025.

CONTROLLING SHAREHOLDERS' INTEREST

Save as disclosed in this report, no contracts of significance between the Company or any of its subsidiaries and a controlling Shareholder or any of its subsidiaries for the provision of services to the Company or any of its subsidiaries by a controlling Shareholder or any of its subsidiaries subsisted at any time during the year ended 31 December 2025 or as at 31 December 2025.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at 31 December 2025, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "**SFO**")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such director or chief executive is taken or deemed to have under such provision of the SFO) or which were required pursuant to section 352 of the SFO, to be entered in the register of members of the Company, or which were required, pursuant to standard of dealings by Directors as referred to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(i) Long Positions in the Company's Shares

Name of Director	Nature of interest	Number of Shares (1)	Approximate Percentage of Shareholding
Mr. Liu Xue Bin ("**Mr. Liu**") (2)	Interest of a controlled corporation	900,000,000	75.0%

Notes:

(1) All interests stated are long positions.

(2) Tomorrow Education Technology Limited held 900,000,000 shares of the Company, and is owned as to 70% by Tomorrow Education Holding Limited (which is wholly-owned by Mr. Liu) and 30% by Tomorrow Education Development Limited (which is wholly-owned by Mr. Liu Jiefeng). By virtue of the SFO, Tomorrow Education Holding Limited and Mr. Liu are deemed to be interested in the shares of the Company held by Tomorrow Education Technology Limited.

(ii) Long Positions in the Ordinary Shares of Associated Corporations

Name of Director	Name of associated corporation	Capacity/Nature	Percentage of shareholding
Mr. Liu(2)	Tomorrow Education Technology Limited	Interest of a controlled corporation	70.0%
Mr. Liu Jiefeng(2)	Tomorrow Education Technology Limited	Interest of a controlled corporation	30.0%

Notes:

(1) All interests stated are long positions.

(2) Tomorrow Education Technology Limited held 900,000,000 shares of the Company, and is owned as to 70% by Tomorrow Education Holding Limited (which is wholly-owned by Mr. Liu) and 30% by Tomorrow Education Development Limited (which is wholly-owned by Mr. Liu Jiefeng). By virtue of the SFO, Mr. Liu and Mr. Liu Jiefeng are deemed to be interested in the shares of Tomorrow Education Technology Limited held by Tomorrow Education Holding Limited and Tomorrow Education Development Limited, respectively.

Save as disclosed above, as at 31 December 2025, none of the Directors and chief executive of the Company had any other interests or short positions in any Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register of members of the Company or which were required to be notified to the Company and the Stock Exchange, pursuant to standard of dealings by Directors as referred to the Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2025, the interest and short positions of the persons in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Name of Shareholder	Nature of interest	Number of Shares held (1)	Percentage of shareholding
Tomorrow Education Technology Limited (2)	Beneficial owner	900,000,000	75.0%
Tomorrow Education Holding Limited (2)	Interest of a controlled corporation	900,000,000	75.0%
Mr. Liu (2)	Interest of a controlled corporation	900,000,000	75.0%

Notes:

(1) All interests stated are held in long positions.

(2) Tomorrow Education Technology Limited held 900,000,000 shares of the Company. Tomorrow Education Technology Limited is owned as to 70% by Tomorrow Education Holding Limited (which is wholly-owned by Mr. Liu) and 30% by Tomorrow Education Development Limited (which is wholly-owned by Mr. Liu Jiefeng). By virtue of the SFO, Tomorrow Education Holding Limited and Mr. Liu are deemed to be interested in the shares of the Company held by Tomorrow Education Technology Limited.

Save as disclosed above, as at 31 December 2025, the Company had not been notified by any persons who had interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to Section 336 of the SFO, to be recorded in the register referred to therein.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2025.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2025, sales to the Group's five largest customers from continuing operations accounted for approximately 63.2% of the Group's total revenue and sales to the largest customer included therein from continuing operations accounted for approximately 22.4%.

For the year ended 31 December 2025, purchases from the Group's five largest suppliers from continuing operations accounted for approximately 66.9% of the Group's total purchases and purchases from the largest supplier included therein from continuing operations accounted for approximately 23.6%.

None of the Directors or any of their close associates or any Shareholders who, to the best knowledge of the Directors, own more than 5% of the number of issued share capital of our Company held an interest in any of the five largest suppliers or five largest customers of the Group during the year ended 31 December 2025.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Memorandum and Articles, although there are no restrictions against such rights under the laws in the Cayman Islands.

SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme, a summary of the principal terms of which is set out as follows:

1. Purpose of the Share Option Scheme

The Share Option Scheme is a share incentive scheme prepared in accordance with Chapter 17 of the Listing Rules and is established to recognise and acknowledge the contributions that the Eligible Participants (as defined below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants (as defined below) an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

(i) motivate the Eligible Participants (as defined below) to optimise their performance efficiency for the benefit of the Group; and

(ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants (as defined below) whose contributions are or will be beneficial to the long-term growth of the Group.

2. Participants of the Share Option Scheme

The Board may, at its discretion, offer to grant an option to the following persons (collectively the "Eligible Participants") to subscribe for such number of new Shares as the Board may determine:

(i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;

(ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and

(iii) any advisers, consultants, suppliers, customers, distributors and such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries.

3. Total number of Shares available for issue under the Share Option Scheme and percentage of issued Shares

As at the date of this report, no share option has been granted under the Share Option Scheme.

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 120,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of this report.

Subject to the issue of a circular by our Company and the approval of our shareholders general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

(i) renew this limit at any time to 10% of our shares in issue as of the date of the approval by our shareholders in general meeting; and/or

(ii) grant options beyond the 10% limit to Eligible Participants specifically identified by the Board. The circular issued by our Company to our shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

Notwithstanding the foregoing and subject to paragraph (r) in the section headed "D. Other Information - 1. Share Option Scheme" in Appendix IV to the Prospectus, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company at any time shall not exceed 30% of our shares in issue from time to time. No options shall be granted under any schemes of our Company (including the Share Option Scheme) if this will result in the 30% limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of our Company or an approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of our Company in accordance with paragraph (r) in the section headed "D. Other Information - 1. Share Option Scheme" in Appendix IV to the Prospectus whether by way of consolidation, capitalization issue, rights issue, sub-division or reduction of the share capital of our Company but in no event shall exceed the limit prescribed in this paragraph.

4. Maximum entitlement of each participant under the Share Option Scheme

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to:

(i) the issue of a circular by the Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant), the information as required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required under Rule 17.02(4) of the Listing Rules; and

(ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his close associates (as defined in the Listing Rules) (or his/her associates if the Eligible Participant is a core connected person) abstaining from voting.

5. The period within which the options must be exercised under the Share Option Scheme

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, but shall not be more than 10 years from the date upon which the option is deemed to be granted and accepted.

6. The minimum period for which an option must be held before it can be exercised

There is no minimum period for which an option granted must be held before it can be exercised except otherwise imposed by the Directors.

7. The basis of determining the exercise price

The exercise price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of:

(i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;

(ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and

(iii) the nominal value of a Share.

8. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid

The grantee shall pay HK$1.00 to the Company by way of consideration for the grant on or before the relevant acceptance date of the option as indicated in offer document.

9. The remaining life of the Share Option Scheme

The Share Option Scheme, unless otherwise terminated or amended, will remain in force for a period of 10 years from its adoption date, i.e. 7 May 2018 and will expire on 6 May 2028.

Since the adoption of the Share Option Scheme, no share options were granted, exercised, cancelled or lapsed by the Company under the Share Option Scheme. The number of options available for grant under the Share Option Scheme was 120,000,000 at both the beginning and the end of the Reporting Period. There were no outstanding share options under the Share Option Scheme as at the date of this report.

10. Performance target

A grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

11. Granting options to a director, chief executive or substantial shareholder of our Company or any of their respective associates

Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of our Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options). If the Board proposes to grant options to a substantial shareholder or any independent non-executive Director (or any of their respective associates (as defined in the Listing Rules)) which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

(i) representing in aggregate over 0.1% or such other percentage as may be from time to time provided under the Listing Rules of our Shares in issue; and

(ii) having an aggregate value in excess of HK$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of our Shares at the date of each grant, such further grant of options will be subject to the issue of a circular by our Company and the approval of our Shareholders in general meeting on a poll at which grantee, his/her associates and all core connected persons (as defined in Listing Rules) of our Company shall abstain from voting in favour, and/or such other requirements prescribed under the Listing Rules from time to time. Any vote taken at the meeting to approve the grant of such options shall be taken as a poll.

The circular to be issued by our Company to our Shareholders pursuant to the above paragraph shall contain the following information:

(i) the details of the number and terms (including the exercise price) of the options to be granted to each selected Eligible Participant which must be fixed before our Shareholders' meeting and the date of Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the exercise price of such options;

(ii) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options) to the independent Shareholders as to voting;

(iii) the information required under Rule 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and

(iv) the information required under Rule 2.17 of the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed in the paragraphs headed "Directors' and Chief Executive's Interest and Short Positions in Shares, Underlying Shares and Debentures of the Company or any of its associated corporations" on page 34 of this report and "Share Option Scheme" on pages 36 to 39 of this report, at no time during the Year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective associates nor was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective associates to acquire such rights in any other body corporate.

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

The emoluments of the Directors are reviewed and approved by the Remuneration Committee, having regard to factors including salaries paid by comparable companies, time commitment, job duties and responsibilities in respect of the relevant positions. Details of the emoluments of the five highest paid individuals of the Group and the Directors for the year ended 31 December 2025 are set out in notes 8 and 9 to the consolidated financial statements in this report, respectively. During the year ended 31 December 2025, none of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors and the five highest paid individuals of the Group as an inducement to join, or upon joining the Group, or as compensation for loss of office. In addition, as part of the Company's emolument policy, the Company has adopted the Share Option Scheme, details of which are set out in the paragraphs under the section headed "Share Option Scheme" of this report.

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

During the year ended 31 December 2025 and up to the date of this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE AND MODEL CODE

The Company has complied with the Code Provisions of the CG Code (other than Code Provision C.2.1) as set out in Appendix C1 to the Listing Rules throughout the Year. For details, please refer to the Corporate Governance Report of the Company which is set out on pages 15 to 29 of this report.

The Company has adopted the Model Code as the securities dealing code for its Directors. Having made specific enquiry to all Directors, all Directors confirmed that they have fully complied with the required standards and provisions as set out in the Model Code during the year ended 31 December 2024.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive Directors a confirmation of independence, and the Company considers that each of them is independent and has met the guidelines set out in Rule 3.13 of the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As of year ended 31 December 2025 and up to the date of this report, none of the Directors had any interests in a business, apart from the business of the Group, which competes or may compete with the business of the Group or has any other conflict of interest with the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Memorandum and Articles, every Director, auditor, secretary or other officers of the Company shall be entitled to be indemnified by the Company out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may sustain or incur by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts.

The Company has taken appropriate insurance coverage in respect of Directors' and officers' liability throughout the year ended 31 December 2025, which remains in force as at the date of this report.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report and based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained the minimum public float of 25% as required under the Listing Rules.

As at 31 December 2025, the Company's public float was approximately 25% of its total Shares in issue, which was not less than the minimum percentage threshold of 25% applicable to the Company.

Changes in the issued Shares of the Company

	As at 1 January 2025		Increase/Decrease during the Reporting Period (+,-)			As at 31 December 2025	
Class of Shares	Number	%	New Shares issued	Others	Subtotal	Number	%
Ordinary Shares	1,200,000,000	100.0	—	—	—	1,200,000,000	100.0
Total	1,200,000,000	100.0	—	—	—	1,200,000,000	100.0

List of Shareholders (Note 1)

Shareholders	Number of Shares	% of all Shares in issue (Note 2)
Non-public Shareholders		
Mr. Liu Xue Bin *(Note 3)*	900,000,000	75.0
Subtotal:	900,000,000	75.0
Public Shareholders		
Other public Shareholders	300,000,000	25.0
Total:	1,200,000,000	100.0%

Notes:

(1) Please refer to the section headed "Report of Directors – Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of The Company or any of its Associated Corporations" and "Report of the Directors – Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures" for the number of Shares in which persons are deemed to have interests pursuant to Part XV of the SFO.

(2) The calculation is based on a total of 120,000,000 Shares in issue as of 31 December 2025.

(3) Tomorrow Education Technology Limited held 900,000,000 shares of the Company, and is owned as to 70% by Tomorrow Education Holding Limited (which is wholly-owned by Mr. Liu) and 30% by Tomorrow Education Development Limited (which is wholly-owned by Mr. Liu Jiefeng). By virtue of the SFO, Tomorrow Education Holding Limited and Mr. Liu are deemed to be interested in the shares of the Company held by Tomorrow Education Technology Limited.

RELIEF OF TAXATION

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares.

During the Reporting Period, no related party transactions disclosed in note 33 to the consolidated financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules. The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the continuing connected transactions entered into by the Group during the Reporting Period.

DONATIONS

The Group made a donation of HK$10,000 during the Reporting Period.

REVIEW OF THE ANNUAL RESULTS

The Audit Committee has reviewed the consolidated financial statements, the annual results announcement and this report of the Company for the Year and had submitted the same to the Board for approval. Members of the Audit Committee were of the opinion that the preparation of such financial statements, results announcement and annual report has complied with the applicable accounting standards, the Listing Rules and that adequate disclosure had been made.

AUDITORS

A resolution will be proposed at the AGM to re-appoint BDO Limited as the external auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

On behalf of the Board

Kou Chung Yin Mariana
Cinese International Group Holdings Limited
Chairperson and executive Director

Hong Kong, 31 March 2026

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永安中心25樓

To the shareholders of CINESE INTERNATIONAL GROUP HOLDINGS LIMITED
(incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Cinese International Group Holdings Limited (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 48 to 117, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("**IFRS Accounting Standards**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("**ISAs**"). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the Hong Kong Institute of Certified Public Accountants' ("**HKICPA**") "Code of Ethics for Professional Accountants" (the "**Code**"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

BDO Limited
香港立信德豪會計師事務所有限公司

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Our response
Disposal of subsidiaries *Refer to Notes 12 and 30 to the consolidated financial statements.* On 29 August 2025, the Group disposed of its subsidiaries BVTEHU Inc. and Tour East Holidays (Canada) Inc. in Canada (the "Disposal Group") to an independent third party at a consideration of CAD2,250,000 (equivalent to approximately HK$12,554,000) and recognised a gain of approximately HK$53,767,000 on disposal. We considered the disposal of interest in the subsidiaries to be a matter of most significance in our audit due to the magnitude thereof.	Our audit procedures included, amongst others: • We discussed with the management of the Company to understand the details of the disposal; • We obtained and read the share and purchase agreement entered into between the Group and the independent third party, and related announcements and circulars made by the Company in order to assess the accounting implications of the disposal on the consolidated financial statements of the Company; • We checked the consideration received for the disposal by the Group to statement; and • We tested the accuracy of the assets and liabilities of the Disposal Group, which were included in the calculation of the gain on disposal and related results disclosed within discontinued operation, by reconciling these amounts to the accounts of the subsidiaries.

Key Audit Matters	Our response
Expected credit losses ("ECLs") assessment on trade receivables and receivables from travel companies for ticket costs *Refer to Notes 3.1(b), 4(f), 18 and 19 to the consolidated financial statements.* The Group had trade receivables, net of ECLs allowance, of approximately HK$25,143,000 at 31 December 2025. During the year ended 31 December 2025, reversal ECLs of approximately HK$835,000 on trade receivables and recognised ECLs of HK$12,138,000 on receivables from travel companies for ticket costs in the profit or loss respectively. Estimating the ECLs allowance to be provided was based on a forward-looking ECLs approach. The measurement on the Group's trade receivables and receivables from travel companies for ticket costs under such approach were estimated by management through an application of judgement and estimation. The potential impact of economic factors were also considered in management's assessment of the likelihood of recovery from its customers and travel companies. We considered the assessment of ECLs allowance on trade receivables and receivables from travel companies for ticket costs to be a matter of most significance in our audit due to the magnitude thereof and the key assumptions used by management in assessing the recoverability of the trade receivables and receivables from travel companies for ticket costs.	Our audit procedures included, amongst others: • We obtained an understanding of and assessed the Group's process and control over the collection and the assessment of the recoverability of the trade receivables and receivables from travel companies for ticket costs. • We obtained an understanding of the key parameters inputs and assumptions of the ECLs model adopted by management, including historical default data and estimated loss rates; • We assessed the reasonableness of management's estimates for ECLs allowance by examining the information used by management, including historical settlement pattern, default data, past due status and any payments received up to the date of completing our audit procedures, current market conditions and forward-looking information; and • We re-performed the calculation of the ECLs allowance based on the Group's credit loss allowance policies.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

BDO Limited
Certified Public Accountants
Ng Wai Man
Practising Certificate No. P05309

Hong Kong, 31 March 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025 HK$'000	 2024 HK$'000 (Re-presented)
Continuing operations			
Revenue	5	**62,399**	63,481
Cost of sales	7	**(50,322)**	(50,727)
Gross profit		**12,077**	12,754
Other losses, net	6	**(747)**	(1,427)
Reversal/(Provision) of expected credit losses ("ECLs") allowance on financial assets	3.1(b)	**888**	(554)
Selling expenses	7	**(120)**	(109)
Administrative and other expenses	7	**(9,658)**	(8,945)
Operating profit		**2,440**	1,719
Finance income	10	**13**	6
Finance costs	10	**(19)**	(36)
Finance costs, net	10	**(6)**	(30)
Profit before income tax		**2,434**	1,689
Income tax expense	11	**(2,787)**	(1,208)
(Loss)/Profit for the year from continuing operations		**(353)**	481
Discontinued operations			
Profit/(loss) for the year from discontinued operations	12	**11,341**	(44,956)
Profit/(Loss) for the year attributable to owners of the Company		**10,988**	(44,475)
Other comprehensive income/(expenses)			
Item that may be subsequently reclassified to profit or loss:			
– Currency translation differences		**2,023**	(5,249)
– Reclassification adjustment for subsidiaries disposed of during the year		**(2,211)**	—
Other comprehensive income/(expenses) for the year		**(188)**	(5,249)
Total comprehensive income/(expenses) for the year attributable to owners of the Company		**10,800**	(49,724)
Earnings/(Loss) per share from continuing and discontinued operations attributable to owners of the Company for the year	13		
Basic and diluted (HK Cents)			
– from continuing operations		**(0.03)**	0.04
– from discontinued operations		**0.95**	(3.75)
Basic and diluted earnings/(loss) per share (HK Cents)		**0.92**	(3.71)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	As at 31 December 2025 HK$'000	As at 31 December 2024 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	15	199	401
Intangible assets	16	—	—
Right-of-use assets	27	1,246	1,396
Financial asset at fair value through other comprehensive income ("**FVTOCI**")	22	1,623	1,542
Deferred income tax assets	21	29	12,295
		3,097	15,634
Current assets			
Trade receivables	18	25,143	43,855
Prepayments, deposits and other receivables	19	3,095	18,805
Financial asset at FVTPL	22	—	1,435
Income tax recoverable		286	295
Restricted bank deposits	20	668	426
Term deposits with original maturity of more than 3 months	20	11,130	—
Cash and cash equivalents	20	3,858	30,377
		44,180	95,193
Total assets		47,277	110,827
EQUITY			
Equity attributable to the owners of the Company			
Share capital	23(a)	120	120
Share premium		88,248	88,248
Other reserve	23(b)	—	(41,256)
Financial asset at FVTOCI reserve	23(c)	(1,500)	(1,500)
Exchange reserve		1,261	1,449
Statutory reserve	23(d)	1,805	1,643
Accumulated losses		(78,576)	(48,146)
Total equity		11,358	558

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	**As at 31 December 2025 HK$'000**	As at 31 December 2024 HK$'000
LIABILITIES			
Non-current liabilities			
Lease liabilities	27	**790**	286
Loan from government	28	**—**	1,570
		790	1,856
Current liabilities			
Trade payables	24	**24,266**	29,132
Accruals and other payables	25(a)	**4,682**	58,692
Contract liabilities	25(b)	**357**	279
Lease liabilities	27	**516**	1,155
Loan from government	28	**—**	751
Income tax payables		**4,338**	1,404
Amount due to immediate holding company	29	**970**	17,000
		35,134	108,413
Total liabilities		**35,919**	110,269
Total equity and liabilities		**47,277**	110,827

The consolidated financial statements on pages 48 to 117 were approved for issue by the Board of Directors on 31 March 2026 and were signed on its behalf.

Kou Chung Yin Mariana
Executive Director, Chairperson

Liu Xue Bin
Executive Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Attributable to owners of the Company							
	Share capital HK$'000 Note 23(a)	Share premium HK$'000	Other reserve HK$'000 Note 23(b)	Financial asset at FVTOCI reserve HK$'000 Note 23(c)	Exchange reserve HK$'000	Statutory reserve HK$'000 Note 23(d)	Accumulated losses HK$'000	Total HK$'000
Balance at 1 January 2024	120	88,248	(41,256)	(1,500)	6,698	1,077	(3,105)	50,282
Comprehensive loss								
Loss for the year	–	–	–	–	–	–	(44,475)	(44,475)
Other comprehensive expense								
Currency translation differences	–	–	–	–	(5,249)	–	–	(5,249)
Total comprehensive expense and other comprehensive expense for the year	–	–	–	–	(5,249)	–	(44,475)	(49,724)
Total transactions with owners in their capacity as owners								
Appropriations to statutory reserve	–	–	–	–	–	566	(566)	–
Balance at 31 December 2024	120	88,248	(41,256)	(1,500)	1,449	1,643	(48,146)	558
Comprehensive income								
Profit for the year	–	–	–	–	–	–	10,988	10,988
Other comprehensive income								
Currency translation differences	–	–	–	–	2,023	–	–	2,023
Reclassification adjustment for subsidiaries disposed of during the year	–	–	–	–	(2,211)	–	–	(2,211)
Total comprehensive income and other comprehensive income for the year	–	–	–	–	(188)	–	10,988	10,800
Total transactions with owners in their capacity as owners								
Release of other reserve upon disposal of subsidiaries	–	–	41,166	–	–	–	(41,166)	–
Appropriations to statutory reserve	–	–	–	–	–	162	(162)	–
Transfer from other reserve	–	–	90	–	–	–	(90)	–
Balance at 31 December 2025	120	88,248	–	(1,500)	1,261	1,805	(78,576)	11,358

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	Notes	2025 HK$'000	2024 HK$'000 (Re-presented)
		Year ended 31 December	
Cash flows from operating activities			
Profit before taxation from continuing operations		**2,434**	1,689
Profit/(Loss) before taxation from discontinued operations	12	**11,864**	(29,933)
Profit/(Loss) before income tax		**14,298**	(28,244)
Adjustments for:			
Depreciation of property, plant and equipment		**187**	301
Depreciation of right-of-use assets		**1,084**	2,035
Fair value change in financial asset at FVTPL		**(24)**	(70)
Finance costs, net		**65**	172
Foreign exchange losses/(gains), net		**3,111**	(5,017)
Gain on disposal of subsidiaries	30	**(53,767)**	—
Gain on early termination of leases		**(12)**	—
Loss on disposal of property, plant and equipment		**4**	—
Provision of ECLs allowance on financial assets		**11,782**	29,721
Operating net cash outflow before changes in working capital		**(23,272)**	(1,102)
Changes in working capital:			
Trade receivables		**20,843**	(13,880)
Prepayments, deposits and other receivables		**(43,384)**	(1,168)
Trade payables		**(6,051)**	14,628
Accruals and other payables		**47,198**	5,014
Contract liabilities		**113**	210
Cash (used in)/generated from operations		**(4,553)**	3,702
Interest paid on lease liabilities		**(45)**	(116)
Income tax paid		**(278)**	(338)
Net cash (used in)/generated from operating activities		**(4,876)**	3,248

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025 HK$'000	2024 HK$'000 (Re-presented)
Cash flows from investing activities			
Purchase of property, plant and equipment	15	**(31)**	(112)
Purchase of financial asset at FVTPL		**(1,305)**	—
Proceed from redemption of financial asset at FVTPL		**1,517**	—
Net cash inflow from disposal of subsidiaries	30	**6,699**	—
Placement of restricted bank deposits		**(223)**	(426)
Placement of term deposits with original maturity of more than 3 months		**(22,338)**	—
Withdrawal of deposits with original maturity of more than 3 months		**11,208**	—
Interest received		**23**	29
Net cash used in investing activities		**(4,450)**	(509)
Cash flows from financing activities			
Repayment of loan from government	31	**(628)**	(855)
Repayment of principal portion of the lease liabilities	31	**(1,059)**	(3,106)
(Decrease)/increase in amount due to immediate holding company	31	**(16,030)**	7,000
Net cash (used in)/generated from financing activities		**(17,717)**	3,039
Net (decrease)/increase in cash and cash equivalents		**(27,043)**	5,778
Cash and cash equivalents at beginning of year		**30,377**	26,433
Effect of currency translation differences		**524**	(1,834)
Cash and cash equivalents at end of year		**3,858**	30,377

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Cinese International Group Holdings Limited (the "**Company**") was incorporated in Ontario, Canada on 18 August 2017 and continued in the Cayman Islands from 20 October 2017 as an exempted company with limited liability. The registered address of the Company is 4th Floor, Harbour Place, 103 South Church Street, PO Box 10240, Grand Cayman, KY1-1002, Cayman Islands.

The Company is an investment holding company.

During the year ended 31 December 2024, the Company and its subsidiaries (together, the "**Group**") were engaged in air ticket distribution, travel business process management, and travel products and services in the United States (the "**U.S.**"), Canada and the People's Republic of China (the "**PRC**").

During the year ended 31 December 2025, the Group has commenced to provide private extracurricular coordination services in the PRC. Meanwhile, the Group terminated its businesses in the U.S. and Canada. For details, please refer to Note 12 to the consolidated financial statements.

The Company is a subsidiary of Tomorrow Education Technology Limited, a company incorporated in the British Virgin Islands ("**BVI**"). The directors of the Company consider the ultimate holding company to be Tomorrow Education Holding Limited, a company incorporated in the BVI.

The consolidated financial statements are presented in Hong Kong dollar ("**HK$**") and all values are rounded to the nearest thousand except when otherwise indicated.

2 MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with IFRS Accounting Standards as issued by International Accounting Standards Board ("**IFRS Accounting Standards**") and related interpretations and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The consolidated financial statements of the Group have been prepared under the historical cost convention, as modified by the revaluation of financial assets measured at FVTPL and financial asset measured at FVTOCI which are carried at fair value.

The preparation of consolidated financial statements of the Group in conformity with IFRS Accounting Standards 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. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.1 Basis of preparation *(continued)*

(i) New or revised standards adopted by the Group

A number of new or revised standards became applicable for the current Reporting Period and the Group had to change its accounting policies and make retrospective adjustments as a result of adopting the following standards:

Amendments to International Accounting Standards ("**IAS**") 21 and IFRS 1	Lack of Exchangeability

The adoption of these new or revised standards did not have any significant impact on the Group's consolidated financial statements.

(ii) New accounting standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group

The following new standards, amendments and interpretations to existing standards are mandatory for accounting periods beginning on or after 1 January 2026.

		Effective for accounting periods beginning on or after
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments, and Contracts Referencing Nature-dependent Electricity	1 January 2026
Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7	Annual improvements to IFRS Accounting Standards – Volume 11	1 January 2026
IFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined*

* The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.1 Basis of preparation *(continued)*

(ii) New accounting standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group (continued)

IFRS 18- Presentation and Disclosure in Financial Statements

IFRS 18 "*Presentation and Disclosure in Financial Statements*", which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 "*Presentation of Financial Statements*". This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS paragraphs have been moved to IAS 8 and IFRS 7. Minor amendments to IAS 7 "*Statement of Cash Flows*" and IAS 33 "*Earnings per Share*" are also made

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Groups are in the process of assessing the detailed impact of IFRS 18 on the Groups' consolidated financial statements

Except for those mentioned above, the new or revised standards that have been issued but are not yet effective are unlikely to have a material impact on the Group's consolidated results and consolidated financial position upon application.

2.2 Consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 2.3).

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired.

The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquired entity, and the acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

2.4 Discontinued operation

A discontinued operation is a component of the group's business, the operations and cash flows of which can be clearly distinguished from the rest of the group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above), if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.5 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the executive directors of the Company who make strategic decisions.

2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("**the functional currency**"). The consolidated financial statements are presented in HK$, which is the Company's functional and presentation currency. The Group's operating companies functional currencies are the Canadian dollar ("**CAD**") the United States dollars ("**USD**") and the Renminbi ("**RMB**").

(b) Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income within "other losses/gains, net".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss, and translation differences on non-monetary assets such as equities classified as at fair value through other comprehensive income are recognised in other comprehensive income.

(c) Group companies

The results and financial position of all the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each consolidated statement of comprehensive income are translated at average rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting currency translation differences are recognised in other comprehensive income and included within the exchange reserve.

On the disposal of the Group's entities, or a disposal involving loss of control over a subsidiary, all of the exchange differences accumulated in equity in respect of that operation attributable to the Company's equity holders are reclassified to the profit or loss.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.7 Property, plant and equipment

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs over their estimated useful lives, as follows:

Leasehold improvements	5 years or over the lease term, whichever is shorter
Furniture, fixtures and office equipment	5 years
Computer equipment	3 to 5 years
Motor vehicles	3 to 5 years

The assets' useful lives are reviewed, and adjusted if appropriate, at the end of each Reporting Period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing the net proceeds with the carrying amounts of the relevant assets and are recognised within "other losses/gains, net" in the consolidated statement of comprehensive income.

2.8 Impairment of non-financial assets

Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is recorded in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.10 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.11 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits held at call with banks.

2.12 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.13 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.14 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the Reporting Period.

2.15 Borrowing costs

General and specific borrowing costs directly attributable to the acquisitions, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the consolidated statement of comprehensive income in the period in which they are incurred.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.16 Current and deferred income tax

The tax expense for the year comprises current and deferred income tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from initial recognition of goodwill. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liabilities where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) Offsetting

Deferred income tax assets and deferred income tax liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income tax assets and deferred income tax liabilities relate to income taxes levied by the same taxation authority and when there is an intention to settle the balances on a net basis.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.17 Provisions

Provisions are only recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.18 Employee benefits

(a) ***Employee leave entitlements***

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) ***Pension***

The Group maintains a number of defined contribution retirement benefit plans organised by relevant government authorities for its employees and contributes to these plans based on a certain percentage of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The assets of the retirement benefit are held separately from those of the Group in an independently administrated fund. The retirement plans are generally funded by payments from employees and by the Group. Further details can be referred to Note 8.

The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.18 Employee benefits *(continued)*

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the Reporting Period are discounted to their present value.

(d) Bonuses

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.19 Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue of the Group mainly represents margin income and incentive commissions from airlines, travel business process management from travel companies, provision of private extracurricular coordination services, and sales of package tours and margin income from sales of others and services, e.g. non-guided customised tours, hotel plus flight packages, car rentals, travel insurance. Specifically, revenue is recognised as follows:

- Margin income is recognised at the time of ticketing of the travel arrangement; incentive commissions are recognised based on management's estimate of the expected achievement of specific targets and thresholds specified in contracts with airlines;
- Travel business process management fees are recognised at the time as services are performed;
- Revenue from provision of private extracurricular coordination services is recognised when the services are rendered by the Group on a percentage of completion basis over the duration of the courses, a contract liability is recognised when the customer pays consideration before the Group recognises the related revenue;
- Revenue from sales of company-operated package tours is recognised when the services are rendered by the Group on a straight-line basis over the duration of the tours, a contract liability is recognised when the customer pays consideration before the Group recognises the related revenue; and
- Margin income from sales of other travel products and services is recognised upon booking.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.19 Revenue from contracts with customers *(continued)*

Deferred revenue from loyalty program represents outstanding customer loyalty credits, which are accounted for as a separate identifiable component of the initial sales transaction in which they are granted. The revenue from the loyalty program is recognised when the points are redeemed.

Determining whether the Group is acting as a principal or as an agent requires consideration of all relevant facts and circumstances, including whether (1) the Group is the primary obligor in the provision of underlying services; (2) the Group retains the inventory risk before and after the customer orders, during the provision of services or on return; and (3) the Group has latitude in establishing prices. The Group's management performed the assessment based on the above mentioned factors on each revenue stream.

For contract where the period between the payment by the customer and the transfer of the promised services exceeds one year, the transaction price is adjusted for the effects of a significant financing component.

2.20 Leases

All leases irrespective of they are operating leases or finance leases) are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise leases which are short-term leases and for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value leased assets and short-term leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. For right-of-use asset that meets the definition of an investment property, they are carried at fair value and for right-of-use asset that meets the definition of a leasehold land and buildings held for own use, they are carried at fair value.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.20 Leases *(continued)*

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable: (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

2.21 Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable and are recognised as other revenue, rather than reducing the related expense.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.22 Financial guarantee contract

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of a debt instrument. Such financial guarantees are given to banks, financial institutions and other bodies on behalf of subsidiaries to secure loans, overdrafts and other banking facilities.

Financial guarantees are initially recognised at fair value on the date the guarantee was given. The fair value of a financial guarantee at the time of signature is nil because all guarantees are agreed on arm's length terms, and the value of the premium agreed corresponds to the value of the guarantee obligation. No receivable for the future premiums is recognised. Subsequent to initial recognition, the Group's liabilities under such guarantees are measured at the higher of the initial amount, less amortisation of fees recognised in accordance with IAS 18, and the best estimate of the amount required to settle the guarantee. These estimates are determined based on experience of similar transactions and history of past losses, supplemented by management's judgement. The fee income earned is recognised on a straight-line basis over the life of the guarantee. Any increase in the liability relating to guarantees is reported in the consolidated statement of comprehensive income within other operating expenses.

Where guarantees in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

2.23 Financial instruments

(i) ***Classification***

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("**OCI**"), or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVTOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.23 Financial instruments *(continued)*

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not measured at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other losses/gains, net, together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of comprehensive income.
- FVTOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the profit or loss and recognised in other losses/gains, net. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other losses/gain, net, and impairment expenses are presented as separate line item in the consolidated statement of comprehensive income.
- FVTPL: Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within other losses/gains, net, in the period in which it arises.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.23 Financial instruments *(continued)*

(ii) Measurement (continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets measured at FVTPL are recognised in other losses/gains, net, in the consolidated statement of comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

(iii) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVTOCI. ECLs are measured on either of the following bases:

- 12-months ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measured ECLs allowances for trade receivables and receivables from travel companies for ticket costs under other receivables using IFRS 9 lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, ECLs are based on lifetime ECLs except when there has not been a significant increase in credit risk since initial recognition, in which case the allowance will be based on the 12-months ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.23 Financial instruments *(continued)*

(iii) Impairment (continued)

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to action such as realising security (if any is held); or the financial asset is more than 90 days past due.

Having regard to the industry practice as well as the financial background of certain customers, the Group has rebutted the presumptions that trade receivables are in default when they are more than 90 days past due having regard to the business cycle of the industry in which the customers are engaged.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on a collective basis and/or an individual basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status.

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in “FVTOCI reserve (recycling)”.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, a failure to make contractual payments for a period of greater than 3 years past due, and the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group’s recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

2 MATERIAL ACCOUNTING POLICY INFORMATION *(CONTINUED)*

2.24 Related parties

(a) A person or a close member to that person's family is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or the Company's parent.

(b) An entity is related to the Group if any of the following conditions apply:

(i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) both entities are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks, including market risk (including foreign exchange risk and cash flow interest rate risk), credit risk, and liquidity risk. The Group's overall risk management approach focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Market risk

(i) Foreign exchange risk

The Group operates principally in the U.S., Canada, and the PRC and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to USD and RMB. Foreign exchange risk arises from future commercial transactions and recognised financial assets and liabilities.

The Group currently does not hedge transactions undertaken in foreign currencies but manages its exposure through constant monitoring to limit as much as possible the amount of its foreign currency exposures.

The table below summarises the financial assets denominated in foreign currencies other than the respective group companies' functional currencies at each reporting date:

	As at 31 December	
	2025 HK$'000	2024 HK$'000
Assets		
USD	**–**	1,793
RMB	**557**	533
Others	**–**	122
	557	2,448
Liabilities		
USD	**–**	56
	–	56

As at 31 December 2025, if USD and RMB had strengthened/weakened by 10% with all other variables held constant, the post-tax loss would have been approximately HK$47,000 lower/higher (2024: approximately HK$172,000), as a result of foreign exchange gains/losses on revaluation of USD and RMB denominated net assets.

3 FINANCIAL RISK MANAGEMENT *(CONTINUED)*

3.1 Financial risk factors *(continued)*

(a) Market risk (continued)

(ii) Cash flow interest rate risk

There is no banking facilities effective as at 31 December 2025. Under the banking facilities as at 31 December 2024, borrowings denominated in USD were subject to floating interest rates at the U.S. prime rate plus 1.5% while borrowings denominated in CAD were subject to floating interest rates at the Canadian prime rate plus 0.5%.

As at 31 December 2025, the Group has no interest-bearing borrowing. At 31 December 2024, except for the imputed interest derived from the loan from government as disclosed in Note 26, the Group had no interest-bearing borrowing.

(b) Credit risk

The credit risk of the Group mainly arises from trade and other receivables and receivables from travel companies for ticket costs, financial asset at FVTOCI, restricted bank deposits, term deposits with original maturity of more than 3 months and cash and cash equivalents. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets. In respect of cash deposited at banks, the credit risk is considered to be low as the counterparties are reputable banks.

The majority of the Group's trade receivables are in relation to income from sales of travel products and services.

The Group has policies in place to ensure that sales and ticket costs paid on behalf are made to reputable and creditworthy counterparties with an appropriate financial strength, credit history and appropriate percentage of down payments. To manage risk arising from trade receivables and receivables from travel companies for ticket costs, the management performs ongoing credit evaluations of its counterparties. The credit period granted to the debtors is usually from 30 to 90 days and their credit quality is assessed, which takes into account their financial position, past experience and other factors. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

As at 31 December 2025 and 2024, the Group measures ECLs allowance for trade receivables and receivables from travel companies for ticket costs, at an amount equal to lifetime ECLs, which is calculated using a provision matrix and general approach, if applicable, with reference to the aging of the receivable balances. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments and different travel companies, the ECLs allowance based on past due status is not further distinguished between the Group's different debtor bases. In view of the difference in the way to different debtor groups, loss rates are calculated separately for exposures in different segments, even on an individual basis if necessary.

The loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers and/or debtors to settle the receivables. The Group has identified forecast economic conditions to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

3 FINANCIAL RISK MANAGEMENT *(CONTINUED)*

3.1 Financial risk factors *(continued)*

(b) Credit risk (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables and receivables from travel companies for ticket costs under other receivables as at 31 December 2025 and 2024:

31 December 2025	Current	Within 90 days past due	91 days to 180 days past due	181 days to 12 months past due	More than 12 months past due	Total
Expected loss rate (%)	0.3%	0.4%	0.5%	N/A	N/A	0.5%
Gross carrying amount (HK$'000)	3,259	9,969	12,029	–	–	25,257
ECLs allowance (HK$'000)	11	39	64	–	–	114

31 December 2024	Current	Within 90 days past due	91 days to 180 days past due	181 days to 12 months past due	More than 12 months past due	Total
Expected loss rate (%)	7.3%	10.1%	10.5%	33.8%	100%	65.4%
Gross carrying amount (HK$'000)	16,999	13,895	22,210	15,518	100,383	169,005
ECLs allowance (HK$'000)	1,248	1,401	2,321	5,238	100,383	110,591

In respect of other receivables (excluding receivables from travel companies for ticket costs), the Group considered that the credit risk is low, and the ECLs allowance recognised during the year was therefore limited to 12 months ECLs. The allowances under ECLs was determined for other receivables (excluding receivables from travel companies for ticket costs), as at 31 December 2025 and 2024 are as follows:

	31 December 2025	31 December 2024
Expected loss rate (%)	N/A	0.9%
Gross carrying amount (HK$'000)	1,380	649
ECLs allowance (HK$'000)	–	6

3 FINANCIAL RISK MANAGEMENT *(CONTINUED)*

3.1 Financial risk factors *(continued)*

(b) Credit risk (continued)

Movement in the ECLs allowance account in respect of trade and other receivables (including receivables from travel companies for ticket costs) during the year is as follows:

	Lifetime ECLs		12-month ECLs	
	Trade receivables HK$'000	Receivables from travel companies for ticket costs HK$'000	Other receivables HK$'000	Total HK$'000
Balance at 1 January 2024	502	83,388	4	83,894
ECLs allowance recognised during the year	1,315	28,404	2	29,721
Exchange differences	(61)	(2,957)	—	(3,018)
Balance at 31 December 2024	1,756	108,835	6	110,597
ECLs allowance recognised/(reversed) during the year	(835)	12,138	479	11,782
Written off against provision	(849)	(76,184)	—	(77,033)
Disposal of subsidiaries	—	(45,893)	(493)	(46,386)
Exchange differences	42	1,104	8	1,154
Balance at 31 December 2025	114	—	—	114

For financial asset measured at FVTOCI, management is of the opinion that the credit risk is low due to the management closely monitor the fair value of those investments.

The Group's exposure to credit risk of trade receivables and receivables from travel companies for ticket costs is influenced mainly by the individual characteristics of each customer and travel company. At 31 December 2025 and 2024, the Group has concentration of credit risk as 54% and 57% of the Group's gross trade receivables was due from the Group's three largest customers respectively while 0% and 76% of the Group's gross receivables from travel companies for ticket costs was due from the Group's five largest travel companies respectively.

The credit policies have been consistently applied and are considered to be effective in limiting the Group's exposure to credit risk to a desirable level.

3 FINANCIAL RISK MANAGEMENT *(CONTINUED)*

3.1 Financial risk factors *(continued)*

(c) *Liquidity risk*

The liquidity position of the Group is significantly influenced by the booking and payment pattern of debtors and airlines. The Group manages the seasonal nature of its liquidity by maintaining sufficient cash and cash equivalents, which are generated from the operating activities.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period from the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Carrying amount HK$'000	On demand or within 1 year HK$'000	Between 1 and 2 years HK$'000	Between 2 and 5 years HK$'000	Total HK$'000
As at 31 December 2025					
Trade payables	**24,266**	**24,266**	**–**	**–**	**24,266**
Accruals and other payables (excluding other tax payable and accrued staff costs and management fees)	**2,586**	**2,586**	**–**	**–**	**2,586**
Lease liabilities	**1,306**	**525**	**520**	**319**	**1,364**
	28,158	**27,377**	**520**	**319**	**28,216**
As at 31 December 2024					
Trade payables	29,132	29,132	–	–	29,132
Accruals and other payables (excluding other tax payable and accrued staff costs and management fees)	57,430	57,430	–	–	57,430
Loan from government	2,321	810	810	810	2,430
Lease liabilities	1,441	1,181	248	73	1,502
	90,324	88,553	1,058	883	90,494

3 FINANCIAL RISK MANAGEMENT *(CONTINUED)*

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt, if any.

The Group monitors capital on the basis of the net debt-to-equity ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as borrowings and lease liabilities as shown in the consolidated statement of financial position less cash and cash equivalents. Total capital is calculated as "total equity", as shown in the consolidated statement of financial position.

The net debt-to-equity ratio was as follows:

	As at 31 December	
	2025	2024
	HK$'000	HK$'000
Lease liabilities (Note 27)	**1,306**	1,441
Loan from government (Note 28)	**—**	2,321
Total debt	**1,306**	3,762
Less:		
Cash and cash equivalents (Note 20)	**(3,858)**	(30,377)
Net debt	**(2,552)**	(26,615)
Total equity	**11,358**	558
Net debt-to-equity ratio	**N/A**	N/A

The Group's strategy is to maintain healthy net debt-to-equity ratio, and sufficient cash and cash equivalents to support the operations and development of its business in the long term.

As at 31 December 2025, the Group has no banking facility available. As at 31 December 2024, the Group had banking facilities available in the form of letters of guarantee of approximately HK$13,493,000. For the year ended 31 December 2024, the Group is in compliance with all banking covenants (Note 26).

3 FINANCIAL RISK MANAGEMENT *(CONTINUED)*

3.3 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2025 and 2024, by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The following table presents the Group's assets that are measured at fair value as at 31 December 2025 and 2024.

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
As at 31 December 2025				
Assets				
Financial asset at FVTOCI (note (a))	**–**	**–**	**1,623**	**1,623**
	–	**–**	**1,623**	**1,623**
As at 31 December 2024				
Assets				
Financial asset at FVTOCI (note (a))	–	–	1,542	1,542
Financial asset at FVTPL (note (b))	1,435	–	–	1,435
	1,435	–	1,542	2,977

Notes:

(a) The financial asset at FVTOCI represent an unlisted equity securities investment (Note 22). The fair value is determined with reference to a valuation report issued by an independent valuation expert with market approach. Determination of its fair value is based on recent transaction prices derived from buy-sale transactions of equity securities of the investee company occurred.

Increased transaction prices by 10% would increase the fair value of financial asset at FVTOCI by approximately HK$162,000 (2024: approximately HK$154,000) whilst decrease transaction prices by 10% would decrease the fair value of the financial asset at FVTOCI by approximately HK$162,000 (2024: approximately HK$154,000).

(b) As at 31 December 2024, the financial asset at FVTPL represented a government bond issued by the Canadian government, with a maturity date of 15 February 2025 (Note 22). The fair value is determined with reference to a quoted price in active markets. The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous Reporting Periods.

3 FINANCIAL RISK MANAGEMENT *(CONTINUED)*

3.3 Fair value estimation *(continued)*

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

The financial asset classified in level 3 is reconciled as follow:

	2025 **HK$'000**	2024 HK$'000
At 1 January	**1,542**	1,687
Fair value change recognised in other comprehensive income	**—**	—
Exchange difference	**81**	(145)
At 31 December	**1,623**	1,542

The management of the Group considers that the carrying amounts of other financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values due to their short maturities.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Revenue recognition for incentive commissions

The Group earns incentive commissions revenue from contract with airlines. The determination of the amount of incentive commissions earned in each Reporting Period requires estimation of the likelihood of achieving the performance obligations set in the contracts including transaction volumes and growth targets being achieved.

The amount of revenue recognised for each period is the total anticipated revenue earned at "point-in-time" on the achievement of the targets explained above with the transaction price set in the contract. The Group uses estimates and assumptions based on experiences and historical results in assessing the amount of incentive commissions earned during the period.

For the year ended and as at 31 December 2025, the Group has incentive commissions revenue of approximately HK$1,370,000 (2024: approximately HK$6,511,000), and incentive commissions receivables (net of ECLs allowance) of approximately HK$1,000 (2024: approximately HK$1,017,000) (Note 18).

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(CONTINUED)*

(b) Recoverability of deferred income tax assets

A significant deferred tax asset had been recognised in relation to unused tax losses, ECLs allowance and other deductible temporary differences in the consolidated financial statements. Estimating the deferred income tax asset to be recovered requires a process that involves determining appropriate tax provisions, forecasting future years' taxable income and assessing the ability to utilise tax benefits derived from those deductible temporary differences through future earnings and tax structuring. In cases where the actual future profits generated are less than expected, a material reversal of the deferred income tax asset may arise, which would be recognised in profit or loss for the period in which such a reversal takes place. The current financial models indicate that the tax losses can be utilised in the foreseeable future. Management believes that any reasonable changes in the model assumptions would not affect management's view. However, any unexpected changes in assumptions and estimates in tax regulations and economic environment could affect the recoverability of this deferred income tax asset in the future.

(c) Estimating the incremental borrowing rate for leases

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

(d) Current income tax

The Group is subject to income taxes in the PRC, Canada and New York. Significant judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax expense and current tax provision in the period in which such determination is made.

(e) Fair value measurement of financial asset at FVTOCI

The fair value measurement of financial asset at FVTOCI were categorised within Level 3 of the fair value hierarchy, which required significant judgments and estimates by considering factors including, but not limited to the future operating performance and cash flow of the investee company and economic and market conditions in which the investee company operated etc. The fair value of the financial asset at FVTOCI will be revised upward or downward where future performance are different from previous forecast. The fair value of the financial asset at FVTOCI and corresponding significant unobservable input of the valuation are disclosed in Note 3.3.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(CONTINUED)*

(f) Provision of ECLs for trade and other receivables and receivables from travel companies for ticket costs

The provision of ECLs allowance for trade and other receivables and receivables from travel companies for ticket costs require judgment, in particular, the estimation of the amount and timing of future cash flows when determining ECLs allowance and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At the end of each Reporting Period, the Group assesses whether there has been a significant increase in credit risk on the trade and other receivables and receivables from travel companies for ticket costs since initial recognition by comparing the risk of default occurring over the expected life. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

For the year ended 31 December 2025, the reversal of ECLs allowance of approximately HK$835,000 and provision of ECLs allowance of approximately HK$12,138,000 (2024: provision of ECLs allowance of approximately HK$1,315,000 and approximately HK$28,404,000) were made for trade receivables and receivables from travel companies for ticket costs respectively in the profit or loss.

5 REVENUE AND SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the chief operating decision makers that are used for making strategic decisions. The chief operating decision makers are identified as the executive directors of the Company. The chief operating decision makers regularly monitor and receive reports relating to the performance of the four lines of business the Group operates during the year. In this regard, management has identified four reportable operating segments, namely (1) Air ticket distribution, (2) Travel business process management, (3) Travel products and services and (4) Private extracurricular coordination services.

The major business activities for the four segments are summarised as follows:

- Air ticket distribution: The Group sells air tickets on behalf of airlines in exchange for margin income and incentive commissions from airlines.
- Travel business process management: The Group performs certain administrative and management services mainly for travel agencies in exchange for travel business process management fees.
- Travel products and services: The Group packages various travel products from suppliers into company-operated tours. The Group also sells other travel products and services, where the travellers are responsible for their trips using travel services sourced by the Group.
- Private extracurricular coordination services: The Group acts as an agent providing extracurricular classes to kindergarten students.

During the year ended 31 December 2025, the Group disposed of and ceased its interests in air ticket distribution segment, travel business process management segment, and travel products and services segment in the U.S. and Canada which was presented as "discontinued operations". The following segment information of the Group's business units does not include the discontinued operations.

5 REVENUE AND SEGMENT INFORMATION *(CONTINUED)*

The performance of the operating segments is assessed based on segment revenue and a measure of segment operating results. Unallocated administrative and other expenses, (provision)/reversal of ECLs allowance on financial assets, other losses, net, unallocated finance costs, net and income tax are not included in the segment results. No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the Group's chief operating decision makers.

	Year ended 31 December 2025		
	Travel products and services HK$'000	Private extracurricular coordination services HK$'000	Total HK$'000
Continuing operations			
Revenue from external customers	61,918	481	62,399
Time of revenue recognition			
Over the time	61,918	481	62,399
	61,918	481	62,399
Segment results	10,611	479	11,090
Other losses, net			(747)
Reversal of ECLs allowance on financial assets			888
Administrative and other expenses			(8,791)
Finance costs, net			(6)
Profit before income tax			2,434
Income tax expense			(2,787)
Loss for the year			(353)
Other segment items:			
Depreciation of property, plant and equipment	16	—	16
Capital expenditure	17	—	17
Depreciation of right-of-use assets	12	1	13

5 REVENUE AND SEGMENT INFORMATION *(CONTINUED)*

	Year ended 31 December 2024		
	Travel products and services HK$'000 (Re-presented)	Private extracurricular coordination services HK$'000 (Re-presented)	Total HK$'000 (Re-presented)
Continuing operations			
Revenue from external customers	63,481	—	63,481
Time of revenue recognition			
Over the time	63,481	—	63,481
	63,481	—	63,481
Segment results	12,007	—	12,007
Other losses, net			(1,427)
Provision of ECLs allowance on financial assets			(554)
Administrative and other expenses			(8,307)
Finance costs, net			(30)
Profit before income tax			1,689
Income tax expense			(1,208)
Profit for the year			481
Other segment items:			
Depreciation of property, plant and equipment	—	—	—
Capital expenditure	—	—	—
Depreciation of right-of-use assets	—	—	—

5 REVENUE AND SEGMENT INFORMATION *(CONTINUED)*

Revenue from external parties contributing 10% or more of the total revenues from continuing operations of the Group is as follows:

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
		(Re-presented)
Continuing operations		
Company A – travel products and services (Note)	**14,002**	N/A
Company B – travel products and services (Note)	**7,924**	N/A
Company C – travel products and services (Note)	**N/A**	11,695
Company D – travel products and services (Note)	**N/A**	10,409
Company E – travel products and services (Note)	**N/A**	8,328
Company F – travel products and services (Note)	**N/A**	7,931

Note:

The customer did not contribute 10% or more of the total revenue from continuing operations of the Group in the respective financial year.

There is no material inter-segment revenue.

The Group's revenue by geographical locations (as determined by the area or country in which the Group operates) is analysed as follows:

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
		(Re-presented)
Continuing operations		
The PRC	**62,399**	63,481
	62,399	63,481

5 REVENUE AND SEGMENT INFORMATION *(CONTINUED)*

The following is an analysis of the carrying amounts of the Group's assets analysed by geographical area in which the assets are located:

	As at 31 December	
	2025	2024
	HK$'000	HK$'000
Canada	**1,623**	55,734
The U.S.	**2,508**	1,101
Hong Kong	**5,523**	2,690
The PRC	**37,623**	51,302
	47,277	110,827

As at 31 December 2025, all material non-current assets, other than deferred income tax assets of approximately HK$29,000, right-of-use assets of approximately HK$102,000 and property, plant and equipment of approximately HK$75,000, are located in Hong Kong and Canada.

As at 31 December 2024, all material non-current assets, other than deferred income tax assets of approximately HK$230,000, right-of-use assets of approximately HK$526,000 and property, plant and equipment of approximately HK$325,000, are located in Canada.

6 OTHER LOSSES, NET

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
		(Re-presented)
Continuing operations		
Foreign exchange losses, net	**(747)**	(1,427)
	(747)	(1,427)

7 EXPENSES BY NATURE

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
		(Re-presented)
Continuing operations		
Cost of package tours	**48,821**	49,838
Employee benefit expenses (including directors' emoluments)	**7,689**	6,160
Office, telecommunication and utility expenses	**144**	130
Depreciation of right-of-use assets	**674**	774
Short-term leases expenses	**65**	65
Advertising and promotion	**120**	109
Auditor's remuneration		
– Audit service	**556**	475
– Non-audit service	**—**	160
Depreciation of property, plant and equipment	**151**	155
Legal and professional fees	**1,413**	1,492
Others	**467**	423
Total cost of sales, selling, and administrative and other expenses	**60,100**	59,781

8 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
		(Re-presented)
Continuing operations		
Salaries, bonuses and allowances (including directors' emoluments)	**7,323**	5,892
Pension costs	**358**	258
Other employee benefits	**8**	10
	7,689	6,160

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs, subject to a certain ceiling, as stipulated by the relevant regulations.

8 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) *(CONTINUED)*

The employees of the Group in the HKSAR has participated in a defined contribution Mandatory Provident Fund retirement benefits scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. The MPF Scheme is administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000, i.e. contribution of HK$1,500 per month. Contributions are recognised as an expense in profit or loss as employees render services during the year. The Company's obligation under this plan is limited to the fixed percentage contributions payable.

HKSAR employees that have been employed continuously for at least five years are entitled to long service payments ("**LSP**") in accordance with the Hong Kong Employment Ordinance under certain circumstances. These circumstances include where an employee is dismissed for reasons other than serious misconduct or redundancy, that employee resigns at the age of 65 or above, or the employment contract is of fixed term and expires without renewal. The amount of LSP payable is determined with reference to the employee's final salary (capped at HK$22,500) and the years of services, reduced by the amount of any accrued benefits derived from the Company's contribution to MPF Scheme, with an overall cap of HK$390,000 per employee.

In June 2022, the Government gazetted the Hong Kong Employment and Retirement Scheme Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the "**Amendment Ordinance**") which will eventually abolish the statutory right of an employer to reduce its LSP payable to a Hong Kong employee by drawing on its mandatory contributions to the MPF Scheme. The Government has announced that the Amendment Ordinance will come into effect from 1 May 2025.

Among other things, once the abolition of the offsetting mechanism takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory MPF contributions to reduce the LSP in respect of any employee's service from 1 May 2025. Moreover, the LSP in respect of the service before 1 May 2025 will be calculated based on the employee's monthly salary immediately before 1 May 2025 and the years of services up to that date. As at 31 December 2025 and 2024, it is considered that the Amendment Ordinance has no material impact on the Company's LSP liability with respect to employees that participate in the MPF Scheme. Moreover, the Government is expected to introduce a subsidy scheme to assist employers after the abolition of the reduction and the Group would consider such subsidy as other income once the Group being eligible to obtain such government grant without any conditions to be met.

During the year ended 31 December 2025, there are no forfeited contributions available to offset future retirement benefit obligations of the Group (2024: nil).

8 EMPLOYEE BENEFITS EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) *(CONTINUED)*

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group included one director for the year ended 31 December 2025 (2024: one). The emoluments paid/payable to the remaining four (2024: four) non-director highest paid individuals during year are as follows:

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
Salaries, allowances and benefits	**7,966**	5,772
Pension costs	**41**	62
	8,007	5,834

The emoluments paid/payable to the non-director highest paid individuals fell within the following bands for the years ended 31 December 2025 and 2024 is as follows:

	Year ended 31 December	
	2025	2024
Emolument bands		
Nil to HK$500,000	**—**	—
HK$500,001 to HK$1,000,000	**1**	1
HK$1,000,001 to HK$1,500,000	**1**	2
HK$1,500,001 to HK$2,000,000	**1**	—
HK$2,000,001 to HK$2,500,000	**—**	1
HK$4,000,001 to HK$4,500,000	**1**	—
	4	4

There were no amounts paid/payable to the aforementioned four (2024: four) highest paid individuals as an inducement to join or upon joining the Group during the year ended 31 December 2025.

There was no compensation paid/payable to the aforementioned four (2024: four) highest paid individuals for the loss of any office in connection with the management of the affairs of the Company and its subsidiaries during the year ended 31 December 2025.

9 DIRECTORS' BENEFITS AND INTERESTS

The remuneration of each Director of the Company paid/payable by the Group for the years ended 31 December 2025 and 2024 is set out below:

Year ended 31 December 2025

Name	Fees HK$'000	Salaries, other allowances and benefits HK$'000	Pension costs – defined contribution plan HK$'000	Total HK$'000
Executive Directors				
Dr. Mariana Kou Chung Yin (Chairperson) (Note (a))	–	2,500	18	2,518
Mr. Liu Xue Bin	–	–	–	–
Mr. Liu Jiefeng (Chief Executive Officer) (Note (a))	50	43	11	104
INED				
Ms. Chloe Suen Yin Wah (Note (b))	116	–	–	116
Ms. Kwan Ka Yee	100	–	–	100
Mr. Tan Wantao	100	–	–	100
Mr. Lo Ying Kit (Note (c))	9	–	–	9
	375	2,543	29	2,947

Year ended 31 December 2024

Name	Fees HK$'000	Salaries, other allowances and benefits HK$'000	Pension costs – defined contribution plan HK$'000	Total HK$'000
Executive Directors				
Dr. Mariana Kou Chung Yin (Chairperson & Chief Executive Officer)	–	2,500	18	2,518
Mr. Liu Xue Bin	–	600	11	611
Non-executive Director				
Mr. Liu Jiefeng	100	–	–	100
INED				
Mr. Benny Fong Wai Bun	81	–	–	81
Ms. Chloe Suen Yin Wah	100	–	–	100
Ms. Kwan Ka Yee	100	–	–	100
Mr. Tan Wantao	44	–	–	44
	425	3,100	29	3,554

9 DIRECTORS' BENEFITS AND INTERESTS *(CONTINUED)*

Notes:

(a) Effective from 29 August 2025, Mr. Liu Jiefeng has been re-designated as an executive director, and has been appointed as the chief executive officer of the Group in place of Dr. Mariana Kou Chung Yin, whereas Dr. Mariana Kou Chung Yin continues to serve as an executive director and chairperson of the Board.

(b) Ms. Chloe Suen Yin Wah had resigned as INED with effective from 28 November 2025.

(c) Mr. Lo Ying Kit was appointed as INDE with effective from 28 November 2025.

The Group has not paid consideration to any third parties for making available Directors' services during the year ended 31 December 2025 (2024: nil).

As at 31 December 2025, there were no loans, quasi-loans and other dealing arrangements in favour of the directors, bodies corporate controlled by and connected entities with the directors (2024: nil).

Save as disclosed in Note 33 to the consolidated financial statement, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group was a party and in which a director had a material interest, whether directly or indirectly, subsisted at 31 December 2025 or at any time during the year ended 31 December 2025 (2024: nil).

There was no arrangement under which a director waived or agreed to waive any emoluments during the year ended 31 December 2025 (2024: nil).

There were no amounts paid/payable to directors as an inducement to join or upon joining the Group during the year ended 31 December 2025 (2024: nil).

There was no compensation paid/payable to directors or past Directors for the loss of office as a director or for the loss of any other office in connection with the management of the affairs of the Company and its subsidiaries during the year ended 31 December 2025 (2024: nil).

There were no other emoluments paid/payable to the INED during the year ended 31 December 2025 (2024: nil).

10 FINANCE COSTS, NET

	Year ended 31 December	
	2025 **HK$'000**	2024 HK$'000 (Re-presented)
Continuing operations		
Finance income		
– Interest income	**13**	6
Finance costs		
– Interest expense on lease liabilities	**(19)**	(36)
Finance costs, net	**(6)**	(30)

11 INCOME TAX EXPENSE

Tax on assessable profits has been calculated at the applicable tax rates of tax prevailing in the tax prevailing in the tax jurisdiction in which the Group operates.

PRC enterprise income tax has been provided at the rate of 25% for the year ended 31 December 2025 (2024: 25%) on the Group's respective taxable income.

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
		(Re-presented)
Continuing operations		
Current income tax expense/(credit)		
– PRC enterprise income tax	**2,472**	1,347
– Under provision in prior years	**93**	—
Deferred income tax	**222**	(139)
Income tax expense	**2,787**	1,208

The income tax expense for the year can be reconciled to the profit before income tax per the consolidated statement of comprehensive income as follows:

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
		(Re-presented)
Continuing operations		
Profit before income tax	**2,434**	1,689
Tax calculated at domestic tax rates of 25% (2024: 25%)	**608**	421
Effect of different taxation rates in other jurisdictions	**2,308**	2,323
Tax effect of income not subject to tax	**(4)**	—
Tax effect of expense not deductible for tax purpose	**—**	5
Under provision in prior years	**93**	—
Effect of tax exemptions granted to PRC subsidiaries	**(218)**	(1,541)
Income tax expense	**2,787**	1,208

12 DISCONTINUED OPERATIONS

On 29 August 2025, the Company's wholly owned subsidiary, BVTEHU Inc., and an independent third party entered into the sale and purchase agreement dated 29 August 2025 (the "**Agreement**") in relation to the disposal of the entire issued share capital of the BVTEHC Inc. (the "**Transaction**"), pursuant to which BVTEHU Inc. agreed to sell, and the independent third party agreed to the entire issued share capital of the BVTEHU Inc. including its subsidiary, Tour East (Canada) Inc. (the Disposal Group), at a consideration of Canadian dollars CAD3,000,000 (equivalent to approximately HK$16,739,000), subject to adjustment. The consideration is subsequently adjusted to CAD2,250,000 (equivalent to approximately HK$12,554,000).

Completion of the Transaction in accordance with the terms of the Agreement (the "**Closing**") has taken place immediately after the entering into of the Agreement. Upon Closing, the Company ceased to have any interest in the Disposal Group.

Meanwhile, in the last quarter of 2025, the Company's wholly owned subsidiary, Tour East Holidays (New York) Inc. had terminated all participation with Airlines Reporting Corporation ("**ARC**"), a company that provides ticket transaction settlement services between airlines and travel agencies (both traditional and online) and the travel management companies that sell their products in the U.S. (the "**Cessation**").

After the Closing and Cessation, the Group has ceased to operated its air ticket distribution business, business process management business and travel products and services business in the U.S. and Canada.

The operation of the disposal group described above for the year ended 31 December 2025 was presented as discontinued operations in the consolidated financial statements.

The profit/(loss) for the year from discontinued operations is set out below. The comparative figures in the consolidated statement of comprehensive income have been restated to re-present the disposal group as discontinued operations.

12 DISCONTINUED OPERATIONS *(CONTINUED)*

(a) Analysis of the result of the discontinued operations is as follows:

	Notes	Year ended 31 December 2025 HK$'000	2024 HK$'000
Revenue		**17,364**	32,489
Cost of sales		**(7,529)**	(10,979)
Gross profit		**9,835**	21,510
Other income		**29**	5
Other (losses)/gains, net		**(2,332)**	6,514
Provision of ECLs allowance on financial assets	3.1(b)	**(12,670)**	(29,167)
Selling expenses		**(1,102)**	(2,683)
Administrative and other expenses		**(35,604)**	(25,970)
Operating loss from discontinued operations		**(41,844)**	(29,791)
Finance income		**10**	23
Finance costs		**(69)**	(165)
Finance costs, net		**(59)**	(142)
Loss before income tax from discontinued operations		**(41,903)**	(29,933)
Income tax expense		**(523)**	(15,023)
Loss for the year from discontinued operations		**(42,426)**	(44,956)
Gain on disposal of subsidiaries	30	**53,767**	—
Profit/(Loss) for the year from discontinued operations presented in consolidated statement of comprehensive income		**11,341**	(44,956)

(b) Analysis of cash flow of the discontinued operations is as follows:

	Year ended 31 December 2025 HK$'000	2024 HK$'000
Net cash used in operating activities	**(10,171)**	(2,308)
Net cash generated from/(used in) investing activities	**208**	(17)
Net cash used in financing activities	**(1,068)**	(3,286)
Net cash outflows	**(11,031)**	(5,611)

12 DISCONTINUED OPERATIONS *(CONTINUED)*

(c) Reconciliation of profit/(loss) before taxation from discontinued operations is as follows:

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
Profit/(Loss) for the year from discontinued operations	**11,341**	(44,956)
Add: Income tax expense	**523**	15,023
Profit/(Loss) before taxation from discontinued operations presented in consolidated statement of cash flows	**11,864**	(29,933)

13 EARNINGS/(LOSS) PER SHARE

Basic profit/(loss) per share is calculated by dividing the profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective years stated in Note 23.

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
Profit/(Loss) attributable to owners of the Company (HK$'000)		
– from continuing operations	**(353)**	481
– from discontinued operations	**11,341**	(44,956)
Profit/(Loss) for the year	**10,988**	(44,475)
Weighted average number of ordinary shares in issue (Number of shares in thousand)	**1,200,000**	1,200,000
Earnings/(Loss) per share from continuing and discontinued operations attributable to owners of the Company for the year		
Basic and diluted earnings/(loss) per share (HK Cents)		
– from continuing operations	**(0.03)**	0.04
– from discontinued operations	**0.95**	(3.75)
Profit/(Loss) per share for the year	**0.92**	(3.71)

Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Potential ordinary shares are dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share. For the years ended 31 December 2025 and 2024, the Group has no dilutive potential ordinary shares.

14 DIVIDEND

The directors of the Company do not recommend the payment of a final dividend in respect of the year ended 31 December 2025 (2024: nil).

15 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Furniture, fixtures and office equipment HK$'000	Computer equipment HK$'000	Motor vehicle HK$'000	Total HK$'000
Year ended 31 December 2025					
Cost					
As at 1 January 2025	1,396	1,341	4,009	678	7,424
Additions	–	–	31	–	31
Disposals	–	(179)	(1,010)	–	(1,189)
Disposal of subsidiaries	–	(1,229)	(3,033)	–	(4,262)
Exchange differences	–	67	187	–	254
As at 31 December 2025	1,396	–	184	678	2,258
Accumulated depreciation and impairment					
As at 1 January 2025	1,396	1,336	3,873	418	7,023
Charge for the year	–	5	47	135	187
Disposals	–	(179)	(1,006)	–	(1,185)
Disposal of subsidiaries	–	(1,229)	(2,984)	–	(4,213)
Exchange differences	–	67	180	–	247
As at 31 December 2025	1,396	–	110	553	2,059
Net carrying amount	–	–	74	125	199

15 PROPERTY, PLANT AND EQUIPMENT *(CONTINUED)*

	Leasehold improvements HK$'000	Furniture, fixtures and office equipment HK$'000	Computer equipment HK$'000	Motor vehicle HK$'000	Total HK$'000
Year ended 31 December 2024					
Cost					
As at 1 January 2024	1,590	2,399	6,456	678	11,123
Additions	–	–	112	–	112
Disposals	(187)	(894)	(2,107)	–	(3,188)
Exchange differences	(7)	(164)	(452)	–	(623)
As at 31 December 2024	1,396	1,341	4,009	678	7,424
Accumulated depreciation and impairment					
As at 1 January 2024	1,578	2,361	6,300	282	10,521
Charge for the year	11	32	122	136	301
Disposals	(187)	(894)	(2,107)	–	(3,188)
Exchange differences	(6)	(163)	(442)	–	(611)
As at 31 December 2024	1,396	1,336	3,873	418	7,023
Net carrying amount	–	5	136	260	401

Depreciation is included in the following categories in the consolidated statement of comprehensive income:

	Year ended 31 December	
	2025 HK$'000	2024 HK$'000
Selling expenses		
– from discontinued operations	**20**	84
Administrative and other expenses		
– from continuing operations	**151**	155
– from discontinued operations	**16**	62
	187	301

16 INTANGIBLE ASSETS

	Computer software HK$'000
Year ended 31 December 2025	
Cost	
As at 1 January 2025	**10,979**
Write off	**(477)**
Disposal of subsidiaries	**(11,067)**
Exchange differences	**565**
As at 31 December 2025	**–**
Accumulated amortisation and impairment	
As at 1 January 2025	**10,979**
Write off	**(477)**
Disposal of subsidiaries	**(11,067)**
Exchange differences	**565**
As at 31 December 2025	**–**
Net carrying amount	**–**
Year ended 31 December 2024	
Cost	
As at 1 January 2024	14,370
Write off	(2,244)
Exchange differences	(1,147)
As at 31 December 2024	10,979
Accumulated amortisation and impairment	
As at 1 January 2024	14,370
Write off	(2,244)
Exchange differences	(1,147)
As at 31 December 2024	10,979
Net carrying amount	–

17 FINANCIAL INSTRUMENTS BY CATEGORY

	Loans and receivables HK$'000	Financial asset measured at FVTPL HK$'000	Financial asset measured at FVTOCI HK$'000	Total HK$'000
Assets as per consolidated statement of financial position				
As at 31 December 2025				
Trade receivables	**25,143**	**—**	**—**	**25,143**
Deposits and other receivables	**1,380**	**—**	**—**	**1,380**
Cash and cash equivalents	**3,858**	**—**	**—**	**3,858**
Restricted bank deposits	**668**	**—**	**—**	**668**
Term deposits with original maturity of more than 3 months	**11,130**	**—**	**—**	**11,130**
Financial asset at FVTOCI	**—**	**—**	**1,623**	**1,623**
Total	**42,179**	**—**	**1,623**	**43,802**

	Loans and receivables HK$'000	Financial assets measured at FVTPL HK$'000	Financial asset measured at FVTOCI HK$'000	Total HK$'000
Assets as per consolidated statement of financial position				
As at 31 December 2024				
Trade receivables	43,855	—	—	43,855
Deposits and other receivables	15,202	—	—	15,202
Cash and cash equivalents	30,377	—	—	30,377
Restricted bank deposits	426		—	426
Financial asset at FVTPL	—	1,435	—	1,435
Financial asset at FVTOCI	—	—	1,542	1,542
Total	89,860	1,435	1,542	92,837

17 FINANCIAL INSTRUMENTS BY CATEGORY *(CONTINUED)*

	Liabilities measured at amortised cost HK$'000
As at 31 December 2025	
Trade payables	**24,266**
Accruals and other payables (excluding other tax payable and accrued staff costs and management fees)	**2,586**
Lease liabilities	**1,306**
Total	**28,158**
As at 31 December 2024	
Trade payables	29,132
Accruals and other payables (excluding other tax payable and accrued staff costs and management fees)	57,430
Loan from government	2,321
Lease liabilities	1,441
Total	90,324

18 TRADE RECEIVABLES

	As at 31 December 2025 HK$'000	As at 31 December 2024 HK$'000
Incentive commission receivables	**1**	1,793
Less: ECLs allowance	**—**	(776)
	1	1,017
Other trade receivables	**25,256**	43,818
Less: ECLs allowance	**(114)**	(980)
	25,142	42,838
	25,143	43,855

Other trade receivables primarily represent trade receivables from travel products and services (2024: trade receivables from travel products and services). The payment period from customers is generally ranged from 30 to 90 days (2024: ranged from 30 to 90 days).

18 TRADE RECEIVABLES *(CONTINUED)*

The aging analysis of trade receivables (net of ECLs allowance) based on invoice date is as follows:

	As at 31 December 2025 HK$'000	As at 31 December 2024 HK$'000
0 to 60 days	**10,513**	11,496
Over 60 days	**14,630**	32,359
	25,143	43,855

As at 31 December 2025, these balances represent receivables from sales of travel products and services, provision of private extracurricular coordination services, and incentive commission receivables from airlines (2024: represented receivables from sales of travel products and services and incentive commission receivables from airlines). Based on past experience and customers' repayment record, the amounts can be recovered.

The aging analysis of these trade receivables (net of ECLs allowance), based on past due date, is as follows:

	As at 31 December	
	2025 HK$'000	2024 HK$'000
Not overdue	**3,248**	10,549
1-90 days	**9,930**	9,041
91 to 180 days	**11,965**	15,776
Over 180 days	**–**	8,489
	25,143	43,855

The carrying amounts of trade receivables approximate their fair values at each reporting date and are denominated in the following currencies:

	As at 31 December	
	2025 HK$'000	2024 HK$'000
CAD	**–**	915
USD	**1**	102
RMB	**25,142**	42,838
	25,143	43,855

The maximum exposure to credit risk is the carrying amount of trade receivables and the Group does not have any receivables held as collateral or security.

19 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	As at 31 December	
	2025	2024
	HK$'000	HK$'000
Rental and other deposits	**1,377**	376
Prepaid expenses	**1,715**	2,229
Prepaid tour and air ticket costs	**–**	1,374
Receivables from travel companies for ticket costs	**–**	123,394
Other receivables	**3**	273
	3,095	127,646
Less: ECLs allowance	**–**	(108,841)
	3,095	18,805

The carrying amounts of deposits and other receivables approximated their fair values at each reporting date. The deposits and other receivables are denominated in the following currencies:

	As at 31 December	
	2025	2024
	HK$'000	HK$'000
CAD	**–**	9,667
USD	**1,167**	5,302
RMB	**28**	15
HK$	**185**	206
Others	**–**	12
	1,380	15,202

20 CASH AND CASH EQUIVALENTS/RESTRICTED BANK DEPOSITS/TERM DEPOSITS WITH ORIGINAL MATURITY OF MORE THAN 3 MONTHS

	As at 31 December	
	2025	2024
	HK$'000	HK$'000
Cash on hand	**—**	—
Cash at a financial institution other than banks	**1,901**	—
Cash at banks	**1,957**	30,377
Cash and cash equivalents	**3,858**	30,377
Restricted bank deposits (Note)	**668**	426
Term deposits with original maturity of more than 3 months	**11,130**	—
	15,656	30,803

Note:

Restricted bank deposits represented the security deposits required in accordance to Article 13 of the Regulation on Travel Agencies issued by the China National Tourism Administration for holding certain travel business licenses in the PRC.

Cash and cash equivalents, restricted bank deposits and term deposits with original maturity of more than 3 months are denominated in the following currencies:

	As at 31 December	
	2025	2024
	HK$'000	HK$'000
CAD	**1,900**	14,929
USD	**1,052**	2,897
HK$	**157**	998
RMB	**12,547**	11,951
Others	**—**	28
	15,656	30,803

21 DEFERRED INCOME TAX

The analysis of deferred income tax assets of the Group is as follows:

	As at 31 December	
	2025	2024
	HK$'000	HK$'000
Deferred income tax assets		
Tax losses	**—**	1,637
Other deductible temporary differences (including ECLs allowance)	**29**	10,658
	29	12,295

The gross movement of deferred income tax assets during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets

	2025 **HK$'000**	2024 HK$'000
Tax losses		
At 1 January	**1,637**	1,798
Charged to profit or loss	**—**	(38)
Disposal of subsidiaries	**(1,721)**	—
Exchange differences	**84**	(123)
At 31 December	**—**	1,637

	2025 **HK$'000**	2024 HK$'000
Other deductible temporary differences (including ECLs allowance)		
At 1 January	**10,658**	26,363
Charged to profit or loss	**(222)**	(14,846)
Disposal of subsidiaries	**(10,958)**	—
Exchange differences	**551**	(859)
At 31 December	**29**	10,658

21 DEFERRED INCOME TAX *(CONTINUED)*

Deferred income tax assets *(continued)*

At 31 December 2024, The Group had US state tax losses, US city tax losses and US federal tax losses in the amount of approximately HK$7,287,000, HK$7,287,000 and approximately HK$7,103,000 respectively which are available for offsetting against future taxable profit of the company in which the losses arose. US state tax losses of approximately HK$882,000, approximately HK$2,037,000 and HK$4,368,000 expire by 31 December 2041, 31 December 2042 and 31 December 2044 respectively while US city tax losses of approximately HK$882,000, approximately HK$2,037,000 and approximately HK$4,368,000 expire by 31 December 2041, 31 December 2042 and 31 December 2044 respectively. The US federal tax losses have no expiry date.

At 31 December 2024, the Group had non-capital tax losses in Canada of approximately HK$2,774,000 and approximately HK$3,400,000 expire by 31 December 2042 and 31 December 2044 respectively, and no capital tax losses in Canada with no expiry dates as at 31 December 2024. These tax losses were subject to further approval by the relevant tax authority.

No deferred tax assets resulting from tax losses during the year ended 31 December 2025 have been recognised.

Deferred income tax assets are recognised for unused tax losses carried forward to the extent it is probable that future taxable profit will be available against which the unused tax losses can be utilised, based on all available evidence.

22 FINANCIAL ASSETS AT FVTPL/FVTOCI

		As at 31 December 2025 HK$'000	As at 31 December 2024 HK$'000
Non-current assets	Notes		
Financial asset at FVTOCI			
Unlisted equity investments	(i)	**1,623**	1,542
Current assets			
Financial asset at FVTPL			
Government Bond	(ii)	**–**	1,435

Notes

(i) The unlisted equity investment measured at FVTOCI was acquired in June 2019. The directors of the Company classified the investment as financial asset at FVTOCI as the investment represented approximately 1.0% (2024: approximately 1.2%) of the equity interests and it is held for long term strategic gains and not for trading. The fair value of the unlisted equity investment is a level 3 recurring fair value measurement. The fair value is measured by reference to a valuation report issued by an independent valuation expert with market approach (Note 3.3). No fair value change on the unlisted equity instrument (2024: nil) was recognised in other comprehensive income for the year ended 31 December 2025.

(ii) This represented a government bond issued by the Canadian government. The carrying amount of the government bond issued by the Canadian government was approximately CAD266,000 (equivalent to approximately HK$1,435,000) as at 31 December 2024. As at 31 December 2024, the interest rate for the bond was 3.6% with a maturity date of 15 February 2025. Fair value gain on the government bond of approximately HK$70,000 was recognised in the profit or loss for the year ended 31 December 2024.

The bond was held as a security pledge for the operating permits required under the Quebec Travel Agents Act by the OPC.

23 SHARE CAPITAL AND OTHER RESERVE

(a) Share capital

	Number of ordinary shares ('000)	Nominal value of ordinary shares HK$'000
Authorised:		
Ordinary shares of HK$0.0001 each		
As at 1 January 2024, and 31 December 2024 and 2025	**90,000,000**	**9,000**
Issued and fully paid:		
As at 1 January 2024, and 31 December 2024 and 2025	**1,200,000**	**120**

(b) Other reserve

The other reserve presented in the consolidated statements of financial position represented the difference between the face value and the redemption value of the 10,000,000 Class A redeemable preference shares of a subsidiary issued to the shareholders on 1 September 2011.

Upon completion of the exchange of redeemable preference shares into the ordinary shares of the Company on 9 October 2017 for reorganisation, the carrying amount of redeemable preference shares amounting to HK$54,920,000 was recorded in other reserve.

The other reserve was transferred to retained earnings upon disposal of the subsidiary during the year ended 31 December 2025.

(c) Financial asset at FVTOCI reserve

Financial asset at FVTOCI reserve comprises the cumulative net change in fair value of unlisted equity investments held at the end of the Reporting Period and is dealt with in accordance with the accounting policies in Note 2.23.

(d) Statutory reserve

Statutory reserve represents appropriation of profits of the PRC subsidiaries to non-distributable reserve fund account as required by the relevant PRC statute.

24 TRADE PAYABLES

The ageing analysis of trade payables based on invoice date are as follows:

	As at 31 December 2025 HK$'000	As at 31 December 2024 HK$'000
0 to 30 days	**3,415**	3,053
31 to 60 days	**108**	3,164
61 to 90 days	**414**	1,658
Over 90 days	**20,329**	21,257
	24,266	29,132

Trade payables are denominated in the following currencies:

	As at 31 December	
	2025 HK$'000	2024 HK$'000
RMB	**24,266**	29,132
	24,266	29,132

25 ACCRUALS AND OTHER PAYABLES AND CONTRACT LIABILITIES

(a) Accruals and other payables

	As at 31 December 2025 HK$'000	As at 31 December 2024 HK$'000
Accrued staff costs and management fees	**594**	948
Accrued expenses	**637**	8,106
Payables to airlines (Note)	**44**	13,181
Receipt in advance from a customer in relation to travel business process management	**–**	27,092
Sales tax payable	**–**	314
Value added tax payable	**1,502**	3,324
Payables to travel companies	**698**	1,409
Other payables	**1,207**	4,318
	4,682	58,692

Note:

The payables to airlines include amounts collected from customers reserved only for the purchase of travel services.

The carrying amounts of the accruals and other payables (excluding other tax payable and accrued staff costs and management fees) approximate to their fair values as at year end and are denominated in the following currencies:

	As at 31 December	
	2025 HK$'000	2024 HK$'000
CAD	**291**	50,389
USD	**948**	1,327
HK$	**1,329**	1,886
RMB	**18**	3,828
	2,586	57,430

25 ACCRUALS AND OTHER PAYABLES AND CONTRACT LIABILITIES *(CONTINUED)*

(b) Contract liabilities

	As at 31 December	
	2025 **HK$'000**	2024 HK$'000
Contract liabilities arising from sale of travel products and services	**–**	58
Contract liabilities arising from sale of air ticket distribution	**–**	221
Contract liabilities arising from provision of private extracurricular coordination services	**357**	–
	357	279

The movements in contract liabilities are as follows:

	2025 **HK$'000**	2024 HK$'000
Balance as at 1 January	**279**	87
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of year	**(235)**	(87)
Additions for the year	**348**	297
Disposal of subsidiaries	**(55)**	–
Exchange differences	**20**	(18)
Balance as at 31 December	**357**	279

26 BANKING FACILITIES

As at 31 December 2025, the Group has no baking facilities available. As at 31 December 2024, the Group had banking facilities available in the form of letters of guarantee of approximately HK$13,493,000 in which approximately HK$5,430,000 was utilised and secured by a Canadian Crown corporation, an enterprise wholly owned by the Government of Canada.

The Group was in compliance with all banking covenants as at 31 December 2024.

27 LEASES

Nature of leasing activities (in the capacity as lessee)

The Group leases a number of office equipment, motor vehicle and office premise in the jurisdictions from which it operates. The periodic rent of all property leases is fixed over the lease term.

RIGHT-OF-USE ASSETS

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	31 December 2025 HK$'000	31 December 2024 HK$'000
Equipment and properties leased for own use, carried at depreciated cost		
Office equipment, carried at depreciated cost	7	18
Motor Vehicle carried at depreciated cost	—	495
Office premises, carried at depreciated cost	1,239	883
Total	1,246	1,396

Reconciliation of right-of-use assets	Office equipment HK$'000	Motor Vehicle HK$'000	Office premise HK$'000	Total HK$'000
At 1 January 2024	29	—	2,635	2,664
Addition	—	665	—	665
Lease modification	—	—	198	198
Depreciation	(11)	(142)	(1,882)	(2,035)
Exchange differences	—	(28)	(68)	(96)
At 31 December 2024 and at 1 January 2025	18	495	883	1,396
Addition	—	—	1,391	1,391
Depreciation	(11)	(128)	(945)	(1,084)
Lease termination	—	(384)	—	(384)
Disposal of subsidiaries	—	—	(107)	(107)
Exchange differences	—	17	17	34
At 31 December 2025	7	—	1,239	1,246

27 LEASES *(CONTINUED)*

Nature of leasing activities (in the capacity as lessee) *(continued)*

LEASE LIABILITIES

Reconciliation of lease liabilities	Office equipment HK$'000	Motor Vehicle HK$'000	Office premise HK$'000	Total HK$'000
At 1 January 2024	27	—	3,796	3,823
Additions	—	665	—	665
Lease modification	—	—	198	198
Interest expenses	1	20	95	116
Repayments	(12)	(155)	(3,055)	(3,222)
Exchange differences	—	(28)	(111)	(139)
At 31 December 2024 and at 1 January 2025	**16**	**502**	**923**	**1,441**
Additions	**—**	**—**	**1,391**	**1,391**
Interest expenses	**—**	**18**	**27**	**45**
Repayments	**(11)**	**(141)**	**(952)**	**(1,104)**
Lease termination	**—**	**(396)**	**—**	**(396)**
Disposal of subsidiaries	**—**	**—**	**(106)**	**(106)**
Exchange differences	**—**	**17**	**18**	**35**
At 31 December 2025	**5**	**—**	**1,301**	**1,306**

Future lease payments are due as follows:

	Minimum lease payments 31 December 2025 HK$'000	Interest 31 December 2025 HK$'000	Present value 31 December 2025 HK$'000
Not later than one year	**525**	**(9)**	**516**
Later than one year and not later than two years	**520**	**(25)**	**495**
Later than two years and not later than five years	**319**	**(24)**	**295**
	1,364	**(58)**	**1,306**

27 LEASES *(CONTINUED)*

Nature of leasing activities (in the capacity as lessee) *(continued)*

LEASE LIABILITIES *(continued)*

	Minimum lease payments 31 December 2024 HK$'000	Interest 31 December 2024 HK$'000	Present value 31 December 2024 HK$'000
Not later than one year	1,181	(26)	1,155
Later than one year and not later than two years	322	(36)	286
	1,503	(62)	1,441

The present value of future lease payments are analysed as:

	2025 HK$'000	2024 HK$'000
Current liabilities	**516**	1,155
Non-current liabilities	**790**	286
	1,306	1,441

	2025 HK$'000	2024 HK$'000 (Re-presented)
Continuing operations		
Short term lease expense	**65**	65

28 LOAN FROM GOVERNMENT

The maturities of a loan from government, based on the scheduled repayment dates set out in the loan agreement is as follow:

	31 December 2025 HK$'000	31 December 2024 HK$'000
Repayable within one year	**–**	751
Repayable after one year but within two years	**–**	774
Repayable after two years but within five years	**–**	796
	–	2,321

The Group obtained a loan from the Government of Canada under the Regional Economic Growth Through Innovation program. As at 31 December 2024, the Group's borrowing were denominated in CAD and non-interest bearing.

29 AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The amount due to immediate holding company is unsecured, non-interest bearing and repayable on demand.

30 DISPOSAL OF SUBSIDIARIES

During the year ended 31 December 2025, the Group disposed of subsidiaries at a consideration of CAD2,250,000 (equivalent to approximately HK$12,554,000). For details, please refer to Note 12 to the consolidated financial statements. The net liabilities of the Disposal Group at the date of disposal were as follows:

	29 August 2025 HK$'000
Net liabilities disposed of	
Property, plant and equipment	49
Deferred income tax assets	12,679
Right-of-use assets	107
Financial asset at FVTPL	1,323
Cash and cash equivalents	5,855
Trade receivables	216
Prepayments, deposits and other receivables	47,713
Loan from government	(1,848)
Lease liabilities	(106)
Contract liabilities	(55)
Accruals and other payables	(104,935)
	(39,002)

	HK$'000
Gain on disposal of subsidiaries:	
Consideration received	12,554
Net liabilities disposed of	39,002
Cumulative translation reserve released upon disposal of subsidiaries	2,211
	53,767

	HK$'000
Net cash inflow from disposal of subsidiaries:	
Cash Consideration	12,554
Less: cash and cash equivalents disposed of	(5,855)
	6,699

31 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Loan from government HK$'000	Lease liabilities HK$'000	Amount due to immediate holding company HK$'000	Total HK$'000
At 1 January 2024	3,339	3,823	10,000	17,162
Non-cash changes:			—	
– Interest expense	85	116	—	201
– Additions of lease liabilities	—	665	—	665
– Lease modification	—	198	—	198
Advance from immediate holding company	—	—	7,000	7,000
Repayment of principal elements	(855)	(3,106)	—	(3,961)
Repayment of interest elements	—	(116)	—	(116)
Foreign exchange adjustments	(248)	(139)	—	(387)
At 31 December 2024	2,321	1,441	17,000	20,762
Non-cash changes:				
– Interest expense	**43**	**45**	**—**	**88**
– Additions of lease liabilities	**—**	**1,391**	**—**	**1,391**
– Lease termination	**—**	**(396)**	**—**	**(396)**
– Disposal of subsidiaries	**(1,848)**	**(106)**	**—**	**(1,954)**
Advance from immediate holding company	**—**	**—**	**5,700**	**5,700**
Repayment to immediate holding company	**—**	**—**	**(21,730)**	**(21,730)**
Repayment of principal elements	**(628)**	**(1,059)**	**—**	**(1,687)**
Repayment of interest elements	**—**	**(45)**	**—**	**(45)**
Foreign exchange adjustments	**112**	**35**	**—**	**147**
At 31 December 2025	**—**	**1,306**	**970**	**2,276**

32 CONTINGENT LIABILITIES

From time to time, the Group subjected to various legal claims arising in the normal course of business. The ultimate outcome of these claims cannot be determined. However, management considers an outflow of resources for these claims is not probable, therefore no provision has been recognised.

Apart from the aforesaid claims, the Group was not involved in any other material litigation or arbitration during the years ended 31 December 2025 (2024: nil).

33 RELATED PARTY TRANSACTIONS

Parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

Management is of the view that the following were related parties that had transactions or balances with the Group as at and during each of the year end.

Name	Relationships
Mr. Liu Xue Bin	Director
Dr. Mariana Kou Chung Yin	Director
Mr. Liu Jiefeng	Director
Mrs. Rita Pik Fong Tsang	Senior management
Ms. Annie Shuk Fong Tsu	Senior management

Key management compensation

The compensation paid or payable to key management for employee services during the year are shown below:

	Year ended 31 December	
	2025	2024
	HK$'000	HK$'000
Salaries, bonuses and allowances	**9,539**	8,041
Pension costs	**64**	85
	9,603	8,126

Note:

The key management compensation paid or payable to key management included the salaries, bonuses and allowances, and pension costs paid or payable to executive directors and senior management only.

34 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY

	Notes	As at 31 December 2025 HK$'000	As at 31 December 2024 HK$'000
ASSETS			
Non-current assets			
Investment in subsidiaries	35	—	69,600
Property, plant and equipment		124	260
Right-of-use assets		1,144	526
		1,268	70,386
Current assets			
Prepayments and deposits		409	456
Amount due from subsidiaries		8,840	15,682
Cash and cash equivalents		156	908
		9,405	17,046
Total assets		10,673	87,432
EQUITY			
Equity attributable to the owners of the Company			
Share capital	23(a)	120	120
Share premium	(i)	88,248	88,248
Other reserve	(i)	—	69,509
Accumulated losses	(i)	(104,205)	(89,149)
(Capital deficiency)/total equity		(15,837)	68,728

34 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY *(CONTINUED)*

	Note	**As at 31 December 2025 HK$'000**	As at 31 December 2024 HK$'000
Non-current liabilities			
Lease liabilities		**729**	5
Current liabilities			
Other payable		**1,607**	1,147
Lease liabilities		**477**	552
Amount due to a subsidiary		**22,727**	—
Amount due to immediate holding company	29	**970**	17,000
		25,781	18,699
Total liabilities		**26,510**	18,704
Total equity and liabilities		**10,673**	87,432

The statements of financial position of the Company was approved by the Board of Directors on 31 March 2026 and was signed on its behalf.

Kou Chung Yin Mariana
Executive Director, Chairperson

Liu Xue Bin
Executive Director

34 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY *(CONTINUED)*

	Share premium HK$'000	Other reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2024	88,248	77,909	(80,621)	85,536
Comprehensive loss				
Loss for the year	—	—	(16,928)	(16,928)
Transfer from other reserve		(8,400)	8,400	—
Total comprehensive expense for the year	—	(8,400)	(8,528)	(16,928)
At 31 December 2024	88,248	69,509	(89,149)	68,608
Comprehensive loss				
Loss for the year	**—**	**—**	**(84,565)**	**(84,565)**
Transfer from other reserve	**—**	**(69,509)**	**69,509**	**—**
Total comprehensive expense for the year	**—**	**(69,509)**	**(15,506)**	**(85,015)**
At 31 December 2025	**88,248**	**—**	**(104,205)**	**15,957**

Note (i): Refer to reserve movement of the Company as above.

35 INVESTMENT IN SUBSIDIARIES

	As at 31 December	
	2025 HK$'000	2024 HK$'000
Investment in unlisted shares	**540,000**	540,000
Less: impairment loss	**(540,000)**	(470,400)
Investment in subsidiaries, net	**—**	69,600

35 INVESTMENT IN SUBSIDIARIES *(CONTINUED)*

The directors of the Company are of the opinion that a complete list of the particulars of major subsidiaries is of excessive length and therefore the following list contains only the particulars of the subsidiaries which materially affect the financial results or position of the Group. Details of those principal subsidiaries are as follows:

Name of company	Place of incorporation and principal place of business	Kind of legal entity	Principal activities	Particulars of issued share capital/ registered capital	Proportion of ordinary shares held	
					directly	indirectly
Tour East Holidays (New York) Inc. ("**Tour East New York**") (note (i))	New York, United States	Limited liability company	Engaged in air ticket distribution, travel business process management and provision of travel products and services	200 common shares	—	100%
富盈卓領文化(東莞市)有限公司 ("**富盈卓領**")	the PRC	Limited liability company	Engaged in provision of travel products and services	RMB500,000	—	100%
東莞市卓愛文化有限公司 ("**東莞卓愛**")	the PRC	Limited liability company	Engaged in provision of travel products and services	RMB1,000,000	—	100%
東莞市卓領文化有限公司 ("**東莞卓領**")	the PRC	Limited liability company	Engaged in provision of travel products and services	RMB1,000,000	—	100%
清遠市卓領文化發展有限公司 ("**清遠卓領**")	the PRC	Limited liability company	Engaged in provision of travel products and services	RMB500,000	—	100%
東莞市卓領文旅發展有限公司 ("**卓領文旅**") (note (ii))	the PRC	Limited liability company	Engaged in provision of travel products and services, and provision of private extracurricular coordination services	RMB300,000	—	100%

Notes

(i) The subsidiary ceased its business during the year ended 31 December 2025.

(ii) The subsidiary was newly incorporated during the year ended 31 December 2025.

FINANCIAL SUMMARY

A summary of the results and of the assets, equity and liabilities of the Group for the last five years is as follows:

RESULTS	Year ended 31 December				
	2025 HK$'000	2024 HK$'000 (Re-presented)	2023 HK$'000	2022 HK$'000	2021 HK$'000
Revenue	**62,399**	63,481	103,510	45,777	55,822
Cost of sales	**(50,322)**	(50,727)	(59,312)	(23,250)	(39,235)
Gross profit	**12,077**	12,754	44,198	22,527	16,587
Profit/(Loss) before income tax	**2,434**	1,689	5,151	(14,875)	(59,871)
(Loss)/Profit for the year from continuing operations	**(353)**	481	2,917	(13,802)	(75,768)
Profit/(Loss) for the year from discontinued operations	**11,341**	(44,956)	—	—	—
Profit/(Loss) for the year	**10,988**	(44,475)	2,917	(13,802)	(75,768)

ASSETS AND LIABILITIES	As at 31 December				
	2025 HK$'000	2024 HK$'000	2023 HK$'000	2022 HK$'000	2021 HK$'000
Current assets	**44,180**	95,193	107,192	83,668	90,243
Non-current assets	**3,097**	15,634	34,612	49,282	65,181
Total assets	**47,277**	110,827	141,804	132,950	155,424
Current liabilities	**(35,129)**	(108,413)	(87,216)	(79,500)	(83,418)
Non-current liabilities	**(790)**	(1,856)	(4,306)	(5,634)	(7,483)
Total liabilities	**(35,919)**	(110,269)	(91,522)	(85,134)	(90,901)
Equity attributable to the owners of the Company	**11,358**	558	50,282	47,816	64,523