联洋智能
PAD

Pan Asia Data Holdings Inc.
聯洋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1561

2026
INTERIM
REPORT

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Gu Zhongli *(Chairman)*
Mr. Li Yunjiu
Mr. Jin Peiyi

Non-Executive Directors

Mr. Sze Siu Ming
Mr. Sze Ka Ho (Resigned on 18 May 2026)

Independent Non-Executive Directors

Ms. Yung Hoi Yan, JP
Mr. So Ching Tung, JP
Mr. Mak Tin Sang
(Appointed on 10 July 2026)
Ms. Xu Yanqiong (Retired on 30 June 2026)

AUDIT COMMITTEE

Mr. Mak Tin Sang *(Chairman)*
Ms. Yung Hoi Yan, JP
Mr. So Ching Tung, JP

NOMINATION COMMITTEE

Ms. Yung Hoi Yan, JP *(Chairman)*
Mr. Gu Zhongli
Mr. Mak Tin Sang

REMUNERATION COMMITTEE

Mr. Mak Tin Sang *(Chairman)*
Mr. Gu Zhongli
Ms. Yung Hoi Yan, JP

COMPANY SECRETARY

Mr. Wong Kin Tak

AUDITOR

CCTH CPA Limited
Registered Public Interest Entity Auditor
Unit 1510-1517, 15/F, Tower 2
Kowloon Commerce Centre
No. 51 Kwai Cheong Road, Kwai Chung
New Territories, Hong Kong

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

3/F, Yue On Commercial Building,
385-387 Lockhart Road,
Wan Chai,
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

STOCK CODE

1561

WEBSITE

http://www.irasia.com/listco/hk/pad/

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS AND FINANCIAL OVERVIEW

Pan Asia Data Holdings Inc. (the "Company") and its subsidiaries (collectively referred to as the "Group") maintained stable revenue from continuing operation for the six months ended 30 June 2026, achieving a consolidated revenue of approximately HK$20,166,000 (2025: HK$20,258,000) from the provision of big data services.

Profit from continuing operation for the six months ended 30 June 2026 decreased to approximately HK$3,947,000 (2025: HK$6,229,000), mainly attributable to the reduction of other gains as no gain on deregistration of subsidiaries (2025: HK$5,008,000) and no gain on lease termination (2025: HK$5,163,000) were recognised, partially offset by the improvement of gross profit, during the six months ended 30 June 2026. Profit attributable to owners of the Company arising from continuing operation for the six months ended 30 June 2026 was approximately HK$152,000 (2025: HK$9,470,000).

Earnings per share from continuing operation for the six months ended 30 June 2026 was approximately HK0.01 cents (2025: HK0.89 cents).

The Group's net liabilities value per share attributable to owners of the Company as at 30 June 2026 was approximately HK$0.04 (31 December 2025: HK$0.05).

INTERIM DIVIDEND

The board of directors (the "Directors") (the "Board") of the Company has resolved not to pay, and does not recommend the payment of, an interim dividend for the six months ended 30 June 2026 (2025: Nil).

BUSINESS REVIEW

The Group is principally engaged in the development of big data mining, modelling and analytics in general, and the provision of digital risk management, IP port procurement and other big data services. The independent SaaS/PaaS cloud platform established by the Group has provided support on the artificial intelligence ("AI") empowered algorithm solutions, digital operation and management capabilities applied to retail finance to a large number of core customers including major banks, leading licensed consumer finance companies and large-scale personal credit digital transformation providers in China.

BUSINESS REVIEW *(Continued)*

In the first half of 2026, the Company continued to witness the ongoing turbulence and complexity of the global economic and market environment. Although the domestic economy showed a steady growth and demand for consumer credit gradually picked up, fluctuations in the growth rate of the number of bank accounts and credit cards per capita, coupled with intensified industry competition and enhanced regulation, exerted significant pressure on the business environment.

The National Financial Supervision and Administration Authority*（國家金融監督管理總局）in February 2024 issued the "Personal Loan Management Measures"*（《個人貸款管理辦法》）, "Fixed Asset Loan Management Measures"*（《固定資產貸款管理辦法》）and "Working Capital Loan Management Measures"*（《流動資金貸款管理辦法》）which came into effect in July 2024. With the increasingly stringent requirements for data sources and model interpretability, the entire industry has entered a new normal of "low gross profit and high compliance costs".

Overall Performance

Gross profit from continuing operation of the Group was approximately HK$14,447,000 (2025: HK$10,052,000), mostly attributable to the relatively higher overall margin gained from provision of IP port procurement services.

No other gains from continuing operation of the Group were recorded for the six months ended 30 June 2026 (2025: HK$10,994,000), as no gain on deregistration of subsidiaries and no gain on lease termination were recognised during the six months ended 30 June 2026.

Distribution and selling expenses, administrative expenses and research and development expenses for the six months ended 30 June 2026 reduced to approximately HK$1,427,000 (2025: HK$1,844,000), HK$5,451,000 (2025: HK$8,527,000) and HK$499,000 (2025: HK$2,213,000) respectively, mainly due to the further implementation of cost control measures by the Group.

* *English translation for identification purpose only*

LIQUIDITY, FINANCIAL RESOURCES, BORROWINGS, CAPITAL STRUCTURE, CHARGE ON ASSETS AND EXPOSURES TO FLUCTUATIONS IN EXCHANGE RATES

As at 30 June 2026, the Group's non-current assets of approximately HK$727,000 (31 December 2025: HK$1,063,000) consisted of right-of-use assets. These non-current assets are principally financed by the shareholders' funds and borrowings of the Group. As at 30 June 2026, the Group's net current liabilities amounted to approximately HK$43,810,000 (31 December 2025: HK$49,163,000).

As at 30 June 2026, the Group had total indebtedness of approximately HK$100,881,000 (31 December 2025: HK$80,075,000) which comprised borrowings, convertible bonds and lease liabilities of approximately HK$32,279,000 (31 December 2025: HK$13,596,000), HK$67,853,000 (31 December 2025: HK$65,402,000) and HK$749,000 (31 December 2025: HK$1,077,000), respectively.

As at 30 June 2026, all the borrowings of the Group were denominated in Hong Kong dollars. As at 30 June 2026 and 31 December 2025, all borrowings carried fixed interest rates. As at 30 June 2026 and 31 December 2025, the convertible bonds bear interest of 6% per annum and were denominated in Hong Kong dollars. As at 30 June 2026, subsequent to the default of the convertible bonds, additional interest has been accrued at the rate of 10% (31 December 2025: 10%) per annum from the date of occurrence of default until all sums due in respect of such convertible bonds are fully settled. Interest rates for all leases are fixed on the contract dates.

As at 30 June 2026, all borrowings of approximately HK$100,881,000 (31 December 2025: HK$80,075,000) were repayable within one year.

The Group monitored its capital sufficiency using gearing ratio. As of 30 June 2026, the Group's gearing ratio, calculated by total liabilities divided by total assets, was approximately 1.3 times (31 December 2025: 1.4 times). The current ratio, calculated by dividing current assets by current liabilities, as at 30 June 2026 was approximately 0.8 times (31 December 2025: 0.7 times).

Save as disclosed in this interim report, the Group did not have any assets under charge/ pledge.

The Group's operations are mainly located in the PRC and Hong Kong and its transactions, related working capital and borrowing are primarily denominated in Renminbi and Hong Kong dollars. The Group closely monitors its foreign exchange exposure and considers hedging significant currency exposure should the need arise.

Save as disclosed in this interim report, the Group did not have any material capital commitments and contingent liabilities.

TREASURY POLICY

The Group adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period. 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.

EMPLOYEES

The Group had 24 (31 December 2025: 67) employees as at 30 June 2026. The Group ensures that its employees are remunerated in line with market conditions and individual performance and the remuneration policies are reviewed on a regular basis.

SIGNIFICANT INVESTMENTS AND MATERIAL ACQUISITION AND DISPOSAL

Save as disclosed in this interim report, the Group did not have any other significant investments or, other material acquisitions or disposals during the six months ended 30 June 2026, and there was no plan authorised by the Board for other material investments or additions of capital assets up to the date of this interim report.

PROSPECTS AND STRATEGIES

In the first half of 2026, the Company continued to witness the ongoing turbulence and complexity of the global economic and market environment. Although the domestic economy showed a steady growth and demand for consumer credit gradually picked up, fluctuations in the growth rate of the number of bank accounts and credit cards per capita, coupled with intensified industry competition and enhanced regulation, exerted significant pressure on the business environment.

Looking ahead to the second half of 2026, the Group will seek to reduce its reliance on data analytics business and explore other business opportunities, while implementing additional cost-reducing and efficiency-enhancing measures to operate in the challenging environment.

MATERIAL LITIGATION

As disclosed in the Company's announcements dated 19 January 2026, 28 January 2026, 8 April 2026, 24 June 2026 and 29 July 2026, a winding-up petition (the "Petition") was presented against the Company by Mr. Ho Kin in the High Court of Hong Kong (Companies (Winding-Up) Proceedings No. 53 of 2026) on 19 January 2026 in respect of an alleged indebtedness of approximately HK$6.18 million together with further accrued interest (the "Alleged Indebtedness"), purportedly arising from loan agreements dated between January and May 2021. The hearing of the Petition has been adjourned to 30 September 2026. No winding-up order has been made and no provisional liquidator has been appointed.

Subsequent to the end of the reporting period, the Company was served on 23 July 2026 with a writ of summons issued by the same plaintiff (HCA 1213/2026) (the "Writ"), claiming the Alleged Indebtedness and declaratory and other relief in respect of a deed of charge asserted over the shares of a wholly-owned investment-holding subsidiary of the Company, including the appointment of a receiver over such shares. The Company disputes its liability for the Alleged Indebtedness and the validity and enforceability of the alleged deed of charge, and intends to vigorously contest the proceedings, which remain at an early stage with no statement of claim yet served. Accordingly, the Directors consider it premature to assess the outcome, and no provision has been made in respect of the Writ. The Company will make further announcement(s) as and when there are material developments.

DISCLOSURE OF OTHER INFORMATION

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at 30 June 2026, the interests of the Directors and the chief executive of the Company and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Hong Kong (the "SFO")) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Interests in the shares of the Company

Name of Director	Type of interest	Number of ordinary shares held/ interested Personal interests	Percentage of interest
Mr. Sze Siu Ming	Long position	23,077,777	2.17%

Save as disclosed above, as at 30 June 2026, none of the Directors, or the chief executive of the Company or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 30 June 2021 (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The numbers of options available for grant under the Share Option Scheme on 1 January 2026 and 30 June 2026 are 47,648,366. There is no option granted during the six months ended 30 June 2026.

1. Purposes

The purposes of the Share Option Scheme are: (a) to attract and retain best available personnel; (b) to provide incentives to the participants for their contributions to the Group; and (c) to promote the success of the business of the Group.

2. Participants and determination of eligibility

The Board may, at its sole discretion, offer to grant any options to any full-time or part-time employees, directors (including executive, non-executive and independent non-executive directors), shareholders, consultants or advisers, distributors, contractors, suppliers, agents, customers, business partners and service providers of any member of the Group.

The eligibility of any participant to the grant of any option shall be determined by the Board (or where required under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), by the independent non-executive Directors) from time to time on the basis of the participant's contribution or potential contribution to the development and growth of the Group.

3. Duration and Administration

The Company may by ordinary resolution in general meeting or the Board may at any time terminate the operation of the Share Option Scheme and in such event no further options will be offered or granted but the options granted prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Share Option Scheme. Save as aforesaid, the Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on 30 June 2021 (the "Adoption Date") and shall expire at the close of business on 29 June 2031, after which no further options shall be offered or granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with the terms of the Share Option Scheme.

The Share Option Scheme shall be subject to the administration of the Board whose decision (save as otherwise provided in the rules of the Share Option Scheme) shall be final and binding on all parties to the Share Option Scheme.

SHARE OPTION SCHEME *(Continued)*

4. Grant of options

On and subject to the terms of the Share Option Scheme and the Listing Rules, the Board shall be entitled at any time within ten (10) years from the Adoption Date to make any offer (subject to such conditions as the Board may think fit) to any participant as the Board may in its absolute discretion select to take up an option pursuant to which such participant may, during the option period, subscribe for such number of Shares as the Board may determine at the subscription price. An offer must be accepted within seven (7) days from and including the offer date or otherwise it shall be deemed declined by the participant in question. The amount payable to the Company by a participant on acceptance of an Offer is HK$1.00.

5. Subscription price

The subscription price shall be a price solely determined by the Board and notified to the participant and shall be at least the highest of: (a) the closing price of the share(s) in the Company (the "Shares") as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a business day; (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) business days immediately preceding the offer date; and (c) the nominal value of a Share.

6. Maximum number of shares

(A) Subject to sub-sections (B) and (C) below, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the Adoption Date. Options lapsed in accordance with the terms of the Share Option Scheme or any other schemes of the Company will not be counted for the purpose of calculating the 10% limit.

(B) The Company may at any time seek approval by the shareholders in general meeting for refreshing the 10% limit mentioned in sub-section (A) above, provided that the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the Company under the refreshed limit must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit. Options previously granted under the Share Option Scheme or any other schemes of the Company (including those outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other schemes of the Company or any exercised options) will not be counted for the purpose of calculating the refreshed 10% limit.

(C) The Company may seek separate approval by the shareholders in general meeting for granting options beyond the 10% limit stated in sub-sections (A) and (B) provided that the options in excess of the limit are granted only to participants specifically identified by the Company before such approval is sought.

6. Maximum number of shares *(Continued)*

(D) 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 schemes of the Company shall not exceed 30% of the Shares in issue from time to time. No options for Shares may be granted under the Share Option Scheme or any other schemes of the Company if this will result in the limit being exceeded.

7. Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any twelve (12) month period must not exceed 1% of the Shares in issue. Any further grant of options to a participant which would result in the aforesaid 1% limit being exceeded must be separately approved by the shareholders in general meeting with such participant and his close associates (or his associates if the participant is a connected person) abstaining from voting. In seeking the shareholders' approval, the Company must send a circular to the shareholders disclosing the identity of the participant, the number and terms of the options to be granted (and the options previously granted to such participant) and all other information and the disclaimer required under the Listing Rules. The number and terms (including the subscription price) must be fixed before the shareholders' approval.

8. Exercise of options

An option may be exercised, in whole or in part, by the grantee in accordance with the terms of the Share Option Scheme during the option period as determined by the Board, which shall not exceed ten (10) years from the offer date.

Unless otherwise determined by the Board, there is no minimum period for which an option must be held before it can be exercised nor is there any performance targets that must be achieved before an option can be exercised.

The Company shall comply with the relevant Listing Rules when granting options. If options are granted to the directors or substantial shareholders of the Group, such grant shall constitute connected transactions under Chapter 14A of the Listing Rules and the Company shall comply with the relevant requirements under the Listing Rules unless and to the extent the awards are exempt under Chapter 17 of the Listing Rules.

SHARE OPTION SCHEME *(Continued)*

The followings are details of the options granted pursuant to the Share Option Scheme but not yet exercised as at 30 June 2026:

		Number of share options							
Grantee(s)	Date of grant	As at 1 January 2026	Granted	During the reporting period Exercised	Cancelled	Lapsed	As at 30 June 2026	Exercise Price HK$	Approximate % of shareholding upon full exercise of share options Note (i)
Employees of the Group	27 July 2021	6,600,000	–	–	–	(6,600,000)	–	2.056	–
Consultants of the Group	27 July 2021	10,000,000	–	–	–	–	10,000,000	2.056	0.92%
Total		16,600,000	–	–	–	(6,600,000)	10,000,000		0.92%

Notes:

(i) The percentage represents the number of underlying shares interested divided by the enlarged issue share capital of the Company as at 30 June 2026, assuming all the outstanding share options are exercised.

(ii) The exercise period of the outstanding options is from the date of grant (i.e. 27 July 2021) to 26 July 2030, both dates inclusive. There is no vesting period for the share options as at 30 June 2026, and all of the share options have been fully vested to the grantees on 27 July 2021, being the date of grant.

(iii) The closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet immediately before the date on which the outstanding options were granted (i.e. 26 July 2021) is HK$2.08.

Save as disclosed above, during the six months ended 30 June 2026 and up to the date of this interim report, no other options were granted under the Share Option Scheme.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares, underlying shares, or debentures of, the Company or any other body corporate.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2026, the following parties had interests or short positions in the shares and underlying shares of the Company as recorded in the register maintained by the Company pursuant to Section 336 of the SFO:

Long positions in the shares of the Company

Name	Type of interest	Capacity/ Nature	Number of Shares held/ interested	Percentage of interest
Ko Shun Yuan Jean	Long position	Beneficial owner	175,000,000	16.42%
Lian Yang Investment Limited	Long position	Beneficial owner	76,092,789	7.14%

Notes:

(1) As of 30 June 2026, the Company's total number of issued shares was 1,065,454,100.

Save as disclosed above, as at 30 June 2026, there were no other parties who had interests or short positions in the shares or underlying shares of the Company as recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2026.

CHANGE IN INFORMATION OF DIRECTORS

The changes in the information of the Directors since 1 January 2026, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules is set out below:

Name of Directors	Details of Changes
Executive Directors	
Mr. Sze Ka Ho	Resigned as a Non-Executive Director on 18 May 2026
Ms. Xu Yanqiong	Retired as an Independent Non-Executive Director on 30 June 2026
Mr. Mak Tin Sang	Appointed as an Independent Non-Executive Director on 10 July 2026

CORPORATE GOVERNANCE AND OTHER INFORMATION

Compliance with corporate governance code

The Company has applied the principles and complied with the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") as listed out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2026, save for the code provision C.2.1 of the CG Code as described below.

CG Code C.2.1

The code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company does not have any officer with the title of "chief executive officer" since 23 July 2025. Mr. Gu Zhongli has been appointed as the Chairman of the Board (the "Chairman") and is responsible for formulation of corporate strategy, overseeing the management of the Group and business development. The Chairman also takes the lead to ensure that the Board works effectively and acts in the best interest of the Company by encouraging the Directors to make active contributions to the Board's affairs and promoting a culture of openness and debate. The daily operation and management of the Company is monitored by the executive Directors as well as the senior management. The Board is of the view that although there is no chief executive officer, the balance of power and authority is struck by the openness and cooperation spirit of the senior management and the Board, which comprises experienced and high-calibre individuals who meet from time to time to discuss issues affecting operation of the Company and the Group. The structure is supported by the Company's well-established corporate governance structure and internal control policies. The Board shall nevertheless review the structure from time to time to ensure appropriate move is being taken should suitable circumstance arise.

Compliance with Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the Company's code of conduct regarding directors' securities transactions. Having made specific enquiries with all Directors, they have confirmed their compliance with the required standard as set out in the Model Code throughout the six months ended 30 June 2026.

Audit Committee Review

The Audit Committee of the Company, comprising all the Independent Non-executive Directors of the Company, has reviewed the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters with the Directors, including a review of the unaudited condensed consolidated financial statements for the six months ended 30 June 2026.

By Order of the Board
Pan Asia Data Holdings Inc.
Gu Zhongli
Chairman

Hong Kong, 31 August 2026

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2026
(Expressed in Hong Kong dollars)

	Notes	Six months ended 30 June 2026 HK$'000 (unaudited)	2025 HK$'000 (unaudited)
Continuing operation			
Revenue	*3*	**20,166**	20,258
Cost of sales		**(5,719)**	(10,206)
Gross profit		**14,447**	10,052
Other income		**33**	842
Other gains and losses, net	*5*	**–**	10,994
Impairment losses recognised in respect of intangible assets	*12*	**–**	–
Distribution and selling expenses		**(1,427)**	(1,844)
Administrative expenses		**(5,451)**	(8,527)
Research and development expenses		**(499)**	(2,213)
Finance costs	*6*	**(3,156)**	(3,097)
Profit before taxation	*7*	**3,947**	6,207
Income tax credit	*8*	**–**	22
Profit for the period from continuing operation		**3,947**	6,229
Discontinued operation			
Profit for the period from discontinued operation	*9*	**–**	4,897
Profit for the period		**3,947**	11,126
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
– Exchange differences arising on translation of foreign operations		**1,421**	2,870
Other comprehensive income for the period, net of tax		**1,421**	2,870
Total comprehensive income for the period		**5,368**	13,996

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

For the six months ended 30 June 2026
(Expressed in Hong Kong dollars)

	Note	Six months ended 30 June 2026 HK$'000 (unaudited)	2025 HK$'000 (unaudited)
Profit/(loss) for the period attributable to:			
– Owners of the Company		**152**	27,362
– Non-controlling interests		**3,795**	(16,236)
		3,947	11,126
Profit/(loss) for the period attributable to owners of the Company arises from:			
– Continuing operation		**152**	9,470
– Discontinued operation		**–**	17,892
		152	27,362
Total comprehensive income/(expense) for the period attributable to:			
– Owners of the Company		**29,367**	33,451
– Non-controlling interests		**(23,999)**	(19,455)
		5,368	13,996
Total comprehensive income for the period attributable to owners of the Company arises from:			
– Continuing operation		**29,367**	13,355
– Discontinued operation		**–**	20,096
		29,367	33,451
Earnings per share	*10*		
From continuing and discontinued operations			
Basic and diluted (in HK cents)		**0.01**	2.57
From continuing operation			
Basic and diluted (in HK cents)		**0.01**	0.89

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2026
(Expressed in Hong Kong dollars)

	Notes	As at 30 June 2026 HK$'000 (unaudited)	As at 31 December 2025 HK$'000 (audited)
Non-current assets			
Property, plant and equipment	*12*	**–**	–
Right-of-use assets	*12*	**727**	1,063
		727	1,063
Current assets			
Inventories		**10,000**	–
Trade and other receivables	*13*	**102,050**	42,933
Financial assets at fair value through profit or loss		**19,372**	42,655
Bank balances and cash		**666**	32,105
		132,088	117,693
Current liabilities			
Trade and other payables	*14*	**75,077**	87,192
Lease liabilities		**689**	666
Borrowings	*15*	**32,279**	13,596
Convertible bonds	*16*	**67,853**	65,402
		175,898	166,856
Net current liabilities		**(43,810)**	(49,163)
Total assets less current liabilities		**(43,083)**	(48,100)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

As at 30 June 2026
(Expressed in Hong Kong dollars)

	Note	**As at 30 June 2026 HK$'000 (unaudited)**	As at 31 December 2025 HK$'000 (audited)
Non-current liabilities			
Lease liabilities		**60**	411
		60	411
Net liabilities		**(43,143)**	(48,511)
Capital and reserves			
Share capital	*17*	**10,654**	10,654
Reserves		**(82,976)**	(84,549)
Deficit attributable to owners of the Company		**(72,322)**	(73,895)
Non-controlling interests		**29,179**	25,384
Total deficit		**(43,143)**	(48,511)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2026
(Expressed in Hong Kong dollars)

	Attributable to owners of the Company									
	Share capital HK$'000	Share premium HK$'000	Translation reserve HK$'000	Other reserve HK$'000 *(Note a)*	Non-distributable reserve HK$'000 *(Note b)*	Share-based payment reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2025 (audited)	10,654	770,355	11,830	(3,933)	1,900	16,083	(861,228)	(54,339)	18,110	(36,229)
Profit/(loss) for the period	–	–	–	–	–	–	27,362	27,362	(16,236)	11,126
Other comprehensive income/(expense) for the period										
Exchange differences arising on translation of foreign operations	–	–	6,089	–	–	–	–	6,089	(3,219)	2,870
Total comprehensive income/(expense) for the period	–	–	6,089	–	–	–	27,362	33,451	(19,455)	13,996
Lapse of share options	–	–	–	–	–	(746)	746	–	–	–
Deregistration of subsidiaries	–	–	(5,008)	–	–	–	–	(5,008)	–	(5,008)
Disposal of subsidiaries *(Note 18)*	–	–	(19,377)	(103)	(1,900)	–	2,003	(19,377)	31,273	11,896
At 30 June 2025 (unaudited)	10,654	770,355	(6,466)	(4,036)	–	15,337	(831,117)	(45,273)	29,928	(15,345)
At 1 January 2026 (audited)	**10,654**	**770,355**	**(5,628)**	**(4,036)**	**-**	**15,337**	**(860,577)**	**(73,895)**	**25,384**	**(48,511)**
Profit/(loss) for the period	**-**	**-**	**-**	**-**	**-**	**-**	**152**	**152**	**3,795**	**3,947**
Other comprehensive income/(expense) for the period										
Exchange differences arising on translation of foreign operations	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1,421**	**-**	**1,421**
Total comprehensive income/(expense) for the period	**-**	**-**	**1,421**	**-**	**-**	**-**	**152**	**1,573**	**3,795**	**5,368**
Lapse of share options	**-**	**-**	**-**	**-**	**-**	**(6,295)**	**6,295**	**-**	**-**	**-**
At 30 June 2026 (unaudited)	**10,654**	**770,355**	**(4,207)**	**(4,036)**	**-**	**9,042**	**(854,130)**	**(72,322)**	**29,179**	**(43,143)**

Notes:

(a) Other reserve resulted from (i) provision for general risk reserve of subsidiaries in People's Republic of China (the "PRC") and (ii) acquisition of additional interests in a subsidiary without change in control.

(b) The non-distributable reserve mainly represents a statutory reserve requirement that the foreign investment enterprises appropriate 10% of the profit after taxation of the subsidiaries of the Company registered in the PRC to the non-distributable reserve under the PRC laws and regulations until the transferred amount equals 50% of the registered capital of these PRC subsidiaries. It can be used to make up for previous years' losses or converted into additional capital of these PRC subsidiaries.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2026
(Expressed in Hong Kong dollars)

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Net cash (used in)/generated from operating activities	**(74,063)**	10,154
Investing activities		
Interest received	**1**	121
Proceeds from disposal of financial assets at fair value through profit or loss ("FVTPL")	**24,933**	92,513
Payment for purchase of financial assets at FVTPL	**–**	(130,852)
Net cash outflows on disposals of subsidiaries *(Note 18)*	**–**	(727)
Net cash generated from/(used in) investing activities	**24,934**	(38,945)
Financing activities		
Interest paid	**(652)**	(7)
New bank and other borrowing raised	**19,200**	–
Repayments of bank borrowings	**(517)**	(1,080)
Repayments of lease liabilities	**(360)**	(2,548)
Net cash generated from/(used in) financing activities	**17,671**	(3,635)
Net decrease in cash and cash equivalents	**(31,458)**	(32,426)
Cash and cash equivalents at the beginning of the period	**32,105**	37,949
Effect of foreign exchange rate changes	**19**	619
Cash and cash equivalents at the end of the period	**666**	6,142
Represented by:		
Bank balances and cash	**666**	6,142

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Hong Kong dollars)

1 GENERAL INFORMATION AND BASIS OF PREPARATION

Pan Asia Data Holdings Inc. (the "Company") was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law (2007 Revision) Chapter 22 of the Cayman Islands. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), as well as the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The Company is an investment holding company. The Company's principal subsidiaries are engaged in provision of big data services. Hereinafter, the Company and its subsidiaries are collectively referred to as the "Group".

The condensed consolidated financial statements are presented in Hong Kong dollars ("HK$"), which is also the functional currency of the Company.

As further disclosed in Notes 9 and 18, during the year ended 31 December 2025, the Group has completed the disposal of the entire equity interest in Pan Asia Data (BVI) Inc. ("PAD (BVI)"), the then wholly-owned subsidiary of the Company. As PAD (BVI) and its subsidiaries formed a separate operating segment of third-party payment services business, therefore it is classified as a discontinued operation. Accordingly, certain comparative information related to the discontinued operation has been re-presented.

As at 30 June 2026, the Group had net current liabilities and a net deficit of approximately HK$43,810,000 and HK$43,143,000, respectively. As at 30 June 2026, the Group defaulted on repayment of convertible bonds with principal amounts of HK$46,000,000 and accrued interest of approximately 21,853,000. During the current interim period, a winding-up petition (Companies Winding Up Proceedings No. 53 of 2026) (the "Petition") was presented by Ho Kin, an independent third party, against the Company at the High Court of the Hong Kong Special Administrative Region (the "High Court"), in respect of an alleged financial obligation of the Company in an amount of approximately HK$6,179,000, comprising an alleged outstanding principal of HK$3,629,000 and alleged accrued interest of HK$2,550,000. These liabilities of approximately HK$74,032,000 in total exceed the Group's cash and cash equivalents of HK$666,000 as at 30 June 2026. The above conditions indicated the existence of a material uncertainty, which may cast significant doubt about the ability of the Group to continue as a going concern.

1 GENERAL INFORMATION AND BASIS OF PREPARATION *(Continued)*

In view of these circumstances, the Directors are undertaking the following plans and measures to improve the Group's liquidity and financial position and to address the Petition, including, inter alia:

(i) the Company has been actively pursuing a proposed debt restructuring intended to be implemented by way of a scheme of arrangement pursuant to section 670 of the Companies Ordinance (Cap. 622) (the "Proposed Restructuring"), with the assistance of legal and financial advisers. The Proposed Restructuring is intended to provide a framework for the settlement and rationalisation of the Company's existing debt obligations on terms to be agreed with creditors, with a view to providing the Company with a sustainable capital structure going forward. The detailed terms of the Proposed Restructuring are currently being finalised through negotiations with the relevant creditors and stakeholders;

(ii) in connection with the Proposed Restructuring, the Company is contemplating a fund-raising exercise, the proceeds of which are intended to be applied towards facilitating the implementation of the Proposed Restructuring. The Company is in discussions with relevant parties in relation to the proposed fundraising exercise, the terms of which have not yet been finalised;

(iii) the Company is in active and good faith negotiations with its creditors in respect of the restructuring of their claims, and has been seeking creditors' support in principle for the Proposed Restructuring and for the Company's application to the Court for an adjournment of the Petition hearing for a reasonable period to allow the Proposed Restructuring to be progressed and put to creditors for approval in accordance with the relevant statutory procedures. Based on the feedback received by the Company, the requisite majority of creditors would support the Proposed Restructuring;

(iv) obtaining proceeds through the redemption of unlisted equity investments measured at FVTPL;

1 GENERAL INFORMATION AND BASIS OF PREPARATION *(Continued)*

(v) the single largest shareholder of the Company has provided and will continue to provide financial support to enable the Group to continue operating as a going concern for the next 15 months from the reporting period end; and

(vi) the management also considers implementing measures to accelerate the collection of outstanding trade and other receivables and exploring other debt or equity financing arrangements when necessary.

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than 15 months from the reporting period end. They consider that, assuming the success of all the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due for at least 15 months from the reporting period end. Accordingly, the Directors are of the opinion that it is appropriate to prepare these consolidated financial statements on a going concern basis.

Notwithstanding the above, material uncertainty exists as to whether the Group will be able to achieve its plans and measures as described above, including (i) whether the Proposed Restructuring will be successfully implemented on terms acceptable to all relevant parties, (ii) whether the fund-raising exercise can be successfully executed, (iii) whether the requisite creditor and court approvals will be obtained, (iv) whether the Petition will be withdrawn or dismissed, and (v) whether the redemption amount of unlisted equity investments will be equal to the fair value at year end. Should the Group fail to achieve the above-mentioned plans and measures, it may not be able to continue to operate as a going concern, and adjustments may have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The consolidated financial statements do not include any of these adjustments.

2 PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values as appropriate.

Other than additional change in accounting policies resulting from application of amendments to HKFRS Accounting Standards below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2026 are the same as those presented in the Group's annual consolidated financial statements for the year ended 31 December 2025.

Application of amendments to HKFRS Accounting Standards

In the current interim period, the Group has applied the following amendments to HKFRS Accounting Standards as issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2026 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7

The application of the amendments to HKFRS Accounting Standards in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3 REVENUE

Disaggregation of revenue from contracts with customers within the scope of HKFRS 15 "Revenue from Contracts with Customers":

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
From continuing operation:		
Provision of big data services		
– Data analytics services	**20,166**	20,258
Timing of revenue recognition		
– A point in time	**20,166**	20,258

4 SEGMENT INFORMATION

The Group has determined the operating segments based on the internal reports reviewed and used by the executive directors of the Company, who are the chief operating decision makers ("CODM"), for strategic decision making.

As detailed in Notes 1, 9 and 18, during the year ended 31 December 2025, an operating segment regarding third-party payment services was discontinued upon the disposal of a subsidiary, PAD (BVI). As a result, the Group's operating activities from continuing operation are attributable to a single operating segment under HKFRS 8 "Operating Segments" focusing on big data services segment. Therefore, no other discrete financial information is provided to CODM other than the Group's results from continuing operation and financial position as a whole. Accordingly, only entity-wide disclosures and geographic information are presented.

Geographical information

No separate analysis of segment information by geographical region is presented as the Group's revenue from continuing operation and non-current assets are principally attributable to a single geographical region, which is the PRC.

5 OTHER GAINS AND LOSSES, NET

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
From continuing operation:		
Gain/(loss) on fair value change of financial assets at FVTPL	**–**	961
Gain on deregistration of subsidiaries	**–**	5,008
Net gain on lease termination	**–**	5,163
Net exchange losses	**–**	(4)
Others	**–**	(134)
	–	10,994

6 FINANCE COSTS

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
From continuing operation:		
Interest on bank borrowings and other borrowings	**673**	480
Interest on lease liabilities	**32**	166
Effective interest expense on convertible bonds	**2,451**	2,451
	3,156	3,097

7 PROFIT BEFORE TAXATION

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Profit before taxation from continuing operation has been arrived at after charging/(crediting):		
Amortisation of intangible assets	**–**	89
Depreciation of property, plant and equipment	**–**	16
Depreciation of right-of-use assets	**336**	609
Interest income (included in other income)	**(1)**	(121)

8 INCOME TAX CREDIT

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
From continuing operation:		
Deferred tax credit	**–**	(22)

9 DISCONTINUED OPERATION

As detailed in Notes 1 and 18, the Group has completed the disposal of the entire equity interest in PAD (BVI) on 16 June 2025. As PAD (BVI) and its subsidiaries carried out all of the Group's third-party payment services business and constituted a separate operating segment, therefore it is classified as a discontinued operation.

The profit/(loss) for the period from the discontinued third-party payment services operation is set out below.

	Six months ended 30 June 2026 HK$'000 (unaudited)	From 1 January 2025 to 16 June 2025 HK$'000 (unaudited)
Loss for the period from discontinued operation	**–**	(28,970)
Gain on disposal of discontinued operation *(see Note 18)*	**–**	33,867
	–	4,897

9 DISCONTINUED OPERATION *(Continued)*

The results for the period from 1 January 2025 to 16 June 2025 from the discontinued operation, which have been included in the condensed consolidated statement of profit or loss and other comprehensive income were as follows:

	Six months ended 30 June 2026 HK$'000 (unaudited)	From 1 January 2025 to 16 June 2025 HK$'000 (unaudited)
Revenue	–	2,544
Cost of sales	–	(1,417)
Gross profit/(loss)	–	1,127
Impairment losses under expected credit loss model, net of reversal	–	(53)
Distribution and selling expenses	–	(865)
Administrative expenses	–	(7,107)
Finance costs	–	(22,049)
Loss before taxation	–	(28,947)
Income tax expenses	–	(23)
Loss for the period	–	(28,970)

9 DISCONTINUED OPERATION *(Continued)*

Loss before taxation from discontinued operation has been arrived at after charging/(crediting):

	Six months ended 30 June 2026 HK$'000 (unaudited)	From 1 January 2025 to 16 June 2025 HK$'000 (unaudited)
Depreciation of property, plant and equipment	–	3
Impairment losses recognised/(reversed) in respect of:		
– Trade receivables	–	(17)
– Other receivables	–	70
Interest income (included in other income)	–	–

The net cash flows incurred by the discontinued operation are as follows:

	Six months ended 30 June 2026 HK$'000 (unaudited)	From 1 January 2025 to 16 June 2025 HK$'000 (unaudited)
Net cash inflows/(outflows) from operation activities	–	7,612
Net cash inflows from investing activities	–	–
Net cash outflows from financing activities	–	(7,576)
Net increase/(decrease) in cash and cash equivalents	–	36

10 EARNINGS PER SHARE

From continuing operation

The calculation of the basic and diluted earnings per share from continuing operation attributable to the owners of the Company is based on the following data:

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Earnings		
Profit for the period attributable to owners of the Company	**152**	27,362
Less: profit for the period from discontinued operation attributable to owners of the Company	**–**	17,892
Profit for the purpose of basic and diluted earnings per share from continuing operation	**152**	9,470

	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share	**1,065,454**	1,065,454

The computation of diluted earnings per share for the six months ended 30 June 2025 and 2026 does not assume the exercise of the Company's outstanding convertible bonds and share options since the exercise prices of those convertible bonds and share options were higher than the average market price for shares.

10 EARNINGS PER SHARE *(Continued)*

For discontinued operation

For the six months ended 30 June 2025, the basic and diluted earnings per share for the discontinued operation was approximately HK1.7 cents per share, based on the profit for the period from the discontinued operation of approximately HK$17,892,000 and the denominators detailed above for both basic and diluted earnings per share.

11 DIVIDEND

No dividends were paid, declared or proposed during the six months ended 30 June 2026 (six months ended 30 June 2025: Nil).

12 MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS

During the six months ended 30 June 2026, no lease agreement terminated. During the six months ended 30 June 2025, the Group terminated two lease agreements. On date of lease termination, the Group derecognised right-of-use assets of approximately HK$564,000 and lease liabilities of approximately HK$5,727,000, resulting in a gain on termination of approximately HK$5,163,000.

13 TRADE AND OTHER RECEIVABLES

	As at 30 June 2026 HK$'000 (unaudited)	As at 31 December 2025 HK$'000 (audited)
Trade receivables	**16,196**	9,259
Less: allowance for credit losses	**(346)**	(316)
	15,850	8,943
Other receivables, deposits and prepayments		
– Other receivables and prepayments	**86,200**	33,990
	86,200	33,990
Total trade and other receivables	**102,050**	42,933

13 TRADE AND OTHER RECEIVABLES *(Continued)*

The normal credit period for customers is 30 to 90 days. The following is an aging analysis of trade receivables net of allowance for credit losses presented based on the invoice date at the end of the reporting period.

	As at 30 June 2026 HK$'000 (unaudited)	As at 31 December 2025 HK$'000 (audited)
0–30 days	**13,575**	4,031
31–60 days	**–**	971
61–90 days	**–**	932
91–180 days	**635**	2,740
Over 180 days	**1,640**	269
	15,850	8,943

As at 30 June 2026 and 31 December 2025, included in the Group's trade receivables balance were debtors with an aggregate carrying amount of approximately HK$15,850,000 (2025: HK$8,943,000) which were past due as at the reporting date. Out of the past due balances, approximately HK$2,275,000 (2025: HK$3,009,000) had been past due for 90 days or more and was not considered as in default because there was no historical default of payments by the respective customers. The Group did not hold any collateral over these balances.

As at 31 December 2025, included in other receivables were amounts due from minority shareholders of subsidiaries of approximately HK$408,000 which were unsecured, interest-free and repayable on demand.

14 TRADE AND OTHER PAYABLES

	As at 30 June 2026 HK$'000 (unaudited)	As at 31 December 2025 HK$'000 (audited)
Trade payables	**42,446**	47,447
Accrued staff cost	**7,853**	7,985
Other payables and accruals	**24,778**	31,760
	75,077	87,192

The credit period on purchases of goods and services provided from suppliers is 30 to 60 days. The following is an aging analysis of trade payables presented based on the invoice date at the end of the reporting period:

	As at 30 June 2026 HK$'000 (unaudited)	As at 31 December 2025 HK$'000 (audited)
0–30 days	**6,444**	12,340
31–60 days	**–**	800
61–90 days	**–**	704
Over 90 days	**36,002**	33,603
	42,446	47,447

As at 30 June 2026, included in other payables were amounts due to minority shareholders of subsidiaries of approximately HK$16,821,000 (31 December 2025: HK$17,421,000). The amounts are unsecured, interest-free and repayable on demand.

15 BORROWINGS

	As at 30 June 2026 HK$'000 (unaudited)	As at 31 December 2025 HK$'000 (audited)
Unsecured		
– Bank borrowing	**–**	–
– Other borrowings *(Note (i))*	**32,279**	13,596
Amount due for settlement within one year shown under current liabilities	**32,279**	13,596

Notes:

(i) As at 30 June 2026 and 31 December 2025, the Group had certain other borrowings totaling of approximately HK$12,839,000 (2025: HK$6,256,000) in aggregate, which carried interest at 1% to 1.5% per month. The borrowings are unsecured and repayable on demand.

As at 30 June 2026 and 31 December 2025, the Group had two interest-free other borrowings totaling of approximately HK$19,440,000 (2025: HK$7,340,000), which are unsecured and repayable on demand.

16 CONVERTIBLE BONDS

On 22 December 2021, the Company issued convertible bonds in an aggregate principal amount of HK$46,000,000 (the "Convertible Bonds") in Hong Kong with a coupon rate of 6.0% per annum and a maturity of 18 months. The conversion period is the thirtieth day up to the seventh day prior to 22 June 2023 (the "Maturity Date") and the price of shares to be issued in exercise of the right of conversion is initially HK$2.4 per share and the conversion price of Convertible Bonds would be adjusted accordingly when the Company distributes stock dividends, issues new shares or places new shares, distributes cash dividend. On the Maturity Date, the Company would redeem all outstanding Convertible Bonds at 106% of the principal amount together with interest accrued up to Maturity Date. Details of the Convertible Bonds are set out in the Company's announcements dated 29 November 2021 and 22 December 2021.

No conversion or redemption of the Convertible Bonds has occurred up to Maturity Date. Subsequent to the default of the Convertible Bonds, an additional interest will be accrued at the rate of 10% per annum from the date of occurrence of default until all sums due in respect of such Convertible Bonds are fully settled. Up to the date of this report, the negotiation with the bondholders in respect of the repayment plan is still in progress.

As at 30 June 2026 and 31 December 2025, the Company was in default under the terms and conditions of the relevant agreements of the Convertible Bonds for the aggregate principal amount and interests of approximately HK$67,853,000 (31 December 2025: HK$65,402,000).

The movement of Convertible Bonds is as follows:

	HK$'000
As at 1 January 2025 (audited)	60,458
Interest charge	4,944
As at 31 December 2025 (audited) and 1 January 2026	65,402
Interest charge *(Note 6)*	**2,451**
As at 30 June 2026 (unaudited)	**67,853**

17 SHARE CAPITAL

	Number of shares	Amount HK$'000
Ordinary shares of HK$0.01 each		
Authorised share capital:		
At 1 January 2025 (audited), 31 December 2025 (audited) and 30 June 2026 (unaudited)	10,000,000,000	100,000
Issued share capital:		
At 1 January 2025 (audited), 31 December 2025 (audited) and 30 June 2026 (unaudited)	1,065,454,100	10,654

18 DISPOSAL OF SUBSIDIARIES

On 27 March 2025, the Group entered into an agreement to dispose of its entire equity interest in PAD (BVI) to an independent third party at a cash consideration of HK$1. PAD (BVI) and its subsidiaries were engaged in the provision of third-party payment services. The details of disposal are set out in the Company's announcement dated 27 March 2025 and circular dated 30 May 2025. The disposal was completed on 16 June 2025.

The net liabilities of PAD (BVI) and its subsidiaries at the date of disposal were as follows:

	HK$'000
Net liabilities disposed of	
Property, plant and equipment	1,361
Inventories	189
Trade and other receivables	218,680
Restricted bank deposits	78,820
Bank balances and cash	727
Trade and other payables	(180,782)
Penalty payable	(96,227)
Borrowings	(68,531)
	(45,763)
Gain on disposal *(Note 9)*	33,867
Non-controlling interests	31,273
Release of reserves upon disposal	(19,377)
Total consideration satisfied by cash	–*
Net cash outflow arising on disposal:	
Total cash consideration received	–*
Cash and cash equivalents disposal of	(727)
	(727)

* *Represent HK$1.*

The impact of PAD (BVI) and its subsidiaries on the Group's results and cash flows in the prior period are disclosed in Note 9.

19 RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of the executive directors of the Company, who represent the key management personnel of the Group, during the period was as follows:

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(unaudited)	(unaudited)
Short-term employee benefits	**393**	870
Post-employment benefits	**23**	110
	416	980

20 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and financial liabilities are measured at fair value on a recurring basis. Certain Group's financial assets and financial liabilities are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of financial assets and financial liabilities are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

- Level 3 fair value measurements are those derived from valuation techniques that include the lowest level inputs which are significant to the fair value measurement for the asset or liability that are not based on observable market data (significant unobservable inputs)

20 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS *(Continued)*

Financial assets	Fair value as at 30 June 2026 (unaudited)	Fair value as at 31 December 2025 (audited)	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs
Unlisted equity investment classified as financial asset at FVTPL	**10,971,000**	26,747,000	Level 2	Determined by the Directors with reference to recent transaction price completed near to the period end	N/A
Unlisted equity investment classified as financial asset at FVTPL *(Note (i))*	**8,401,000**	15,908,000	Level 3	Adjusted net asset value of equity	*Note (i)*

Notes:

(i) At 30 June 2026 and 31 December 2025, the significant unobservable inputs of the investments are the net asset value of the underlying investments made by the funds. The higher the net asset value of the underlying investments, the higher the fair value of the financial assets at FVTPL will be. The Group determines that the reported net asset value represent the fair values of investments provided by the external counterparties.

During the six months ended 30 June 2026 and 30 June 2025, there were no transfers between Levels 1 and 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

20 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS *(Continued)*

Reconciliation of Level 3 fair value measurement:

	Unlisted equity investments classified as financial assets at FVTPL HK$'000
As at 1 January 2025 (audited)	86,836
Gain on fair value change	207
Exchange difference	1,335
As at 30 June 2025 (unaudited)	88,378
As at 1 January 2026 (audited)	**15,908**
Redemption	**(8,084)**
Exchange difference	**577**
As at 30 June 2026 (unaudited)	**8,401**

The management of the Group considers that the carrying amounts of the Group's financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate to their fair values.

21. EVENT AFTER REPORTING PERIOD

Save as the winding-up petition disclosed in Note 1, the Group has the following subsequent events:

After the Company's negotiation with the petitioner under the Petition, joint applications were made to the court resulting in subsequent adjournments of the hearing. On 29 July 2026, it was ordered by the High Court that the hearing of the Petition be further adjourned to 30 September 2026. For further details of the Petition, please refer to the announcements of the Company dated 19 January 2026, 8 April 2026, 24 June 2026 and 29 July 2026.