



Ahsay Backup Software Development Company Limited  
亞勢備份軟件開發有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8290



# 2024

## ANNUAL REPORT



AhsayCBS



AhsayOBM



AhsayACB



AhsayPRD



AhsayUBS

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*This report, for which the directors (the “Directors”) of Ahsay Backup Software Development Company Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Chong Siu Ning (*Chairman*)  
Mr. Chong Siu Pui  
(*Vice Chairman and Chief Executive Officer*)  
Mr. Chong King Fan

### Non-Executive Director

Ms. Chong Siu Fan

### Independent Non-Executive Directors

Mr. Wong Cho Kei Bonnie  
Ms. Wong Pui Man  
Mr. Wong Yau Sing

## AUDIT COMMITTEE

Mr. Wong Yau Sing (*Chairman*)  
Mr. Wong Cho Kei Bonnie  
Ms. Wong Pui Man

## REMUNERATION COMMITTEE

Ms. Wong Pui Man (*Chairman*)  
Mr. Wong Cho Kei Bonnie  
Mr. Wong Yau Sing

## NOMINATION COMMITTEE

Mr. Wong Cho Kei Bonnie (*Chairman*)  
Ms. Wong Pui Man  
Mr. Wong Yau Sing

## RISK MANAGEMENT COMMITTEE

Mr. Chong Siu Pui (*Chairman*)  
Mr. Wong Cho Kei Bonnie  
Ms. Wong Pui Man

## AUTHORISED REPRESENTATIVES

Mr. Chong Siu Pui  
Mr. Chong Kam Fung

## COMPANY SECRETARY

Mr. Chong Kam Fung (*FCPA*)

## COMPLIANCE OFFICER

Mr. Chong Siu Pui (*FCCA, FCPA, FCPA (Aust.)*)

## REGISTERED OFFICE

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

28th Floor, Ford Glory Plaza  
No. 37 Wing Hong Street  
Lai Chi Kok  
Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Nanyang Commercial Bank, Limited

## AUDITOR

Ernst & Young  
Certified Public Accountants  
Registered Public Interest Entity Auditor

## LEGAL ADVISER

CFN Lawyers in association with Broad & Bright  
(*as to Hong Kong law*)

## STOCK CODE

8290

## WEBSITE

[www.ahsay.com.hk](http://www.ahsay.com.hk)

# Chairman's Statement

Dear Shareholders,

On behalf of the board of directors (the "Board") of Ahsay Backup Software Development Company Limited (the "Company"), I present the annual report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2024.

During the year ended 31 December 2024 and 2023, the Group recorded revenue of approximately HK\$40.0 million and HK\$41.7 million respectively, representing a decrease of approximately 4.1%. The Group recorded a loss attributable to owners of the parent of approximately HK\$2.2 million for the year ended 31 December 2024 as compared to a profit attributable to owners of the parent of approximately HK\$2.6 million for the prior year. The change from loss to profit for the year ended 31 December 2024 was mainly attributable to (i) a one-off gain on deconsolidation of a subsidiary recognised in 2023; (ii) the decrease in revenue derived from the online backup business as affected by the overall weak global economy and sluggish demand for our services; and (iii) the increase in other expenses mainly from advertising and marketing expenses.

The global economic outlook remains highly volatile due to relatively high interest rates and inflationary pressures in 2024, all of which are likely to continue to hinder global growth and business activities. Despite the decline in revenue derived from online backup business is narrowed in 2024, the weak market sentiment still has a negative impact on our results of financial performance.

In response to market fluctuations and uncertainty, the Group has proactively strengthened the customer base via investing in different advertising and marketing channels and enhancing the features of current version of Ahsay™ Backup Software — Version 9. The Group has also supported the backup of database systems such as Tiberio Database Server, PostgreSQL Server and Linux Bare Metal Backup throughout the year.

Meanwhile, traveling northbound from Hong Kong to the Greater Bay Area is becoming increasingly popular for Hong Kong residents. With the change in customers' consumption pattern and lifestyle, local consumption has decreased inevitably. The revenue derived from information platform business also dropped slightly. The Group will hold more marketing activities in order to strength communication with potential customers and seek business opportunities. The Group will also continue its prudent and flexible approach in managing its financial position.

On behalf of the Board, I would like to thank the management team and staff, our partners and everyone who worked with us during the year for their loyalty, support and outstanding teamwork. I believe that through the concerted efforts of our staff and with the support of all our stakeholders, we will continue to grow the Group going forward in a prudent and sustainable manner.

**Chong Siu Ning**  
*Chairman*

Hong Kong  
14 March 2025

# Management Discussion and Analysis

## BUSINESS REVIEW

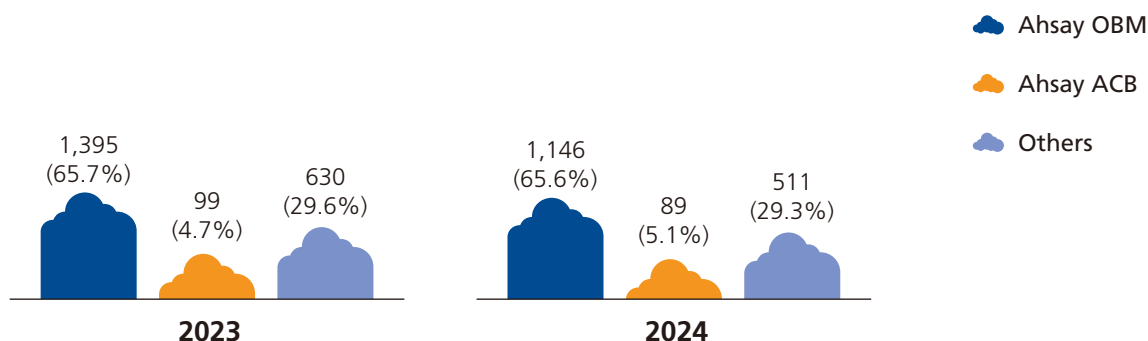
The global economy has undergone unusual crises over the past years and further slowed down due to high interest rate and uncertain external risks. The worsening economy has also impacted consumption and market sentiment remained cautious during the year. Price competition is still keen for the online backup software market. As a result, revenue derived from the Group's online backup software and its related services decreased by approximately HK\$1.5 million or 4.1% from approximately HK\$36.4 million for the year ended 31 December 2023 to approximately HK\$34.9 million for the year ended 31 December 2024.

On the other side, the rising trend of cross-border consumption for people in Hong Kong has led to a decrease in local spending, which resulted in a lower demand for leisure activities in Hong Kong, including horse racing. Thus, the revenue derived from the Group's information platform slightly decreased by approximately HK\$0.1 million or 1.9% from approximately HK\$5.2 million for the year ended 31 December 2023 to approximately HK\$5.1 million for the year ended 31 December 2024.

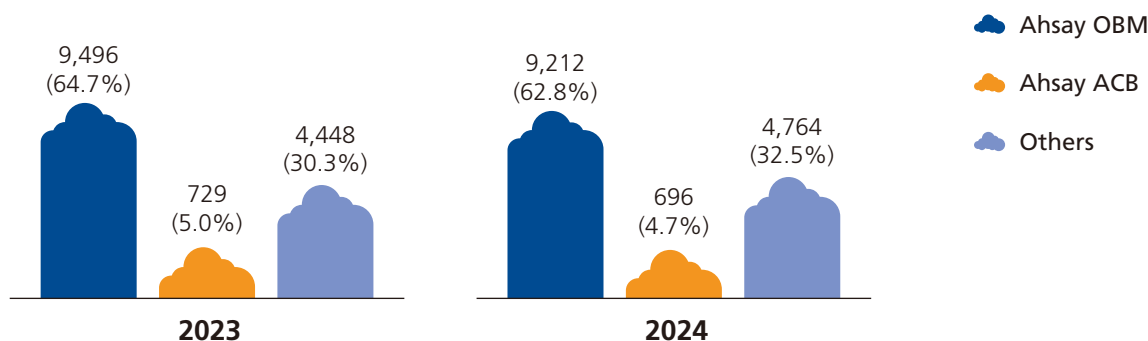
Total revenue of the Group decreased by approximately HK\$1.7 million or 4.1% from approximately HK\$41.7 million for the year ended 31 December 2023 to approximately HK\$40.0 million for the year ended 31 December 2024.

For the year ended 31 December 2024, Ahsay Online Backup Manager ("Ahsay OBM") and Ahsay A-Click Backup ("Ahsay ACB"), core components of Ahsay™ Backup Software, in aggregation accounted for approximately 67.9% of the revenue from software license sales and leasing of the Group. The following graphs show a breakdown of the revenue from software license sales and leasing of the Group for the year ended 31 December 2023 and 2024, respectively:

### i) Revenue by software license sales (HK\$'000)



### ii) Revenue by software license leasing (HK\$'000)



## Management Discussion and Analysis

For the year ended 31 December 2024, the number of license sales of Ahsay OBM was 2,761 as compared with 3,660 of the corresponding period in 2023, representing a decrease of approximately 24.6%. The average unit price increased by approximately HK\$34 or 8.9% from approximately HK\$381 in 2023 to approximately HK\$415 in 2024. The decrease in revenue was mainly due to the change of customer segmentation with reduced bulk purchase during the year.

For the year ended 31 December 2024, the number of license sales of Ahsay ACB was 456 as compared with 695 of the corresponding period in 2023, representing a decrease of approximately 34.4%. Although the average unit price increased by approximately HK\$53 or 37.3% from approximately HK\$142 in 2023 to approximately HK\$195 in 2024, the decrease in revenue was mainly due to the sluggish demand from customers and intense competition of backup solution of standalone PCs or workstations market during the year.

For the year ended 31 December 2024, the total number of monthly license leasing for Ahsay OBM was 218,008 as compared with 215,247 of the corresponding period in 2023, representing a increase of approximately 1.3%. In order to maintain the competitiveness, we decreased the average monthly price by approximately HK\$1.9 or 4.3% from approximately HK\$44.1 per month in 2023 to approximately HK\$42.2 per month in 2024.

For the year ended 31 December 2024, the total number of monthly license leasing for Ahsay ACB was 93,717 as compared with 96,599 of the corresponding period in 2023, representing a decrease of approximately 3.0%. The average unit price per month decreased by approximately HK\$0.1 or 1.3% from approximately HK\$7.5 in 2023 to approximately HK\$7.4 in 2024. The decrease in revenue was mainly due to the sluggish demand from customers and intense competition of backup solution of standalone PCs or workstations market during the year.

### PRINCIPAL RISKS AND UNCERTAINTIES

- The Group derived substantially all of its revenue from software license sales and leasing and software upgrades and maintenance services from Ahsay™ Backup Software for the year ended 31 December 2024. Any failure to continuously maintain or enhance the performance of Ahsay™ Backup Software and end-user experience and the failure to launch high-quality new software could materially and adversely affect the business and results of operations.
- The performance of the Group relies heavily on its key executives and the business of the Group may be adversely affected if they or any of them cease to serve the Group in the future and the Group is unable to find suitable replacement.
- The Group may be unable to attract or retain skilled staff. Any shortfall in skilled workforce or increase in staff costs may materially and adversely affect the Group's business operations and financial performance, and the Group may not be able to effectively execute its business strategies to drive growth.
- Any failure to protect the intellectual property rights of the Group could reduce the value of its products, services and brands.
- Any failure to recover software development costs could affect the business prospects and profitability of the Group.
- The Group faces intense competition, which could reduce its market share and materially and adversely affect the results of operations and growth prospects of the Group.

# Management Discussion and Analysis

## OUTLOOK

### Core Backup Business

The current version of Ahsay™ Backup Software — Version 9 (“Version 9”) is an advanced client-server based on-premises and cloud backup software solution for businesses and managed service providers (“MSPs”).

In terms of the major enhancement of Version 9, the “In-File Data” feature was replaced with “Data Deduplication” which is part of the backup process that identifies and eliminates duplicate copies of repeating data, storing the data only once in order to save storage space. “Data Deduplication” plays a major role in managing storage space, particularly when performed over large volumes of data.

Other major enhancement including “Immutable Backup” and “Restore Drill” being launched in 2023 are mainly related to cybersecurity and data protection. “Immutable Backup” provides MSPs an unaltered copy of backup data that remains in a protected state, immune to accidental or malicious alterations. While facing the threats of ransomware and cyberattacks, MSPs can rebuild the data by using the unaltered copy. It can help combat the threat by ensuring that a secure and unchangeable copy of the backup is always available for data restoration when needed.

“Restore Drill” enables MSPs to conduct periodic and automated disaster recovery drills to test the restoration of data from backups in order to ensure the backup copies are usable. It also allows MSPs to identify potential problems such as missing or corrupted backup data and will make the best effort to correct the problems to ensure the backup data is recoverable or an alert is issued to MSPs.

Version 9 can be deployed within a company to back up all virtual machines or physical servers. MSPs can also use this software solution to offer secure managed backup service to their clients. Version 9 comes with a web based central management console for system administrator to easily manage the whole backup system through any web browser. It supports various solutions such as Microsoft 365 Backup including SharePoint Online, Outlook, Teams, OneDrive etc. In addition to the above, Linux Bare Metal Backup, Tiberio Database Server and PostgreSQL Server are currently supported.

With the enhancement of functionalities, the Company believes Version 9 provides improved user experience for its customers. The Company will continue to pay close attention to the changes in the market and the direction for future development.

### Information Platform

The Group has developed information platforms, named KINBOY (堅仔) (“KINBOY”) which is an information analysis tool and KINTIPS (堅料) (“KINTIPS”) for information sharing. Such platforms are mainly accessible via mobile-application.

KINBOY is an all-in-one platform for horse racing information, which provides users an alternative way to access information electronically. The subscription service is tiered and structured such that free members can access the latest race cards, results and dividends, entries lists, chance table of horse racing and other detailed information such as finesse of horses, sharp moves, odds trend and forecast of first two races for catch-up viewing; while paid members can access detailed information including “Cloud Data” and “AI tips” for full day races. “Cloud Data” has collected the public information of The Hong Kong Jockey Club and combined information from overseas for computer analysis to narrow the range of racing outcomes.

Artificial intelligence development has continued to progress rapidly in recent years. Given the Group’s extensive experience in IT industry and professional developer, “AI tips” feature has also been added in KINBOY during 2023–2024 horse racing season. “AI tips” is a prediction tool of horse racing result by collecting and analysing relevant horse racing data.



# Management Discussion and Analysis

Also, multimedia features of KINBOY such as videos of horse racing key opinion leader (“KOL”) make users a more engaging and interactive way to consume news and information. With up-to-date information and comprehensive analysis on horse racing, KINBOY members would gain an in-depth insight into horse racing. The management is expecting a stable growth for the information platform segment in the future.

Apart from KINBOY, minimal revenue contributions are derived from information sharing platform KINTIPS, which is a platform designed to allow information providers and subscribers to share information via its website and mobile application.

## FINANCIAL REVIEW

### Overview

During the years ended 31 December 2024 and 2023, the Group recorded revenues of approximately HK\$40.0 million and HK\$41.7 million respectively, representing a decrease of approximately 4.1%. The Group recorded a loss attributable to owners of the parent of approximately HK\$2.2 million for the year ended 31 December 2024 as compared to a profit attributable to owners of the parent of approximately HK\$2.6 million for the prior year.

### Revenue

The Group’s revenue was principally derived from income from software license sales and leasing, software upgrades and maintenance services, subscription fees and other services. Revenues of approximately HK\$40.0 million and HK\$41.7 million were recognised for the years ended 31 December 2024 and 2023, respectively, representing a decrease of approximately 4.1%.

The decrease in revenue for the year ended 31 December 2024 was mainly due to the decrease in revenue derived from the Group’s online backup business as affected by (i) the overall weak global economy and (ii) sluggish demand for the Group’s services, compared with the prior year.

### Other Income

Other income remained unchanged at approximately HK\$2.4 million for the year ended 31 December 2024 and 2023. The other income for the year ended 31 December 2024 and 2023 mainly represented bank interest income.

### Other (Losses) Gains, net

Other losses, net increased by approximately HK\$2.5 million, to approximately HK\$0.5 million for the year ended 31 December 2024 from other gains, net of approximately HK\$2.0 million for the year ended 31 December 2023. The increase in other losses for the year ended 31 December 2024 was mainly due to a one-off gain on deconsolidation of a subsidiary recognised in 2023.

### Staff Costs and Related Expenses

Staff costs and related expenses primarily comprised salaries, performance bonuses, directors’ fee, mandatory provident fund contributions, staff welfare and other related expenses. Staff costs and related expenses decreased by approximately HK\$0.9 million or 3.0%, to approximately HK\$29.0 million for the year ended 31 December 2024 from approximately HK\$29.9 million for the year ended 31 December 2023.

The decrease in staff costs and related expenses for the year ended 31 December 2024 was mainly due to the net effect of the decrease in performance bonus and the increase in average headcount as compared with the prior year.

# Management Discussion and Analysis

## Other Expenses

Other expenses primarily comprised depreciation, advertising and marketing expenses, merchant credit card charges, legal and professional fees and other regular office expenses such as utilities. Other expenses increased by approximately HK\$0.9 million, or 6.6%, to approximately HK\$14.5 million for the year ended 31 December 2024 from approximately HK\$13.6 million for the year ended 31 December 2023.

The increase in other expenses was mainly from advertising and marketing expenses as compared with the prior year.

## Income Tax (Expense) Credit

The Group recorded income tax expense of approximately HK\$0.1 million for the year ended 31 December 2024. The increase in income tax expense was mainly due to the lack of the recognition of deferred tax credit in relation to the unused tax losses arisen in a subsidiary recognised in 2023.

## (Loss) Profit for the Year

The Group recorded a loss of approximately HK\$2.2 million for the year ended 31 December 2024 as compared to a profit of approximately HK\$2.6 million for the prior year. The loss for the year consisted of an approximately HK\$4.9 million segment loss from the Group's online backup software and related services segment, and a segment profit of approximately HK\$0.9 million generated by the information platform segment and unallocated income of approximately HK\$1.9 million.

## Financial Position, Liquidity and Financial Resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the costs of funds, the Group's treasury activities are centralised and substantial amount of cash denominated mainly in United States Dollar ("US\$") are generally deposited with licensed banks in Singapore. As the Group's cash and bank balances are substantially denominated in US\$, risk in exchange rate fluctuation would not be material.

The Group is in a sound financial position. As at 31 December 2024, the Group's current assets were approximately HK\$59.6 million (31 December 2023: approximately HK\$66.1 million). The Group remained at a net cash position as at 31 December 2024 and 2023, respectively. Based on the amount of liquid assets on hand, the management is of the view that the Group has sufficient financial resources to meet its ongoing operational requirements.

## Charges on Assets of the Group

As at 31 December 2024, there was no charge on assets of the Group (31 December 2023: nil).

## Capital Structure

The capital structure of the Company comprised of ordinary shares only. As at 31 December 2024, the Company's issued share capital was HK\$20.0 million with 2,000,000,000 issued shares of HK\$0.01 each.

## Financial Management Policies

The Group in its ordinary course of business is exposed to market risks such as foreign currency risk and interest rate risk. The Group's risk management strategy aims to minimise the adverse effects of these risks on its financial performance.

# Management Discussion and Analysis

The Group's cash is primarily deposited at licensed banks in Singapore denominated mainly in US\$. As at 31 December 2024, no related hedges were made by the Group (31 December 2023: nil).

As most of the Group's trading transactions, monetary assets and liabilities are denominated in US\$, the impact of foreign exchange exposure to the Group during the year ended 31 December 2024 was minimal and there was no significant adverse effect on normal operations.

The carrying amounts of the Group's monetary assets denominated in currencies other than the Group's operating units' functional currencies at the end of the reporting period are mainly denominated in US\$. As HK\$ is pegged to the US\$ within a narrow band, the Group does not expect any significant movements in the US\$/HK\$ exchange rate. Accordingly, management considers that the Group's foreign currency risk exposure for US\$ is not significant.

After consideration of the benefit and cost, the Group has not entered into any interest rate hedging contracts or any other interest rate related derivative financial instruments. However, the Group continues to monitor its interest rate exposure closely.

## Capital Commitments and Contingent Liabilities

The Group had no significant capital commitments and contingent liabilities as at 31 December 2024 and 2023.

## MATERIAL ACQUISITIONS AND DISPOSALS

There was no material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended 31 December 2024 and 2023, respectively.

## EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2024, the Group had a workforce of 68 employees (2023: 65). Total directors and staff costs for the year ended 31 December 2024 was approximately HK\$29.0 million, representing a decrease of approximately HK\$0.9 million or 3.0% as compared to that of the corresponding period in 2023. Details of staff costs and related expenses and emoluments of the Directors and five highest paid individuals are set out in notes 7 and 11 to the consolidated financial statements respectively.

Remuneration is determined with reference to the duties, responsibilities, experience, performance and competence of individual employee and Director. In addition to salaries and discretionary bonuses relating to the performance of the Group, employee benefit included the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). The Group has not participated in any other pension schemes for the employees in Hong Kong. Most of the employees engaged outside Hong Kong are covered by appropriate local arrangements. The emoluments of the Directors are reviewed annually by the remuneration committee of the Board ("Remuneration Committee").

As incentives and rewards for their contributions to the Group, the employees of the Group and all the Directors (including the independent non-executive Directors ("INEDs") and non-executive Director) may also be granted share options by the Company from time to time pursuant to the share option scheme adopted on 4 September 2015, details of which are set out in section headed "Report of the Directors" in this report.

The Group provides various training to its employees to enhance their technical skills and knowledge relevant to the employees' responsibilities.

During the year ended 31 December 2024, the Group did not experience any strikes, work stoppages or significant labour disputes which would have affected its operations in the past and it did not experience any significant difficulties in recruiting and retaining qualified staff.

# Directors and Senior Management

## EXECUTIVE DIRECTORS

**Mr. Chong Siu Ning (莊小靈) (“Mr. Scherring Chong”)**, aged 51, was appointed as a Director on 10 April 2015 and designated as an executive Director on 9 June 2015 and was the vice-chairman of our Board from 9 June 2015 to 5 September 2021. On 6 September 2021, he was appointed as Chairman of our Board. He is one of the founders of our Group. He has also been the director and information technology & marketing director of Ahsay HK since August 1999 and July 2000, respectively. Mr. Scherring Chong is responsible for overseeing the business development, strategic planning and information technology development of our Group.

Mr. Scherring Chong received his Bachelor of Engineering in computer engineering from the University of New South Wales, Australia, graduating with 1st class honours in January 1997.

Mr. Scherring Chong has extensive experience in the backup software industry. Prior to forming our Group, he worked as an associate software specialist at Oracle Systems Hong Kong Ltd. from June 1997 to March 1999. Mr. Scherring Chong is the son of Mr. Chong King Fan, the younger brother of Mr. Chong Siu Pui and Ms. Chong Siu Fan, the son of Mrs. Chong Li Sau Fong (“Mrs. Chong”), a Controlling Shareholder, and the cousin of Mr. Chong Kam Fung, the company secretary of our Company and the finance director of Ahsay Systems Corporation Limited (“Ahsay HK”), an indirect wholly-owned subsidiary of the Company.

**Mr. Chong Siu Pui (莊小霽) (“Mr. Schubert Chong”)**, aged 55, was appointed as a Director on 10 April 2015 and re-designated as the chief executive officer of our Group and an executive Director on 9 June 2015. On 6 September 2021, he was appointed as vice-chairman of our Board. He is one of the founders of our Group. Mr. Schubert Chong has also been the chief executive officer and financial director of Ahsay HK since October 2005. Mr. Schubert Chong is responsible for overseeing the business development, in-house operations, overall strategic planning and the finance and accounting activities of our Group.

Mr. Schubert Chong received his Master of Business Administration (International) from the University of Sydney, Australia in June 1994 and his Bachelor of Arts in Accountancy from Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1991. Mr. Schubert Chong is a fellow member of the Association of Chartered Certified Accountants (FCCA) in the United Kingdom and the Hong Kong Institute of Certified Public Accountants (HKICPA), as well as a full member of the CPA Australia (FCPA (Aust.)).

Mr. Schubert Chong worked in Price Waterhouse Hong Kong (now known as PricewaterhouseCoopers Hong Kong) as a staff accountant mainly responsible for reviewing clients’ accounts from November 1991 to February 1992. Mr. Schubert Chong worked as the general manager in Commonwill Industrial (Matsutake) Limited, the principal business of which are trading and provision of restaurant operating consultation services from July 1994 to September 2005, during which he was mainly responsible for setting up the business operation logistics, distribution channel for the import and export of vegetables, managing the financial performance of the company. Mr. Schubert Chong joined our Group in August 1999 as a director of Ahsay HK while his involvement was not active. He became the chief executive officer and the finance director of Ahsay HK since October 2005. He has been responsible for overseeing the overall operation and finance performance of the Group. From January 2002 to October 2005, he was an independent non-executive director and the chairman of the audit committee of Timeless Software Limited (Stock Code: 8028), a company listed on GEM. Mr. Schubert Chong has been serving as a committee member of Yau Tsim Mong District Youth Development and Civic Education Committee (油尖旺區青年發展及公民教育委員會) and The

## Directors and Senior Management

Chinese General Chamber of Commerce (香港中華總商會選任會董) since April 2021 and October 2018, respectively and he has been a committee member of the Chongqing Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議重慶市委員會) since 2013. Mr. Schubert Chong is the son of Mr. Chong King Fan, the elder brother of Mr. Scherring Chong and Ms. Monita Chong, the son of Mrs. Chong, a Controlling Shareholder, and the cousin of Mr. Chong Kam Fung, the company secretary of our Company and the finance director of Ahsay HK.

**Mr. Chong King Fan (莊景帆)**, aged 77, was appointed as a Director on 10 April 2015 and designated as the chairman of our Board and an executive Director on 9 June 2015. Upon his retirement as the chairman of our Board on 6 September 2021, he continued to act as an executive Director of our Group. Mr. Chong King Fan is responsible for overseeing the business development and in-house operations of our Group.

After moving to Hong Kong in 1960, Mr. Chong King Fan attended evening English classes from September 1962 to June 1966 in Eton E. T. School, a private tuition school in Hong Kong. Mr. Chong King Fan worked in Ban Thong Company Limited, the principal activities of which are investment holding and general merchants, from 1963 to March 1993 during which he started working as the personal assistant and his last title was managing director. He was mainly responsible for managing the exports of white sugar and rice from China and the expansion of China export trading business with chemical products. Since April 1993, Mr. Chong King Fan has been the managing director of Million Trader (Hong Kong) Limited, the principal activities of which are the trading of dyestuff and chemicals, the provision of management services and property investment. He was mainly responsible for the overall business operation, arranging financial resources and exploring new business opportunities.

Mr. Chong King Fan now acts as an honorary chairman as well as a vice chairman of various merchants associations in Hong Kong. He acted as a chairman of Hong Kong Petroleum Chemicals & Pharmaceutical Materials Merchants Association Limited from March 1987 to March 1995 and thereafter he has been acting as an honorary chairman. He acted as a vice chairman of the Industrial Chemical Merchants Association Limited from 2013 to February 2016 and he has been a director since 2017. He has been an honorary director of Kowloon West Chaoren Association Limited since 2009 and acted as a vice chairman from 2013 to January 2015. He has been a vice chairman and an honorary consultant of Hong Kong Chongqing Friendship Federation Limited from 2013 to 2016 and he has been an executive committee member since 2017. Mr. Chong King Fan has also established his community network. He served as a director of the General Association of Kowloon District Affairs Consultants Limited since February 2010 and became an honorary chairman since May 2015. He has held various positions in the Federation of Sham Shui Po District Affairs since June 1998, including acting as an executive committee member and a chairman.

Mr. Chong King Fan was an advisor to the Hong Kong District Affairs under the Liaison Office of the Central People's Government in the Hong Kong Special Administrative Region (previously known as Xinhua News Agency Hong Kong Branch), and was a committee member of the Chongqing Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議重慶市委員會). He is the spouse of Mrs. Chong, a Controlling Shareholder, the father of Mr. Schubert Chong, Mr. Scherring Chong and Ms. Chong Siu Fan, Directors, and the uncle of Mr. Chong Kam Fung, the company secretary of our Company and the finance director of Ahsay HK.

# Directors and Senior Management

## NON-EXECUTIVE DIRECTOR

**Ms. Chong Siu Fan (莊小霧) (“Ms. Monita Chong”)**, aged 52, previously appointed as a non-executive Director on 9 June 2015, was re-designated as executive Director of the Company and was appointed as the marketing director of KINTIPS from July 2016 to July 2021. On 16 July 2021, she has been re-designated as a non-executive Director.

Ms. Monita Chong received her Associate Diploma in Business Studies from Insearch Institute of Commerce in association with the University of Technology, Sydney in December 1993. Prior to joining our Group, Ms. Monita Chong worked as the operation manager in Commonwill Industrial (Matsutake) Limited, the principal business of which are trading and the provision of restaurant operating consultation services, from July 1994 to February 2005, during which she was mainly responsible for supervising the export and import of vegetables and managing the overall operation of a restaurant. Ms. Monita Chong joined us as a sales director in March 2005 and was mainly responsible for overseeing the sales operation of our Group. She has been a Microsoft Certified Professional, a certification awarded by Microsoft Corporation that validates IT professional and developer technical expertise, since May 2008.

Ms. Monita Chong is the daughter of Mr. Chong King Fan, the younger sister of Mr. Schubert Chong, the elder sister of Mr. Scherring Chong, the daughter of Mrs. Chong, a Controlling Shareholder, and the cousin of Mr. Chong Kam Fung, the company secretary of our Company and the finance director of Ahsay HK.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Wong Cho Kei Bonnie (黃楚基) (“Mr. Bonnie Wong”)**, aged 56, is an independent non-executive Director appointed on 4 September 2015 who has served more than nine years on the Board. Mr. Bonnie Wong is responsible for providing independent advice to the Board of our Group. Mr. Bonnie Wong obtained a Bachelor of Science in Biomedical Engineering from Boston University, the United States, and a Master of Engineering (Electrical) from Cornell University, the United States, in May 1990 and August 1991 respectively.

Mr. Bonnie Wong has over 10 years of experience in business strategies and corporate management. Mr. Bonnie Wong has been serving as the managing director of Wah Fu Petroleum Co Ltd, the business of which includes the wholesale and distribution of petroleum and petroleum products, since May 2009 where he is mainly responsible for overseeing the financial performance and implementing business strategies of the company. Since December 2014, Mr. Bonnie Wong has been the director of Chuan Chiong Co Ltd., which is involved in the trading and wholesale of proprietary Chinese medicine, food product and tea, where he is involved in the determination of the company’s strategic objectives and policies and monitoring the overall achievement.

Mr. Bonnie Wong has been appointed as independent non-executive director of Golden Wheel Tiandi Holdings Company Limited (stock code: 1232) since August 2017.

## Directors and Senior Management

**Ms. Wong Pui Man (黃佩文) (“Ms. Wong”)**, aged 52, is an independent non-executive Director appointed on 4 September 2015 who has served more than nine years on the Board. Ms. Wong is responsible for providing independent advice to the Board of our Group. Ms. Wong obtained the Bachelor of Business Administration in Information and Systems Management from The Hong Kong University of Science and Technology in November 1996. Ms. Wong received her Bachelor of Chinese Medicine from Hong Kong Baptist University in November 2009. Ms. Wong holds the Practising Certificate for Registered Chinese Medicine Practitioner and is a registered Chinese medicine practitioner. Ms. Wong has been running her own Chinese medicine clinic since July 2017.

Ms. Wong worked as an IT manager at ThreeSixty Sourcing Ltd., which is principally engaged in product development and sourcing, from May 2003 to July 2011, during which she was mainly responsible for developing, enhancing and maintaining the accounting and sourcing system. Ms. Wong worked as a senior application specialist at Oracle Systems Hong Kong Limited, a cloud-based and on-premises solutions provider, from August 1996 to March 2000 and from August 2000 to April 2003, during which she was mainly responsible for providing consultation and supporting service to Oracle ERP solution customer.

**Mr. Wong Yau Sing (黃有成) (“Mr. Wong”)**, aged 74, is an independent non-executive Director appointed on 4 September 2015 who has served more than nine years on the Board. Mr. Wong is responsible for providing independent advice to the Board.

During July 1970 to September 1977, Mr. Wong Yau Sing worked as an audit clerk in KPMG where he was responsible for conducting audit for clients. He worked at Ban Thong Company Limited, the principal activities of which are investment holding and to carry on the business of general merchants, from September 1977 to December 1993 as the company secretary and group financial controller. He was mainly in charge of the group finance, budgets, accounts, treasury functions and attending to all corporate, financial and legal matters. He was a practising certified public accountant (CPA) in Y.S. Wong & Co. and the sole proprietor from May 1994 to March 2012 where he acted as auditors and tax representatives of various clients.

Mr. Wong was a former member of the Hong Kong Institute of Certified Public Accountants (HKICPA) from March 1982 to February 2014. Mr. Wong no longer holds HKICPA membership since February 2014 as he did not renew his membership due to retirement. The Directors confirm that to their best knowledge and belief, there is no matter to be brought to the attention of the Stock Exchange in relation to Mr. Wong’s HKICPA membership.

### SENIOR MANAGEMENT

**Mr. Chong Kam Fung (莊金峰)**, aged 45, is the company secretary and finance director of our Company, and the finance director of Ahsay HK. Mr. Chong Kam Fung joined Ahsay HK as the finance director in March 2015. Mr. Chong Kam Fung is primarily responsible for the overall corporate financial matters, capital management, investor relations, corporate governance, company secretarial and the strategic planning of our Group.

Mr. Chong Kam Fung graduated from the Hong Kong Polytechnic University and was awarded the degree of Bachelor of Arts in Accountancy with First Class Honours in December 2006. Mr. Chong Kam Fung is a fellow member of Association of Chartered Certified Accountants (FCCA) and a fellow member of the Hong Kong Institute of Certified Public Accountant (HKICPA).

Prior to joining us, Mr. Chong Kam Fung worked in PricewaterhouseCoopers, an accounting firm in Hong Kong from March 2006 to January 2013. His last position held was senior manager.

Mr. Chong Kam Fung has been appointed as independent non-executive director of Ling Yui Holdings Limited (stock code: 784), since December 2017 and served as non-executive director of Hao Bai International (Cayman) Limited (stock code: 8431) and Basetrophy Group Holdings Limited (stock code: 8460) from June 2016 to May 2018 and from June 2017 to August 2021 respectively.

## Directors and Senior Management

**Mr. Lo Ho Chuen Kenneth (盧浩存) (“Mr. Lo”)**, aged 56, has been promoted to director of sales and customer success of Ahsay HK since August 2018. Mr. Lo joined Ahsay HK in January 2017 and was the customer service director. He is responsible for overseeing the operation and service quality of the customer service team and global sales operation of the Group.

Mr. Lo received his degree of Bachelor of Applied Science from the University of Toronto, Canada, in June 1991.

Prior to joining us, Mr. Lo worked at various companies, including Fortune 500 MNC and Hong Kong based companies for more than 20 years and assumed different positions, including but not limited to (i) Motorola Asia Pacific Limited from July 1998 to August 2000 with his last position being channel marketing manager under internet and networking group; (ii) Nortel Networks Limited from September 2000 to August 2007 with his last position being product manager in ASEAN carrier department; (iii) Polycom Asia Pacific Pte Ltd. from September 2007 to March 2009 with his last position being senior product marketing manager, APAC; (iv) Hong Kong Science and Technology Park Corporation from June 2009 to October 2010 being senior manager, venue and network management in marketing & admission division; and (v) Emerson Network Power – Embedded Computing and Power (Hong Kong) Limited (subsequently renamed as Artesyn Embedded Technologies (Hong Kong) Limited) from December 2011 to December 2016 with his last position being sales director, telecom & networking in embedded power BU.

**Mr. Ip Wai Chung (葉衛忠) (“Mr. Ip”)**, aged 50, is the information technology director of Ahsay HK. Mr. Ip joined Ahsay HK as internet application programmer in September 2000. He was subsequently promoted to partner services manager, software development manager, senior software development manager and associate information technology director in July 2006, January 2008, January 2010 and January 2013 respectively. Mr. Ip was further promoted to information technology director in January 2017 where he is responsible to oversee the software development, business support & productivity of products.

Mr. Ip received his degree of Bachelor of Science (Hons.) in Computer Science (Computer Systems) from Hong Kong Baptist University, in 2000.



# Report of the Directors

The Directors of the Company present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2024.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of the subsidiaries are set out in note 30 to the financial statements.

## RESULTS

The results of the Group for the year ended 31 December 2024 and the state of affairs of the Group at that date are set out in the financial statements on pages 51 to 109.

## DIVIDEND POLICY

The Company has adopted a general dividend policy that aims to provide shareholders of the Company out of the Group's profit attributable to shareholders in any financial year. In proposing any dividend payout, the Board shall take into account, inter alia, the following factors:

- the Group's actual and expected financial performance;
- shareholders' interests;
- retained earnings and distributable reserves of the Company and each of the other members of the Group;
- the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject;
- possible effects on the Group's creditworthiness;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- the Group's expected working capital requirements and future expansion plans;
- liquidity position and future commitments at the time of declaration of dividend;
- taxation considerations;
- statutory and regulatory restrictions;
- general business conditions and strategies;
- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- other factors that the Board deems appropriate.

The payment of dividend is also subject to any restrictions under the applicable laws, the Company's Memorandum and Articles of Association.

The Board does not recommend the payment of any dividend for the year ended 31 December 2024.

# Report of the Directors

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 14 to the financial statements.

## SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 23 to the financial statements.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's memorandum and articles of association ("Articles of Association") or the laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2024, neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

## RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 31 to the financial statements and in the consolidated statement of changes in equity, respectively.

## DISTRIBUTABLE RESERVES

Under the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, share premium of the Company is available for distributions or paying dividends to the shareholders. However, the Company cannot declare or pay a dividend, or make a distribution out of share premium unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of the business.

In the opinion of the directors, the Company's reserves available for distribution as at 31 December 2024 amounted to HK\$59,101,000 (FY2023: HK\$59,260,000).

## MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2024, sales attributable to the Group's largest customer and five largest customers accounted for approximately 5% and 13% of the Group's total revenue for the year, respectively.

The Group did not have any supplier of goods or services which was specific to the business of the Group and which was required by the Group on a regular basis to enable the Group to continue to supply or service its customer during the year ended 31 December 2024.

To the best knowledge of the Directors, none of the Directors, their close associates nor any shareholders who owned more than 5% of the Company's issued share capital had any beneficial interest in any of the Group's five largest customers during the year.

## DIRECTORS

The Directors of the Company who held office during the year and up to the date of this report were:

### Executive Directors

Mr. Scherring Chong (*Chairman*)

Mr. Schubert Chong (*Vice Chairman and Chief Executive Officer*)

Mr. Chong King Fan

### Non-Executive Director

Ms. Monita Chong

### Independent Non-Executive Directors

Mr. Wong Cho Kei Bonnie (*who has served for more than 9 years appointed at 4 September 2015*)

Ms. Wong Pui Man (*who has served for more than 9 years appointed at 4 September 2015*)

Mr. Wong Yau Sing (*who has served for more than 9 years appointed at 4 September 2015*)

In accordance with Articles 84(1) and (2) of the Company's Articles of Association, Mr. Schubert Chong, Ms. Monita Chong and Mr. Wong Cho Kei Bonnie who has served the Company for more than nine years will retire as Directors by rotation and, being eligible, will offer themselves for re-election as Directors at the forthcoming annual general meeting of the Company ("AGM").

In compliance with code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the GEM Listing Rules, a separate resolution setting out the continuous appointment of Mr. Wong Cho Kei Bonnie, who has been serving the Board more than nine years, will be proposed at the AGM.

## INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATIONS OF INDEPENDENCE

The Company has received from the independent non-executive Directors an annual confirmation pursuant to Rule 5.09 of the GEM Listing Rules and considers that all the independent non-executive Directors are independent to the Company.

## DIRECTORS' SERVICE CONTRACT AND LETTER OF APPOINTMENT

Each of the Directors has entered into a service contract or an appointment letter (as the case may be) with the Company with effect from the date of appointment and will continue thereafter unless terminated by either party in accordance with the provision of the service contract or appointment letter (as the case may be).

No Director proposed for re-election at the forthcoming AGM has a service contract or any appointment letter (as the case may be) with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 29 to the consolidated financial statements and the section headed "Related Party Transactions" in this annual report, there was no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or its holding company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 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.

# Report of the Directors

## PERMITTED INDEMNITY PROVISIONS

At no time during the year ended 31 December 2024 and up to the date of this Directors' Report, there was or is, any permitted indemnity provision being in force for the benefit of any of the Directors of the Company (whether made by the Company or otherwise), or an associated company (if made by the Company).

An associated company is defined in section 2(1) of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 4 September 2015 to provide incentives or rewards to eligible persons for their contribution to, and continuing efforts to promote the interest of, the Group. For the purpose of this section, reference to (a) ("Invested Entity") shall mean any entity in which our Group holds any equity interest (irrespective of the percentage of such equity interest); (b) ("Employee") shall mean any employee (whether full time or part time employee, including any executive Director but not any non-executive Director) of the Group and any Invested Entity; (c) ("Participant") shall include: (i) any Employee; (ii) any non-executive Director (including independent non-executive Directors) of our Group or any Invested Entity; (iii) any supplier of goods or services to any member of our Group or any Invested Entity; (iv) any customer, business or joint venture partner, franchisee, contractor, agent or representative of our Group or any Invested Entity; (v) any consultant, adviser, manager, officer or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to our Group or any Invested Entity; and (vi) any direct or indirect shareholder of our Group. The following is a summary of the principal terms of the Share Option Scheme:

### (a) Purpose of the Share Option Scheme

The purpose of the Share Option scheme is to provide incentives or rewards to the Participants for their contribution to the growth of the Group and any Invested Entity and/or to enable our Group to recruit and retain high-calibre employees and attract human resources that are valuable to our Group and any Invested Entity.

### (b) Who may join

The Board shall be entitled but shall not be bound at any time and from time to time within the period of ten years from the date on which the Share Option Scheme becomes effective to make offers to any Participant, as the Board may in its absolute discretion select, and subject to such conditions as the Board may think fit, to take up options to subscribe for Shares, being a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof, as the Board may determine at a price calculated in accordance with sub-paragraph (c) below. For the purpose of the Share Option Scheme, options may be granted to any company wholly-owned by a Participant.

### (c) Subscription price for shares and consideration for the option

The subscription price for shares in respect of any options granted under the Share Option Scheme shall be a price determined by the Board, in its absolute discretion, but in any case shall not be less than the highest of:

- (i) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day;

(ii) the average closing price per share as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and

(iii) the nominal value of a share on such date of grant.

**(d) Maximum number of shares**

The maximum number of shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 10% of all the Shares in issue as at the date of the Listing (i.e. not exceeding 200,000,000 shares representing 10% of the issued capital of the Company as at the date of this report).

**(e) Maximum entitlement of each Participant**

No Participant shall be granted an option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted (including both exercised and outstanding options) in any 12-month period up to and including the date of such further grant would exceed 1% of the shares in issue.

**(f) Time of acceptance and exercise of option**

An offer of the grant of option may be accepted by a Participant within 21 business days from the date of the offer of grant of options.

**(g) Minimum Period**

The Board may at its discretion determine the minimum period for which an option has to be held or restrictions before the exercise of the subscription right attaching to an option.

**(h) Rights are personal to grantee**

An option shall be personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber, or create any interest (legal or equitable) in favour of any third party over or in relation to any option.

**(i) Duration of the Share Option Scheme**

Unless terminated by the Board or the Company by resolution in general meeting, the Share Option Scheme shall be valid and effective for a period of ten years commencing from the date on which the Share Option Scheme becomes effective, after which period no further options shall be granted but the provisions of the Share Option Scheme shall remain in full force and effect in to the extent necessary to give effect to the exercise of the options granted prior thereto.

Since the adoption of the Share Option Scheme up to the date of this report, no share options have been granted pursuant to the Share Option Scheme and there was no share option outstanding as at 31 December 2024.

# Report of the Directors

## RELATED PARTY TRANSACTIONS

Significant related party transactions entered into by the Group during the year ended 31 December 2024 are disclosed in note 29 to the financial statements. Transaction constituted connected transaction under the GEM Listing Rules is identified below:

### **Tenancy Agreement in respect of Office Premises (the “Tenancy Renewal Agreement”) *Connected Transaction***

On 10 November 2023, Ahsay Systems Corporation Limited (“Ahsay HK”), as tenant, entered into the Tenancy Renewal Agreement with Assets Sino Investments (HK) Limited (“Assets Sino HK”), as landlord, in respect of the properties located at 28/F and car parking space number P5 on 2/F of Ford Glory Plaza, 37 Wing Hong Street, Lai Chi Kok, Kowloon, Hong Kong (the “Office Premises”) for a term of 1 year commencing from 1 January 2024 to 31 December 2024 at a monthly rent of HK\$210,000, exclusive of government rent, rates, management fee, utilities and other service charges. During the year ended 31 December 2024, the aggregate amount of rentals paid by the Group to the landlord were HK\$2,520,000.

The Tenancy Renewal Agreement will expire on 31 December 2024. On 29 November 2024, Ahsay HK and Assets Sino HK entered into the 2<sup>nd</sup> Tenancy Renewal Agreement (“2<sup>nd</sup> Tenancy Renewal Agreement”) in relation to the renewal of the term of the Tenancy Renewal Agreement for a term of three years commencing from 1 January 2025 to 31 December 2027 at a monthly rent of HK\$209,000 (exclusive of government rates, government rent and management fee).

Assets Sino HK is a company under common control of the Controlling Shareholders and is therefore a connected person of the Company under the GEM Listing Rules.

The rent payable to Assets Sino HK under the 2<sup>nd</sup> Tenancy Renewal Agreement is based on the amount of rent payable under the Tenancy Renewal Agreement, which was determined after arm’s length negotiation between the parties and determined with reference to the historical rent paid in respect of the leasing of the office premises and the valuation conducted by an independent property valuer in connection with the market rental chargeable in November 2024.

The INEDs of the Company have reviewed the connected transaction and confirmed that the 2<sup>nd</sup> Tenancy Renewal Agreement has been entered into (a) in the ordinary and usual course of business of the Group; (b) on normal commercial terms or better; and (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Pursuant to HKFRS 16 Leases, the Office Premises leased under the 2<sup>nd</sup> Tenancy Renewal Agreement had been recognised as right-of-use assets, and the transaction contemplated under the 2<sup>nd</sup> Tenancy Renewal Agreement had been recognised as the acquisition of right-of-use assets with the aggregate consideration of approximately HK\$6,896,000 which constituted a discloseable transaction and a connected transaction of the Company under Chapter 19 and Chapter 20 of the GEM Listing Rules respectively.

For details of the lease transaction, please refer to the announcement of the Company dated 29 November 2024.

The Company confirms that the connected transaction as disclosed above fall under the definition of connected transaction in Chapter 20 of the GEM Listing Rules and that the Company has complied with the relevant disclosure requirements.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2024, the interests and short positions of the Directors and chief executive in the shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of 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 he/she has taken or deemed to have under such provisions of the SFO); or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

### Long Positions in Shares

Name of Director	Capacity/nature of interest	Note	Number of Shares	Approximate percentage of total number of Shares (note 1)
Mr. Chong King Fan	Interest of spouse	2	1,500,000,000	75.0%
Mr. Schubert Chong	Interest in a controlled corporation	2	1,500,000,000	75.0%
Mr. Scherring Chong	Interest in a controlled corporation	2	1,500,000,000	75.0%

Notes:

- As at 31 December 2024, the Company had 2,000,000,000 Shares in issue.
- As at 31 December 2024, All Divine Investments Limited ("All Divine") held a long position of 1,500,000,000 Shares, representing 75% of the issued Shares. All Divine is wholly owned by Able Future Investments Limited ("Able Future") which is owned by Mrs. Chong Li Sau Fong, Mr. Schubert Chong and Mr. Scherring Chong as to 40%, 30% and 30%, respectively. By virtue of the SFO, Mr. Chong King Fan, who is the spouse of Mrs. Chong Li Sau Fong, Mr. Schubert Chong and Mr. Scherring Chong are deemed to be interested in the Shares held by All Divine.

Save as disclosed above, as at 31 December 2024, none of the Directors and chief executive of the Company had an interest or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporations that was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

# Report of the Directors

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

As at 31 December 2024, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the shares and underlying shares 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 as required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

### **Long Positions in Shares**

<b>Name of Shareholder</b>	<b>Capacity</b>	<b>Notes</b>	<b>Number of Shares</b>	<b>Approximate percentage of total number of Shares (note 1)</b>
All Divine	Beneficial owner	2	1,500,000,000	75.0%
Able Future	Interest in a controlled corporation	2	1,500,000,000	75.0%
Mrs. Chong Li Sau Fong	Interest in a controlled corporation	2	1,500,000,000	75.0%
Ms. Wu Jui-fang	Interest of spouse	3	1,500,000,000	75.0%
Ms. Li Yin Heung	Interest of spouse	4	1,500,000,000	75.0%

Notes:

1. As at 31 December 2024, the Company had 2,000,000,000 Shares in issue.
2. All Divine held a long position of 1,500,000,000 Shares, representing 75% of the issued Shares. All Divine is wholly owned by Able Future which is owned by Mrs. Chong Li Sau Fong, Mr. Schubert Chong and Mr. Scherring Chong as to 40%, 30% and 30%, respectively. By virtue of the SFO, Mrs. Chong Li Sau Fong, Mr. Schubert Chong and Mr. Scherring Chong are deemed to be interested in the Shares held by All Divine.
3. Ms. Wu Jui-fang is the spouse of Mr. Schubert Chong. By virtue of the SFO, Ms. Wu Jui-fang is deemed to be interested in the Shares in which Mr. Schubert Chong is interested.
4. Ms. Li Yin Heung is the spouse of Mr. Scherring Chong. By virtue of the SFO, Ms. Li Yin Heung is deemed to be interested in the Shares in which Mr. Scherring Chong is interested.

Save as disclosed above, as at 31 December 2024, the Company has not been notified by any persons (other than the Directors or Chief executive of the Company) who had an interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.



## **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed in the sections headed "Share Option Scheme" and "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the year and up to the date of this report, have the Directors and the chief executive of the Company and their respective close associates (as defined under the GEM Listing Rules) had any interest in, or had been granted, or exercised any rights to subscribe for shares or underlying shares of the Company and/or its associated corporations (within the meaning of the SFO).

## **CORPORATE GOVERNANCE CODE**

The Board is satisfied that the Company has complied with all the code provisions set out in Corporate Governance Code and Corporate Governance Report ("CG Code") as contained in Appendix 15 to the GEM Listing Rules, that the Company adopted as its own code of corporate governance, except Code Provision B.2.4 (b), from the date of Listing to 31 December 2024.

Pursuant to Corporate Governance Code Provision B.2.4 (b), if all independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director to the board at the forthcoming annual general meeting. The Company and the Nomination Committee are in the process of identifying a new independent non-executive Director based on the candidates' experience and factors as required under Rule 5.09 of the Listing Rules to meet the requirement under Corporate Governance Code Provision B.2.4 (b). Further announcement(s) will be made by the Company in this regard as and when appropriate.

## **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS**

For the year ended 31 December 2024, the Directors were not aware of any business or interest of the Directors, the Controlling Shareholders and their respective close associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

## **COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS**

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with relevant requirements could lead to adverse impact on business operation and financial position of the Group. The Board as a whole is responsible to ensure the Group is in compliance with relevant laws and regulations that have a significant impact on the Company. To the best knowledge of the Board, the Group was unaware of any material non-compliance with relevant laws and regulations during the year ended 31 December 2024.

## **KEY RELATIONSHIPS WITH EMPLOYEES**

Human resources are the most valuable asset of the Group. The Group rewards and recognises employees with competitive remuneration package and implements a key performance index scheme with appropriate incentives, and promotes career development and progression by providing opportunities for career advancement.

The Group considers its employees the key to sustainable business growth. Workplace safety is priority of the Group, and with due awareness of all employees throughout the year, the Group was able to maintain safety workplaces for its employees.

# Report of the Directors

## KEY RELATIONSHIPS WITH CUSTOMERS

The Group has a globally-diversified customer base worldwide. In order to maintain good and stable relationships with customers, various measures have been adopted to strengthen the communications between the customers and the Group in the provision of customer service towards penetration and expansion. In addition, the Group will continue expanding its sales and marketing team to proactively manage customer relations, expand its customer base and enhance customer loyalty.

## KEY RELATIONSHIPS WITH SUPPLIERS

The Group does not have any supplier of goods or services which was specific to the Group's business and which was required by the Group on a regular basis to enable the Group to continue to supply or service its customers.

## AUDITORS

The financial statements for the year ended 31 December 2024 were audited by Ernst & Young who will retire as the auditors of the Company and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

**Chong Siu Ning**

*Chairman*

Hong Kong

14 March 2025

# Corporate Governance Report

## CORPORATE GOVERNANCE PRACTICES

The Group's corporate governance framework is based on two main beliefs:

- the Group is well-committed to maintaining good corporate governance practices and procedures; and
- the Group recognises the need to adopt practices that would help improve the Group continuously and to achieve quality management.

Accordingly, the Group is committed to maintaining high standards of corporate governance with a view to assure the proper conduct of management of the Group as well as protecting the interests of all Shareholders. The corporate governance principles adopted by the Group emphasize a quality Board for leadership, effective internal controls, transparency and accountability to all Shareholders.

The Group has applied the principles and adopted all code provisions, where applicable, of the Corporate Governance Code ("CG Code") as set out in Appendix 15 to GEM Listing Rules as its own code of corporate governance, except Code Provision B.2.4 (b) — where all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting. The Directors consider that the Group has complied with all the code provisions as set out in the CG Code throughout the year ended 31 December 2024, except Code Provision B.2.4 (b).

The Group has further adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she has complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the year ended 31 December 2024.

The Group believes through the operation of an effective Board, sound internal controls, and accountability to Shareholders, the Group is able to maximise the value of all Shareholders. The following summarises the corporate governance practices adopted and observed by the Group during the year ended 31 December 2024.

## BOARD OF DIRECTORS

### Board Composition

As at 31 December 2024 and as at the date on which this annual report is approved, the Board comprises three executive Directors, one non-executive Director and three Independent Non-Executive Directors as named below. An updated list of the Directors identifying their roles and functions is posted on GEM's website and the Company's website from time to time.

### *Executive Directors*

Mr. Scherring Chong (*Chairman*)  
Mr. Schubert Chong (*Vice Chairman and Chief Executive Officer*)  
Mr. Chong King Fan

### *Non-Executive Director*

Ms. Monita Chong

### *Independent Non-Executive Directors*

Mr. Wong Cho Kei Bonnie (*who has served for more than 9 years appointed at 4 September 2015*)  
Ms. Wong Pui Man (*who has served for more than 9 years appointed at 4 September 2015*)  
Mr. Wong Yau Sing (*who has served for more than 9 years appointed at 4 September 2015*)

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The names, biographical details of the Directors and the relationships among them are set out in the “Directors and Senior Management” section of this annual report.

Each Director has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently. The Board provides the Group with diversified industry expertise, advises management on strategic development and maintains high standard of compliance with financial and other mandatory reporting requirements as well as provides adequate checks and balances to safeguard the interests of Shareholders and the Company as a whole.

## Term of Appointment and Re-election

Each of the executive Directors has entered into a Director’s service contract with the Company and each of the non-executive Directors including the INEDs has entered into a letter of appointment with specific terms with the Company. All Directors are subject to retirement by rotation and re-election at the general meeting in accordance with the Articles of Association. Details of the terms of appointment of the Directors are disclosed in the section “Directors’ Service Contracts and Letter of Appointment” of the Report of the Directors in this annual report.

Pursuant to the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not three (3) or a multiple of three (3), then 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 by rotation at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed 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. Any Director appointed to fill a casual vacancy or as an additional Director shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

Every newly appointed Director is provided with a package of materials detailing the duties and responsibilities of Directors under the GEM Listing Rules, the Articles of Association, related ordinances and relevant regulatory requirements of Hong Kong. Every Director is aware that, before accepting appointment as a Director, he/she must be able to give sufficient time and attention to the affairs of the Company.

## Continuing Appointment of Independent Non-Executive Director who Served More Than Nine Years

Pursuant to Corporate Governance Code Provision B.2.4 (b), if all independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director to the board at the forthcoming annual general meeting. The Company and the Nomination Committee are in the process of identifying a new independent non-executive Director based on the candidates’ experience and factors as required under Rule 5.09 of the Listing Rules to meet the requirement under Corporate Governance Code Provision B.2.4 (b). Further announcement(s) will be made by the Company in this regard as and when appropriate.

## Board Meetings

The Group adopted the practice of holding Board meetings that included both executive Directors, non-executive Director and independent non-executive Directors in person or through electronic means of communication regularly at least two times every year. During regular meetings of the Board, the Directors discussed and formulated the overall strategies of the Group, monitored financial performances and reviewed the financial results, as well as discussed and decided on other significant matters. The Board will also meet on other occasions when a board-level decision on a particular matter is required.

# Corporate Governance Report

Generally, at least 14-days' notice for the Company's regular Board meeting, and reasonable time for all other meetings, would be given prior to such meetings. The Directors will receive the agenda and accompanying documents tabled in the meeting at least three days before regular Board meetings and will be given an opportunity to include matters in the agenda for discussion.

In order to ensure that Board procedures, applicable rules and code provisions are followed, all Directors are able to access the Company's company secretary for advice. Upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances at the Company's expense.

The company secretary of the Company has assisted the chairman of the Board in preparing the agenda for each meeting. Minutes of such meetings are kept by the Company's company secretary or other duly authorised person during the meeting which included all decisions made during the meetings together with concerns raised and dissenting views expressed (if any). All minutes are open for inspection by any Director on reasonable notice. Such minutes are recorded in sufficient detail of the matters considered and decisions reached. Draft and final versions of minutes are sent to Directors for comment and records, respectively.

During the year ended 31 December 2024, four Board meetings (excluding committee meetings) were held and attendance of each Director is set out below.

<b>Name of Director</b>	<b>Attendance</b>
<b><i>Executive Directors</i></b>	
Mr. Scherring Chong	4/4
Mr. Schubert Chong	4/4
Mr. Chong King Fan	4/4
<b><i>Non-Executive Director</i></b>	
Ms. Monita Chong	4/4
<b><i>Independent Non-Executive Directors</i></b>	
Mr. Wong Cho Kei Bonnie	4/4
Ms. Wong Pui Man	4/4
Mr. Wong Yau Sing	4/4

Apart from the Board meetings, Board committees met on other occasions during which matters relating to their respective terms of reference was discussed. The Board committee members would receive notice, agenda and documents to be tabled for consideration in advance of each meeting in accordance with the CG Code and respective terms of reference.

Directors are provided with monthly updates on internal unaudited financial information so as to give them a balanced and understandable assessment of the Group's performance, position and prospects. All Directors gave sufficient time and attention to the affairs of the Group to ensure a competent Board operation during the year ended 31 December 2024.

# Corporate Governance Report

## Directors' Continuous Training and Professional Development

In compliance with the code provision A.6.5 of the Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. During the year ended 31 December 2024, the Directors were provided with timely updates on the Company's performance, financial position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Group continuously updates the Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements, so as to ensure that he/she is aware of his/her responsibilities and obligations as well as to maintain good corporate governance practices.

## Delegation by the Board

The Company has set out the respective functions and responsibilities which can be reserved to the Board and delegated to management or Board committees. The Board delegates day-to-day operations of the Group to executive Directors and senior management while reserving certain key matters, mainly relating to the approval and monitoring of the Group's overall strategies, policies and business plans; and overseeing and evaluating the performance of the Group. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. Board committees for specific functions are also set up to ensure efficient Board operations.

Decisions of the Board are communicated to the management through executive Directors who have attended at Board meetings.

## Directors' Work Commitments Outside the Group

Directors are required to disclose in a timely manner to the Company's company secretary for any change in the number and nature of offices held in public companies or organisations and other significant commitments, and the identity of such public companies or organisations. Such information is disclosed in the "Directors and Senior Management" section of this annual report.

## Directors' Liability Insurance

The Company has arranged appropriate liability insurance to cover the Directors' risk exposure arising out of corporate activities. The insurance coverage is reviewed annually.

## BOARD COMMITTEES

The Board has established four committees, namely the Remuneration Committee, nomination committee ("Nomination Committee"), audit committee ("Audit Committee") and risk management committee ("Risk Management Committee") for overseeing various aspects of the Group's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of such Board committees are available on GEM's website and the Company's website. The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

All members of the Remuneration Committee, the Nomination Committee and the Audit Committee are INEDs and the majority of the members of the Risk Management Committee are INEDs. The list of the chairman and members of each Board committee is set out below.

# Corporate Governance Report

## Remuneration Committee

The Remuneration Committee comprises three INEDs, namely Ms. Wong Pui Man (Chairman of the Remuneration Committee), Mr. Wong Cho Kei Bonnie and Mr. Wong Yau Sing.

The Remuneration Committee considers and recommends to our Board the remuneration and other benefits paid by us to our Directors and senior management. The remuneration of all our Directors and senior management is subject to regular monitoring by our Remuneration Committee to ensure that levels of their remuneration and compensation are appropriate. The Remuneration Committee also review the Share Option Scheme and other share schemes (if any) of the Company on annual basis. During the year ended 31 December 2024, since there was no share option granted under the Share Option Scheme, no material matter relating to the share option scheme has been reviewed by the Remuneration Committee.

During the year ended 31 December 2024, one meeting of the Remuneration Committee was held to review the structure and policy of remuneration of the Group and approve the remuneration package of Directors and senior management. The emoluments of the Directors are reviewed by the Remuneration Committee according to the Directors' respective responsibilities, individual performance and prevailing market conditions. The individual attendance record of each Remuneration Committee member is as follows:

Name of Director	Attendance
Ms. Wong Pui Man ( <i>Chairman</i> )	1/1
Mr. Wong Cho Kei Bonnie	1/1
Mr. Wong Yau Sing	1/1

## Nomination Committee

The Nomination Committee comprises three INEDs, namely Mr. Wong Cho Kei Bonnie (Chairman of the Nomination Committee), Ms. Wong Pui Man and Mr. Wong Yau Sing.

The Nomination Committee considers and recommends to the Board suitable and qualified persons to become our Board members and is responsible for reviewing the structure, size and composition of our Board on a regular basis.

The composition and diversity of the Board were considered by taking into account the Group's board diversity policy by reference to a range of diversity measurable perspectives, including but not limited to their age, gender, skills, professional experience, knowledge and length of service. All executive Directors possess extensive and diversified experience in management, finance and broad industrial experience. The INEDs possess professional knowledge in corporate finance and accountancy with broad and extensive experience in business advisory and management, brand building and marketing, respectively. Further details of the Directors are set out in the section headed "Directors and Senior Management" in this report. The Group is of the view that the current Board composition represents an appropriate balance for the requirements of the business development of the Company and for effective leadership.

# Corporate Governance Report

Where vacancies on the Board arise, the Nomination Committee will carry out the selection process in accordance with the Group's policy by making reference to the above perspectives of the proposed candidates which suit the Group's requirements. The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- (b) The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from shareholders of the Company with due consideration given to the criteria which include but are not limited to:
  - (i) Diversity in aspects including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how;
  - (ii) Sufficient time to effectively carry out their duties; their services on other listed and non-listed companies should be limited to reasonable numbers;
  - (iii) Qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in;
  - (iv) Independence;
  - (v) Reputation for integrity;
  - (vi) Potential contributions that the individual(s) can bring to the Board; and
  - (vii) Commitment to enhance and maximize shareholders' value;
- (c) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package; and
- (f) The Board will have the final authority on determining the selection of nominees and all appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the Companies Registry of Hong Kong.

During the year ended 31 December 2024, no new Director was appointed.



# Corporate Governance Report

During the year ended 31 December 2024, one meeting of the Nomination Committee was held to review the structure, size, composition and diversification (including the skills, knowledge and experience) of the Board, and review the policy of Directors' nomination related matters, assess the independence of INEDs and make recommendations to the Board on the proposal of re-appointment of Directors at the forthcoming annual general meeting. The individual attendance record of each Nomination Committee member is as follows:

<b>Name of Director</b>	<b>Attendance</b>
Mr. Wong Cho Kei Bonnie ( <i>Chairman</i> )	1/1
Ms. Wong Pui Man	1/1
Mr. Wong Yau Sing	1/1

## **Audit Committee**

The Audit Committee comprises three INEDs, namely Mr. Wong Yau Sing (Chairman of the Audit Committee), Mr. Wong Cho Kei Bonnie and Ms. Wong Pui Man.

The primary duties of the Audit Committee are to review and supervise the Group's financial reporting process, relationship with its external auditor and internal control systems and to provide advice and comments to the Board.

During the year ended 31 December 2024, four meetings of the Audit Committee were held to review the interim and annual consolidated financial statements, including the Group's adopted accounting principles and practices, internal control systems, environmental, social and governance related disclosures and financial reporting matters (in conjunction with the external auditors for the audited results). The Audit Committee endorsed the accounting treatments adopted by the Company and, to the best of its ability assured itself that the disclosures of the financial information in the Company's interim and annual report comply with the applicable accounting standards and the GEM Listing Rules. The individual attendance record of each Audit Committee member is as follows:

<b>Name of Director</b>	<b>Attendance</b>
Mr. Wong Yau Sing ( <i>Chairman</i> )	4/4
Mr. Wong Cho Kei Bonnie	4/4
Ms. Wong Pui Man	4/4

The Group's unaudited interim results and audited annual results published for the year ended 31 December 2024 have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure has been made.

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## Risk Management Committee

The Risk Management Committee comprises one executive Director, namely Mr. Schubert Chong (Chairman of the Risk Management Committee) and two INEDs, namely Mr. Wong Cho Kei Bonnie and Ms. Wong Pui Man.

The primary duties of the Risk Management Committee are to review the Company's risk management policies and standards and supervise and monitor the Company's exposure to risks of sanction-related laws and regulations administered by the US, the EU, the United Nations and Australia.

During the year ended 31 December 2024, two meetings of the Risk Management Committee were held to review the Group's risk management policies and standards and supervise and monitor our Company's exposure to International Sanctions risks. The individual attendance record of each Risk Management Committee member is as follows:

Name of Director	Attendance
Mr. Schubert Chong ( <i>Chairman</i> )	2/2
Mr. Wong Cho Kei Bonnie	2/2
Ms. Wong Pui Man	2/2

## Board Diversity Policy

The Company has adopted a board diversity policy to achieve board diversity through the consideration of a number of factors, including but not limited to age, gender, skills, professional experience, knowledge and length of service. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Nomination Committee monitors the implementation of the board diversity policy to ensure the effectiveness of the board diversity policy.

The Board is characterised by significant diversity, whether considered in terms of gender, age, educational background, professional experience, skills, knowledge and length of service. As at the date of this annual report, the Board comprises seven Directors, two of which are female. Three of the Directors are independent non-executive Directors, thereby promoting critical review and control of the management process.

## Chairman and the Chief Executive Officer

During the year ended 31 December 2024, Mr. Scherring Chong has been acting as the chairman of the Board who is responsible for enabling effective operation of the Board and Mr. Schubert Chong has been acting as the chief executive officer of the Group who is responsible for the day-to-day management of the Group's business. Their roles were clearly defined and segregated to ensure balanced power and responsibilities. Mr. Scherring Chong is the younger brother of Mr. Schubert Chong.

## COMPANY SECRETARY

The Company Secretary is responsible for facilitating the Board's process and communications among Board members and with the Shareholders and the management, and advising the Board and its committees on all corporate governance matters.

During the year ended 31 December 2024, the Company's company secretary has undertaken not less than 15 hours of relevant professional training as required under Rule 5.15 of the GEM Listing Rules. The Company did not engage an external service provider as its company secretary.

## AUDITORS' AND AUDITORS' REMUNERATION

### Directors' and Auditors' Responsibilities for the Financial Statements

The Directors acknowledge their responsibilities for the preparation of the financial statements of the Group and ensure that the financial statements are made in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the financial statements of the Group.

The statements of the external auditors of the Group, Ernst & Young, about their reporting responsibilities on the financial statements of the Group are set out in the section headed "Independent Auditor's Report" of this annual report.

### Auditors' Remuneration

The Audit Committee is responsible for considering and reviewing the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

For the year ended 31 December 2024, the fees paid/payable to the auditors and their affiliate companies in respect of the audit and non-audit services are as follows:

Services	HK\$'000
<b>Ernst &amp; Young</b>	
Audit service	860
Non-audit service (note 1)	233

Note:

1. For the year ended 31 December 2024, the Group has engaged the auditors and their affiliate companies to provide non-audit services which include the review of the Group's interim financial statements and the review of the Group's internal control system and environmental, social and governance related disclosures.

## CHANGES IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2024, there was no significant change in the constitutional documents of the Company.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such risk management and internal control systems are designed for managing risk rather than eliminating the risk of failure to achieve business objective, and can only provide reasonable and not absolute assurance against material misstatement or loss.

## PROCESS USED TO IDENTIFY, EVALUATE AND MANAGE SIGNIFICANT RISKS

The Board, through the Risk Management Committee and the Audit Committee, has conducted annual review of the effectiveness of the Group's risk management, internal control systems and environmental, social and governance related disclosures for the year ended 31 December 2024, covering the material financial, operational and compliance controls, and considered the Group's risk management and internal control systems effective and adequate.

The senior management of the Group updates and reports the key risk areas, including any remedial plans, if deemed necessary or appropriate, to the Risk Management Committee for consideration. The identified key risks areas and the appropriate risk mitigation strategies were reviewed and commented by the Board at its year-end meeting. The principal risks and uncertainties of the Group are set out in on page 5 of this annual report.

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For the year ended 31 December 2024, the Group did not have an internal audit department as required under D.2.5 of the CG Code, but it has engaged an external consultant to review the Group's risk management and internal control systems based. The Board will review and consider to establish such department as and when it thinks necessary.

The Audit Committee has also annually reviewed the adequacy of resources, qualifications, experience and training programs of the Group's accounting, internal audit and financial reporting functions and considered that the staffing and the appointed consultant are adequate and competence to carry out their roles and responsibilities.

Further, the Company formulated the inside information policy. The Company regularly reminds the directors and employees about due compliance with all policies regarding the inside information.

## HANDLING AND DISSEMINATION OF INSIDE INFORMATION

With respect to the monitoring and disclosure of inside information, the Company has formulated and implemented its guidelines, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfil the disclosure obligation. The guidelines include, but not limited to, the procedures as follows:

- The Group has strictly prohibited unauthorised use of confidential or inside information;
- The Group has stipulated policy on handling of rumours, unintentional selective disclosure and waiver to the disclosure of inside information, external communication guidelines and compliance and reporting procedures.
- The Group authorised only the executive Directors and company secretary for responding to external enquiries about Group's affairs; and
- Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the website of GEM and the Company, according to the requirements of the GEM Listing Rules.

## SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONS

### Investor Relations and Communications with Shareholders

The Group is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its Shareholders.

The Board strives to encourage and maintain constant dialogue with its Shareholders through various means. The Company updates its Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The website of the Company has provided an effective communication platform to the public and the Shareholders. During the annual general meeting held on 3 May 2024, all Directors attended the meeting and met the Shareholders.

Shareholders may send written enquiries to the Company, for the attention of the Board or Company's company secretary, by fax: (852) 3580 8095, e-mail at [mkt-kb@ahsay.com](mailto:mkt-kb@ahsay.com) or mail to 28th Floor, Ford Glory Plaza, 37 Wing Hong Street, Lai Chi Kok, Kowloon, Hong Kong. Appropriate members of the Board and senior management are ready to respond to enquiries from Shareholders and investors on a timely basis.

The Company has disclosed all necessary information to the Shareholders and investors and established a range of communication channels between itself, its Shareholders and investors in accordance with the GEM Listing Rules. The Company also communicates with the public including potential investors through its periodic reports and announcements. The focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete thereby enabling the public as well as the investors to make rational and informed decisions.

## **Procedures for Shareholders to Convene an Extraordinary General Meeting**

The following set out the procedures for Shareholders to convene an extraordinary general meeting (“EGM”) of the Company in accordance with article 58 of the Articles of Association.

One or more Shareholders (“Requisitionist(s)”) holding at the date of deposit of the requisition not less than one-tenth of the voting rights at general meetings (on a one vote per share basis) in the share capital of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expense incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

## **Procedures for Shareholders to Propose a Person for Election as a Director**

The provisions for a Shareholder to propose a person for election as a Director are set out in article 85 of the Articles of Association.

If a Shareholder wishes to propose a person for election as a Director at a general meeting, he/she should deposit (i) a written notice containing the information of the person to be proposed to act as a Director as required by Rule 17.50(2) of the GEM Listing Rules, duly signed by the Shareholder who wishes to make such proposal; and (ii) a consent notice in writing duly signed by the person being proposed to be elected as to his/her willingness to be elected and consent of publication of his/her information pursuant to the GEM Listing Rules, during a period commencing on the day after the dispatch of the notice of the general meeting and ending no later than seven clear days before the date of such general meeting.

## **Procedures for Shareholders to Put Forward Proposals at Shareholders’ Meetings**

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised). However, shareholders may follow the procedure set out in the section headed “Procedures for Shareholders to Convene an Extraordinary General Meeting” above for including a resolution at an EGM. The requirements and procedures are set out above.

## **NON-COMPETITION UNDERTAKINGS BY CONTROLLING SHAREHOLDERS**

Each of the Controlling Shareholders has made an annual declaration to the Company that during the year ended 31 December 2024, it has complied with the terms of non-compete undertakings (“Non-Compete Undertakings”) given in favour of the Company which are contained in the Deed of Non-Competition Undertaking. Details of the Non-Compete Undertakings are set out in the section headed “Relationship with Our Controlling Shareholders” of the Prospectus.

The INEDs have also reviewed the status of compliance by each of the Controlling Shareholders with the undertakings in the Non-Compete Undertakings and have confirmed that, as far as the INEDs can ascertain, there is no breach of any of the undertakings in the Non-Compete Undertakings.

# Environmental, Social and Governance Report

## ABOUT THIS REPORT

### Overview

The Company's board of directors ("Board") is pleased to present this Environmental, Social and Governance ("ESG") Report (the "Report") of Ahsay Backup Software Development Company Limited (the "Company") and its subsidiaries (collectively the "Group"). The Group aims to disclose the overall policies, commitments and strategies on the sustainable development of the Group.

### Reporting Period

Unless otherwise specified, this Report covers our progress and performance on sustainability during the 2024 financial year, from 1 January 2024 to 31 December 2024.

### Reporting Boundary

Unless otherwise specified, the reporting scope of this Report is the same as our 2023 Annual Report covering the Company and all of its subsidiaries. The reporting principles of "Materiality", "Quantitative", and "Consistency" as set out in the ESG Reporting Guide located in Appendix 20 to the GEM Listing Rules published by The Stock Exchange of Hong Kong Limited ("HKEX") (the "Guide"), underpin the preparation of this Report.

### Reporting Principles

In line with the Guide, the Report has applied the following principles:

**Materiality:** In order to identify and assess major issues that have an impact on business stakeholders, we have performed materiality assessment by interviewing and conducting surveys with stakeholders to determine factors that have a significant impact on the sustainable development of the Group.

**Quantitative:** The Report would perform annual performance comparison with suitable quantitative data recorded and estimated by relevant departments of the Group when applicable. In the reporting of emissions and energy consumption, relevant standards, methodologies, assumptions, and conversion factors are disclosed.

**Balance:** This Report provides an unbiased picture of our environmental and social performance.

**Consistency:** The Group adopts consistent methodologies when preparing the Report and the environmental and social KPIs to allow for meaningful comparisons over time.

## BOARD STATEMENT

The Group believes that sound ESG performance is critically important to the sustainable development of its business and community and the Group is committed, not only to achieving strong financial results, but also to promoting environmental protection, social responsibility and effective corporate governance for its long term growth. We also integrate different environmental and social considerations into our daily operation to ensure full compliance with regulatory requirements and reduce our environmental and social impacts.

The Board directly supervises ESG matters and is responsible for formulating and implementing management strategies, and receiving updates from the ESG working group on key ESG matters and decisions. Our ESG working group is composed of the heads of various departments. Its main responsibilities are to implement and execute relevant ESG policies and measures, and to collect relevant data for report disclosure. The members of the ESG working group have a good understanding of our business and operations. The audit committee will review ESG management approach and evaluate the Company's performance against ESG-related goals and targets and report the ESG findings and recommendations to the Board to ensure the effective implementation of ESG work.

# Environmental, Social and Governance Report

The Group values its stakeholders and their feedback regarding the business and ESG aspects. We conducted interviews and surveys for the management, internal and external stakeholders of the Group to understand their views on the sustainable development of the Group.

## STAKEHOLDER ENGAGEMENT

The Group believes that regular communication with stakeholders can help to drive its growth. The Group is committed to maintaining the sustainable development of its businesses and providing support to environmental protection and the community in which it operates. The Group maintains a close tie with its stakeholders, including government, investors, management, customers, employees, business partner, community and the public, and strives to balance their opinions and interests through constructive communications in order to determine the directions of its sustainable development. The Board is responsible for assessing and determining its environmental, social and governance risks, and ensuring that the relevant risk management and internal control systems are operating properly and effectively.

Stakeholder Group Engaged		Engagement Channels
Internal stakeholders	Management	— Regular meetings
	Employees	— Regular meetings — Annual appraisal meetings — Intranet and emails
External stakeholders	Investors and shareholders	— Annual general meetings — Annual and interim report — Press releases and announcements
	Customers and business partners	— Company website and social media — Email and customer service hotline — Visits and meetings
	Public and communities	— Information disclosure on the website of HKEX and the Company

## MATERIALITY ASSESSMENT

We previously performed a materiality assessment by interviewing and conducting surveys with stakeholders including our senior management, employees and etc. to score each sustainability issue according to its materiality to business operations in order to understand the priority of different ESG issues in our business. The key material ESG issues raised by the stakeholders mainly focused on social aspects. On the other hand, environmental aspect was considered less relevant to the Group. Based on the stakeholders' feedback, the issues in social aspects were identified as follows:

- Employment
- Health and Safety
- Development and training
- Labour Standards
- Product Responsibility
- Anti-Corruption
- Community Investment

The Group welcomes stakeholders' feedback on the environmental, social and governance approach and performance by giving suggestions or share views via email at [mkt-kb@ahsay.com](mailto:mkt-kb@ahsay.com).

# Environmental, Social and Governance Report

## OUR GOALS

Goals	Material issue	Relevance to the business
People-oriented	<ul style="list-style-type: none"> <li>• Employment</li> <li>• Health and Safety</li> <li>• Development and training</li> </ul>	Human capital is the most valuable asset of the Group as a software development company. We respect the labour rights and promote diversity in the workplace. We stipulate the Employee Handbook clearly as our policy relating to human resources. We also strive to reach the goal of zero accident and provide employees a healthy working environment. Development and training are important for both employees and the Group to have long-term and substantiable development.
Strict compliance with laws and regulations	<ul style="list-style-type: none"> <li>• Labour Standards</li> <li>• Anti-Corruption</li> </ul>	Ensuring the Group’s business operations to comply with applicable laws and regulations is essential to all industries. We are also against any bribery or corrupt practices among our staff and in business operations.
Quality assurance	<ul style="list-style-type: none"> <li>• Product Responsibility</li> </ul>	We strive for maintaining the high quality and standards of our developed products in order to meet customers’ requirements and enhance their experience.
Rewarding society	<ul style="list-style-type: none"> <li>• Community Investment</li> </ul>	We believe that our business growth is closely related to the surrounding communities and environment. We would provide resources and contributions within our capacity for community investment.
Environmental protection	<ul style="list-style-type: none"> <li>• Climate change and GHG emissions</li> </ul>	Our core operations are confined to the office environment. The impact of the Group on the environment is not significant. The Group will continue to make assessment and minimise the environment impact.

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to enhancing environmental protection to minimize the impact of its activities on the environment, and compliance with applicable environmental laws. It is the Group’s policy to promote clean operation and make the most efficient use of resources in its operations, and minimize wastes and emission. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. Green office practices are encouraged such as turning off of idle lights and electronic appliances to minimise energy consumption and double-sided printing and copying.

The Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group’s business to move towards adhering the 3Rs — “Reduce”, “Recycle” and “Reuse” and enhance environmental sustainability.



# Environmental, Social and Governance Report

## COMMUNITY INVESTMENT

The Group carries out local community engagement and community activities based on local communities' needs. During the year ended 31 December 2024, the Company joined the donation for IT Professional Placement Award Scheme 2024/25 held by City University of Hong Kong in order to provide students the opportunity to experience and appreciate working in a real working environment. During the year ended 31 December 2024, our total donations amounted to HK\$266,000. The Company also joined "Dress Red for Thalassemia" organized by Children's Thalassemia Foundation on 21 June 2024 to support Thalassemia patients who needs blood transfusions, and to fund their daily medical expenses and improve their quality of care. During the fund-raising period, 35 of our employees participated and raised a total of \$5,000 donation to the said program.



## EMISSIONS

The Group is principally engaged in the provision of online backup software solutions to clients via the internet. The operations of the Group do not have significant impact to the environment and generate from fuel consumption by vehicle, but in minor quantities. Most greenhouse gas ("GHG") emissions are indirectly generated from electricity consumed at the Group's workplace with minimal emissions. The GHG emission during the reporting period is as follows:

	2024	2023
Scope 1 CO <sub>2</sub> emissions from the use of vehicle (kgs) (Note)	7,668	7,033
Scope 2 CO <sub>2</sub> emissions from electricity generation (kgs) (Note)	117,664	108,997
Scope 2 per floor area (kgs/m <sup>2</sup> )	85.2	78.9

\* The above emissions are included Hong Kong and Philippines offices only. No resource consumption from other office was noted during the reporting period.

# Environmental, Social and Governance Report

Note:

The Group estimated its GHG emissions for the reporting period through calculation with relevant methodology, and with data available on electricity and fuel consumption and emission factor from invoices and references to third parties documents (including electricity consumption data, and carbon intensity factor that are available on bills and sustainability reports from electricity provider or Appendix 2: Reporting Guidance on Environmental KPIs from the Stock Exchange of Hong Kong respectively).

The increase in GHG emission was mainly due to the increase in lessons of KINBOY being held at our Hong Kong office starting from September 2024. The Group targets to maintain or reduce the intensity of GHG emissions level by 2025 with the baseline year in 2024.

The Group undertakes environmental protection as part of its corporate responsibilities, and it is fully aware of the importance of sustainable environmental development in achieving sustainability in its operations. Conservation of the environment is a key focus for the Group. The Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees. The Group has implemented a number of measures such as reducing carbon emissions, increasing energy efficiency and conserving water resources in order to deliver on our commitment to environmental protection. The Group has launched a number of waste management programs, including recycling of glass, paper and metal. Paper waste is our major source of non-hazardous waste in the office. We have promoted a paperless work environment to reduce paper waste. The Group did not find any records of significant waste disposal at landfills during the year ended 31 December 2024.

During the year ended 31 December 2024, the Group was not aware of any material non-compliance with relevant laws and regulations, including but not limited to the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong) and Environmental Impact Assessment Ordinance (Chapter 499 of the Laws of Hong Kong) that have a significant impact on the Group relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

## USE OF RESOURCES

During the production and operation process of the Group, we, directly and indirectly, consume resources and energy, such as water and electricity. Energy saving and consumption reduction measures have been implemented by the Group to encourage the employee to avoid unnecessary wastage of electricity, water and energy usage including:

- (1) Educating employees and posting water-saving notices in office to save water and reduce the amount of domestic sewage discharged.
- (2) Ensuring the water supply is at its optimal working condition. When leakage is discovered, it will be promptly repaired.
- (3) The use of electricity in the office of the Group must comply with the principles of power saving, safety first, high efficiency and low consumption.
- (4) Lights and electronic appliances in living areas or workplaces must be turned off when not in use.
- (5) Every member of staff and management must turn off the power for each department's computers, photocopy machines, printers and facsimile machines when they are off duty or on leave.
- (6) Other than formal documents materials that require the use of paper, each department is advised to handle documents electronically. When the use of paper is required, each paper must be printed double-side except for formal and confidential documents.
- (7) Reducing unnecessary business trips by staff members after taking into account the environmental impact.
- (8) No printing and photocopying of materials unrelated to work.
- (9) Implementing an optimal air-conditioning control program to select the best configuration automatically, based on the in-door requirement and out-door condition.

# Environmental, Social and Governance Report

With the Group operating its core backup business and information platform via the internet, the use of resources mainly include the indirect energy consumption from electricity, water and paper consumption. The finished products of the Group do not require packaging, and as such, data relating to packaging materials is not available.

The increase in use of resources was mainly due to the increase in lessons of KINBOY being held at our Hong Kong office starting from September 2024. The Group targets to maintain or reduce the level of the use of resources by 2025 with the baseline year in 2024.

The summary of the use of resources are as follows:

<b>Indicators</b>	<b>2024</b>	<b>2023</b>
Total energy consumption (kWh)	<b>272,792</b>	254,290
Total energy consumption per floor area (kWh/m <sup>2</sup> )	<b>197.4</b>	184.0
Total water consumption (m <sup>3</sup> )	<b>318</b>	274
Total water consumption per floor area (m <sup>3</sup> /m <sup>2</sup> )	<b>0.2</b>	0.2
Total petrol consumption (Litre)	<b>2,883</b>	2,644
Total paper consumption (Reams)	<b>58.9</b>	70.8

\* The above use of resources are included Hong Kong and Philippines offices only. No resource consumption from other office was noted during the reporting period.

## THE ENVIRONMENT AND NATURAL RESOURCES

Since our core operations are confined to the office environment, the impact of the Group on the environment and natural resources is not significant and is mainly attributed to the use of electricity, water and papers in the office and use of petrol from a vehicle. During the reporting period, we have set a number of measures to reduce the use of resources (refer to above sections "Emissions" and "Use of Resources" for details). In order to achieve further reductions on the environmental impact and use of natural resources, the Group will continue to make assessment and minimise the environment impact.

## CLIMATE CHANGE

The changing climate crisis will bring lots of challenges for both society and business. Almost all industries are threatened by the effects of climate change. The Group strives to put forward environmental conservation and raise environmental awareness of our employees. In an effort to reduce carbon footprint and emissions, the Group actively monitors the energy consumption intensity across its operations from time to time to identify ways to increase the efficient use of energy and the reduction of GHG emissions. As a software development company, human resources is the main concern of the Group. We have assessed the risks of climate change and adopted appropriate measures to safeguard the safety of our employees against physical risks such as typhoons, floods and other extreme weather conditions and natural disasters. The Employee Handbook sets out the adverse weather arrangement relating to typhoon and rainstorm warnings.

# Environmental, Social and Governance Report

## EMPLOYMENT

The Group has established and implemented the “Employee Handbook”, which contains our policies relating to human resources, covering areas such as compensation and dismissal, recruitment and promotion, working days and hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits as well as welfare for our employees in accordance with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Labor Code of the Philippines and other applicable laws. The Group also aims to promote diversity in the workplace, including diversity in age group, gender and nationality, as well as a culture of equal opportunity. Our management regularly reviews the Group’s remuneration policy in relation to relevant market standards. To retain and motivate our talents, we offer competitive remuneration, which is reviewed annually based on the staff work performance appraisal procedures. We offer full-time employees other fringe benefits such as medical insurance coverage and annual leave benefits as per our annual leave policies, which are documented in the Employee Handbook, and employees’ leave entitlement is also clearly documented therein. The Group strictly complies with the above said relevant standards, rules and regulations. For the year ended 31 December 2024, the Group was not aware of any material non-compliance with relevant standards, rules and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working days and hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

As of 31 December 2024, the Group’s total number of staffs was 68 (2023: 65). The following is the employee structure of the Group:

	2024	2023
<b><u>Number of employees</u></b>		
<b>By gender</b>		
Male	44	43
Female	24	22
<b>By age group</b>		
Below 30	16	18
30 to 50	45	41
Over 50	7	6
<b>By employment type</b>		
Permanent	68	65
Contract/Part-time	–	–
<b>By region</b>		
Hong Kong	33	34
Philippines	35	31
<b><u>Employee turnover rate</u></b>		
Total turnover rate of employee	19%	29%
<b>By gender</b>		
Male	18%	30%
Female	21%	27%
<b>By age group</b>		
Below 30	31%	61%
30 to 50	18%	20%
Over 50	–	–
<b>By region</b>		
Hong Kong	6%	21%
Philippines	31%	39%

Note:

Employee turnover rate = number of employees who left employment in the reporting year / number of employees at the end of the reporting year. Employee turnover reflects the number of employees who left employment voluntarily or due to dismissal, retirement or death in service.

# Environmental, Social and Governance Report

## HEALTH AND SAFETY

Health and safety are the most pressing concern across our business operations as human capital is the most valuable asset of the Group. Developing and retaining talent is vital to our success. The Group is committed to providing its employees with a safe, pleasant and healthy working environment. As at 31 December 2024, the principal office and representative office of the Group are located at 28th Floor, Ford Glory Plaza, 37 Wing Hong Street, Lai Chi Kok, Kowloon, Hong Kong with a gross floor area of approximately 10,377 square feet and 24C&D, 24th Floor, Chatham House, No. 116 Corner Valero & Rufino Street, Salcedo Village, Makati City, Philippines with a gross floor area of approximately 4,497 square feet.

To provide employees with a safe working environment, a long lighting system has been installed in the office area. Illuminated signs bearing the symbols of exit direction to leave the workplace at each doorway to provide exit guidance to our employees are conspicuously placed during emergency especially in the event of a fire. Fire drills are carried out at regular intervals to demonstrate escape routes and provide sufficient training to employees on fire safety. Each case of injury, is required to be reported to the Human Resources Department and be individually assessed under the internal guideline procedures.

<b>Occupational Health and Safety Data</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>
Number of work injury cases	0	0	0
Number of work-related fatalities	0	0	0
Lost days due to work injury	0	0	0
Rate of work-related fatalities	0	0	0

The Group also provides a designated private space in the office building to accommodate the needs of breastfeeding female employees. The implementation of such “Breastfeeding Friendly Workplace” measure demonstrate the Group’s commitment to the wellbeing of its female employees and their families.

Regular inspections and management review of health and safety have been performed to ensure the effectiveness of the policies and measures. During the year ended 31 December 2024, the Group was not aware of any material non-compliance with the Group’s Occupational Safety and Health Policy.

## DEVELOPMENT AND TRAINING

The Group strives to promote the long-term development of its employees by providing learning opportunities that would help broaden their skills set and allow them to further contribute to the success of the Group. Each department of the Group is responsible for determining the training needs of its employees. Any suggested applicable training courses arranged internally or by external service providers shall be submitted to the senior management of the Group for approval. Knowledge, skills and capacities of employees are vital to the continuous business growth and success of the Group. The Group ensures that all employees can fulfill the relevant requirements of their job duties in terms of education, training, technical and work experience. The Group also provides subsidies for continuing education where all permanent employees are entitled to annual funding for continued learning. The Group provides subsidies for further studies and examinations up to a maximum amount of HK\$5,000 per employee each calendar year.

# Environmental, Social and Governance Report

	2024	2023
<b>Percentage of employees trained by employee category and by gender</b>		
Middle management	2%	5%
Non-management	98%	95%
Male	46%	55%
Female	54%	45%
<b>Average training hours per employee by employee category and by gender</b>		
Middle management	0.1	0.3
Non-management	5.6	3.7
Male	2.3	2.2
Female	6.6	3.1

Note: The above represents the training provided or subsidised by the Group.

## LABOUR STANDARDS

Employment of staff by the Group must comply with the Employment Ordinance in Hong Kong and The Labor Code of The Philippines. The Group strictly complied with the relevant rules and regulations for the year ended 31 December 2024. The Group has a zero tolerance policy towards the use of forced labor and child labor in our business operations and regularly reviews the overall employment practices to avoid any potential violations or irregularities. Each employee is required to fill in a resume upon joining the Group. Should the employee falsify their identity or provide false personal particulars, the said employee would be considered to have committed a serious breach of the Group's rules and regulations and the Group will terminate employment according to the employment contract. Moreover, the Group regularly monitors information and data related to employment to prevent non-compliance with rules and regulations especially in relation to preventing child and forced labour.

## SUPPLY CHAIN MANAGEMENT

The Group did not have any supplier of goods or services which was specific to the business of the Group and which was required by the Group on a regular basis to enable the Group to continue to supply or service its customer during the year ended 31 December 2024. Nevertheless, the Group will continuously assess the business operation of the Group and reduce any possible negative impact of its business operations on the environment and society.

## PRODUCT RESPONSIBILITIES

Maintaining the high quality and standards of our products is crucial to the Group's sustainable development and a main contribution to the Group's success. Therefore, maintaining consistency in quality and precision of our products are the Group's major priorities. The newly developed or updated software products of the Group are subject to quality tests performed by our quality assurance team before release to the public. The Group also provides after-sales services such as software upgrades, maintenance services, email support, ticket support, remote trouble shooting, etc.

Not only is the Group on a quest to constantly deliver quality products and services to its clients, it also makes dedicated efforts to deal with complaints about its products and services. For instance, the Group has established procedures to handle complaints by appointing designated staffs to investigate complaint cases and implement corrective measures, with a view to prevent the reoccurrence of similar complaints.

# Environmental, Social and Governance Report

	2024	2023
<b>Number of products and service related complaints received</b>	<b>6</b>	<b>11</b>

During the year ended 31 December 2024, all complaints were properly handled and the Group was not aware of any material non-compliance with the relevant standards, rules and regulations. No products were subject to recalls for safety and health reasons during the year ended 31 December 2024.

The Group is aware of the importance to protect intellectual property rights. The IT Department is responsible for obtaining proper licenses for software, hardware and information the Group uses in its business operation. The Group also closely monitor the infringement actions in the market and regularly monitors its business operation to ensure that intellectual property rights are not being infringed upon. During the reporting period, there was no material infringement of any intellectual property rights by the Group.

For customer data protection and privacy policies, the Group strictly manages and protects the data collected from its business partners, customers, employees and suppliers to ensure their privacy and confidentiality are protected. The Group is committed to maintaining a secure environment to ensure the entirety of information being collected are kept confidential, and company servers and computers are protected with access passwords. The Group complies with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and strictly abide by the relevant laws and regulations in the collection, disclosure, usage, retention, and storage of data to ensure data integrity and safety.

## ANTI-CORRUPTION

The Group does not tolerate any form of corruption relating to bribery, extortion, fraud and money laundering. The Code of conduct on security of information & records (the "Code of Conduct") is clearly defined and included in the "Employee Handbook". Employees are required to take all reasonable care to safeguard the security of the Group's confidential information, and should not disclose the Company's activities, policies and operations without prior approval. Employees are required to adhere to the Code of Conduct and are prohibited to accept gifts and minor refreshments from any person who has an influence on the employee's business behavior. The Group has also established policies and procedures to deal with such corrupted practices or misconduct in its operation. The Group has whistleblowing procedures, encouraging employees to report any misconduct and dishonest behavior, such as bribery, fraud and other offences. The whistleblowing report received is directly escalated to the Chairman of the Group or the members of the Audit Committee via email. To prevent any retaliation against whistleblowers and to maintain the effectiveness of the mechanism, we treat every whistleblowing case with confidentiality and sensitivity. During the year ended 31 December 2024, the Group was not aware of any material non-compliance with the relevant standards, rules and regulations such as the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong). Also, there were no complaints or reports of any corruption or misconduct received in relation the Group or any of its staff.

# Independent Auditor's Report



TO THE SHAREHOLDERS OF AHSAY BACKUP SOFTWARE DEVELOPMENT COMPANY LIMITED

亞勢備份軟件開發有限公司

*(Incorporated in the Cayman Islands with limited liability)*

## Opinion

We have audited the consolidated financial statements of Ahsay Backup Software Development Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 51 to 109, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other 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 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") 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 Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. 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 HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have 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.

## Key audit matters

Key audit matters are those matters that, in our professional judgement, 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



# Independent Auditor's Report

## Key audit matter

Revenue from contracts with customers of online backup software and related services containing multiple performance obligations

During the year, the Group had certain bundled transactions under contracts with customers, covering the sale of software license rights packaged with free upgrades and maintenance services. Revenue recognition of such transactions involved significant judgements and estimates including the identification of performance obligations, such as including the software license right and upgrades and maintenance service elements in the contracts, and the allocation of the total transaction price to each performance obligation in the contracts.

If the stand-alone selling price of a software license right is not directly observable, the Group may estimate the stand-alone selling price using the residual method by reference to the total transaction price less the sum of the observable stand-alone selling prices of other goods or services promised in the contract if certain requirements are met.

The related disclosures about significant accounting judgements and estimates are included in note 3 to the consolidated financial statements.

## How our audit addressed the key audit matter

Our key audit procedures included, among others, the following:

- (i) obtaining an understanding of, assessing, and testing on a sample basis the Group's processes and key controls over recognising revenue from bundled transactions under contracts with customers, covering the sale of software license rights packaged with free upgrades and maintenance services, the identification of product and service elements and the determination of the relative stand-alone selling prices;
- (ii) evaluating the judgements and estimates made by the management in applying the residual method and assessing on a sample basis the validity of the observable stand-alone selling prices;
- (iii) re-performing management's allocation of transaction price to each performance obligation using the residual method; and
- (iv) engaging internal IT specialists to perform testing on a sample basis of the Group's relevant IT general controls and relevant IT application controls in relation to revenue recognition, including automated system calculations and system enforced access controls.

# Independent Auditor's Report

## Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than 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.

## Responsibilities of the directors 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 HKFRSs issued by the HKICPA 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## 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. Our report is made solely to you, as a body, 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 HKSAAs 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.

# Independent Auditor's Report

## Auditor's responsibilities for the audit of the consolidated financial statements (continued)

As part of an audit in accordance with HKSAAs, we exercise professional judgement 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.

# Independent Auditor's Report

## **Auditor's responsibilities for the audit of the consolidated financial statements (continued)**

From the matters communicated with the Audit Committee, 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.

The engagement partner on the audit resulting in this independent auditor's report is Kee Wendy Wing Shi.

### ***Ernst & Young***

Certified Public Accountants

27/F, One Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

14 March 2025

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	4	39,955	41,659
Cost of inventories sold		(322)	(47)
Other income	5	2,449	2,367
Other (losses) gains, net	6	(523)	1,982
Staff costs and related expenses	7	(29,032)	(29,869)
Other expenses	8	(14,482)	(13,578)
Finance costs	9	(120)	(245)
<b>(Loss) profit before tax</b>		<b>(2,075)</b>	2,269
Income tax (expense) credit	10	(112)	349
<b>(Loss) profit for the year</b>		<b>(2,187)</b>	2,618
Attributable to:			
Owners of the parent		(2,187)	2,644
Non-controlling interests		—	(26)
		<b>(2,187)</b>	2,618
<b>Other comprehensive (loss) income</b>			
<i>Other comprehensive (loss) income that may be reclassified to profit or loss in subsequent periods:</i>			
Exchange differences arising on translation of foreign operations		(802)	151
Reclassification adjustment of translation reserve upon deconsolidation of a subsidiary		—	(129)
Net other comprehensive (loss) income for the year		(802)	22
<b>Total comprehensive (loss) income for the year</b>		<b>(2,989)</b>	2,640
Attributable to:			
Owners of the parent		(2,989)	2,709
Non-controlling interests		—	(69)
		<b>(2,989)</b>	2,640
<b>(Loss) earnings per share attributable to ordinary equity holders of the parent</b>			
— Basic and diluted (HK cent)	13	(0.11)	0.13

# Consolidated Statement of Financial Position

At 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	14	6,113	7,297
Investment properties	15	2,775	2,932
Right-of-use assets	16	6,896	2,307
Equity investment designated at fair value through other comprehensive income	17	—	—
Deposits paid	18	418	—
Deferred tax assets	22	359	355
Total non-current assets		16,561	12,891
<b>CURRENT ASSETS</b>			
Inventories		14	—
Trade and other receivables	18	4,678	3,709
Tax recoverable		7	6
Bank balances and cash	19	54,885	62,337
Total current assets		59,584	66,052
<b>CURRENT LIABILITIES</b>			
Other payables and accruals	20	2,992	4,915
Contract liabilities	21	10,466	12,502
Lease liabilities	16	2,168	2,400
Tax payable		—	41
Total current liabilities		15,626	19,858
<b>NET CURRENT ASSETS</b>		<b>43,958</b>	<b>46,194</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>60,519</b>	<b>59,085</b>
<b>NON-CURRENT LIABILITIES</b>			
Contract and other liabilities	21	834	1,142
Lease liabilities	16	4,728	—
Deferred tax liabilities	22	22	19
Total non-current liabilities		5,584	1,161
<b>NET ASSETS</b>		<b>54,935</b>	<b>57,924</b>
<b>EQUITY</b>			
<b>Equity attributable to owners of the parent</b>			
Share capital	23	20,000	20,000
Reserves		34,935	37,924
Total equity		54,935	57,924

The consolidated financial statements on pages 51 to 109 were approved and authorised for issue by the Board of Directors on 14 March 2025 and are signed on its behalf by:

**CHONG SIU NING**  
CHAIRMAN

**CHONG SIU PUI**  
DIRECTOR

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

	Attributable to owners of the parent						Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Capital and other reserves HK\$'000 (Note i)	Asset revaluation reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000			
At 1 January 2023	20,000	72,435	3,395	535	(609)	(40,541)	55,215	(1,345)	53,870
Profit for the year	—	—	—	—	—	2,644	2,644	(26)	2,618
Other comprehensive income (loss) for the year									
Exchange differences arising on translation of foreign operations	—	—	—	—	194	—	194	(43)	151
Reclassification adjustment of translation reserve upon deconsolidation of a subsidiary (note 24(a))	—	—	—	—	(129)	—	(129)	—	(129)
Total comprehensive income (loss) for the year	—	—	—	—	65	2,644	2,709	(69)	2,640
Deconsolidation of a subsidiary (note 24(a))	—	—	702	—	—	(702)	—	1,414	1,414
At 31 December 2023 and 1 January 2024	<b>20,000</b>	<b>72,435*</b>	<b>4,097*</b>	<b>535*</b>	<b>(544)*</b>	<b>(38,599)*</b>	<b>57,924</b>	<b>—</b>	<b>57,924</b>
Loss for the year	—	—	—	—	—	(2,187)	(2,187)	—	(2,187)
Other comprehensive loss for the year									
Exchange differences arising on translation of foreign operations	—	—	—	—	(802)	—	(802)	—	(802)
Total comprehensive loss for the year	—	—	—	—	(802)	(2,187)	(2,989)	—	(2,989)
At 31 December 2024	<b>20,000</b>	<b>72,435*</b>	<b>4,097*</b>	<b>535*</b>	<b>(1,346)*</b>	<b>(40,786)*</b>	<b>54,935</b>	<b>—</b>	<b>54,935</b>

\* These reserve accounts comprise the consolidated reserves of HK\$34,935,000 (2023: HK\$37,924,000) in the consolidated statement of financial position.

Note:

i. Capital and other reserves comprise:

- (a) a debit amount of HK\$5,000 representing the difference between the fair value of the consideration paid in the amount of HK\$205,000 to Mrs. Chong Li Sau Fong, Mr. Chong Siu Pui, and Mr. Chong Siu Ning (the "Controlling Shareholders") and the carrying amount of HK\$200,000 of the net assets attributable to the 100% equity interests in CloudBacko Corporation ("CloudBacko BVI") and Ahsay Service Centre Limited ("ASCL"), upon transfer of the 100% equity interests in CloudBacko BVI and ASCL from the Controlling Shareholders in April 2015;
- (b) a credit amount of HK\$1,000,000 representing the difference between the par value of the share issued by Alpha Heritage Holdings Limited ("Alpha Heritage"), a wholly-owned subsidiary of the Company, and the share capital of Ahsay Systems Corporation Limited ("Ahsay HK"), upon transfer of the 100% equity interest in Ahsay HK to Alpha Heritage in May 2015;
- (c) a credit amount of HK\$2,000,000 representing the deemed capital contribution from the Controlling Shareholders with regard to a waiver of amounts due to shareholders in March 2015; and
- (d) a credit amount of HK\$1,102,000 representing the deemed capital contribution from the Controlling Shareholders upon disposal of the entire equity interest in Million Victory Investment Management Limited, a then subsidiary of the Group, to a related company controlled by the Controlling Shareholders in April 2015.

# Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
(Loss) profit before tax		(2,075)	2,269
Adjustments for:			
Interest income	5	(2,210)	(2,158)
Fair value loss on investment properties	6	—	16
Gain on deconsolidation of a subsidiary	6	—	(2,077)
Finance costs	9	120	245
Depreciation of property, plant and equipment	8	1,165	1,383
Depreciation of right-of-use assets	8	2,307	2,358
Write-down of inventories to net realisable value	8	—	16
Write-off of items of property, plant and equipment	8	1	—
Operating cash flows before movements in working capital		(692)	2,052
(Increase) decrease in inventories		(14)	48
(Increase) decrease in trade and other receivables and deposits paid		(934)	1,369
(Decrease) increase in other payables and accruals		(1,896)	495
Decrease in contract and other liabilities		(2,344)	(555)
Cash (used in) from operations		(5,880)	3,409
Income taxes paid, net		(155)	(195)
<b>NET CASH FLOWS (USED IN) FROM OPERATING ACTIVITIES</b>		<b>(6,035)</b>	<b>3,214</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of property, plant and equipment		(248)	(173)
Deconsolidation of a subsidiary		—	(17)
Interest received		1,690	2,123
Decrease in non-pledged time deposits with original maturity of more than three months when acquired		203	10,330
<b>NET CASH FLOWS FROM INVESTING ACTIVITIES</b>		<b>1,645</b>	<b>12,263</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Principal portion of lease payments	24(c)	(2,400)	(2,337)
Interest paid		(120)	(245)
<b>CASH FLOWS USED IN FINANCING ACTIVITIES</b>		<b>(2,520)</b>	<b>(2,582)</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(6,910)</b>	<b>12,895</b>
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>		<b>62,134</b>	<b>49,194</b>
<b>Effect of foreign exchange rate changes, net</b>		<b>(339)</b>	<b>45</b>
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>		<b>54,885</b>	<b>62,134</b>
<b>ANALYSIS OF BANK BALANCES AND CASH</b>			
Cash and cash equivalents as stated in the consolidated statement of cash flows		54,885	62,134
Non-pledged time deposits with original maturity of more than three months when acquired		—	203
Bank balances and cash as stated in the consolidated statement of financial position		54,885	62,337



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 1. GENERAL INFORMATION

Ahsay Backup Software Development Company Limited (the “Company”) is a publicly listed company incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is All Divine Investments Limited, a private company incorporated in the British Virgin Islands (the “BVI”) with limited liability; and, in the opinion of the directors, its ultimate holding company is Able Future Investments Limited, a private company incorporated in the BVI with limited liability. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of the principal place of business of the Company is 28th Floor, Ford Glory Plaza, 37 Wing Hong Street, Lai Chi Kok, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of online backup software solutions to clients via the internet.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

## 2. ACCOUNTING POLICIES

### 2.1 Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements have been prepared under the historical cost convention, except for investment properties and an equity investment which have been measured at fair value. These financial statements are presented in HK\$ and all values are rounded to the nearest thousand except when otherwise indicated.

#### *Basis of consolidation*

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of the subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.1 Basis of preparation (continued)

#### *Basis of consolidation (continued)*

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the translation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or accumulated losses, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

### 2.2 Changes in accounting policies and disclosures

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i>
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i>
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i>

The nature and the impact of the revised HKFRSs are described below:

- (a) Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of HKFRS 16, the amendments did not have any impact on the financial position or performance of the Group.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.2 Changes in accounting policies and disclosures (continued)

- (b) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 January 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

- (c) Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. As the Group does not have supplier finance arrangements, the amendments did not have any impact on the Group's financial statements.

### 2.3 Issued but not yet effective Hong Kong financial reporting standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these new and revised HKFRSs, if applicable, when they become effective.

HKFRS 18	<i>Presentation and Disclosure in Financial Statements</i> <sup>3</sup>
HKFRS 19	<i>Subsidiaries without Public Accountability: Disclosures</i> <sup>3</sup>
Amendments to HKFRS 9 and HKFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> <sup>2</sup>
Amendments to HKFRS 9 and HKFRS 7	<i>Contracts Referencing Nature-dependent Electricity</i> <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
Amendments to HKAS 21	<i>Lack of Exchangeability</i> <sup>1</sup>
<i>Annual Improvements to HKFRS Accounting Standards – Volume 11</i>	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2026

<sup>3</sup> Effective for annual/reporting periods beginning on or after 1 January 2027

<sup>4</sup> No mandatory effective date yet determined but available for adoption

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

HKFRS 18 replaces HKAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as HKAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 *Statement of Cash Flows*, HKAS 33 *Earnings per Share* and HKAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

HKFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other HKFRSs. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in HKFRS 10 *Consolidated Financial Statements*, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with HKFRSs. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply HKFRS 19. Some of the Company's subsidiaries are considering the application of HKFRS 19 in their specified financial statements.

Amendments to HKFRS 9 and HKFRS 7 clarify the date on which a financial asset or financial liability is derecognised and introduce an accounting policy option to derecognise a financial liability that is settled through an electronic payment system before the settlement date if specified criteria are met. The amendments clarify how to assess the contractual cash flow characteristics of financial assets with environmental, social and governance and other similar contingent features. Moreover, the amendments clarify the requirements for classifying financial assets with non-recourse features and contractually linked instruments. The amendments also include additional disclosures for investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. The amendments shall be applied retrospectively with an adjustment to opening retained profits (or other component of equity) at the initial application date. Prior periods are not required to be restated and can only be restated without the use of hindsight. Earlier application of either all the amendments at the same time or only the amendments related to the classification of financial assets is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

*Annual Improvements to HKFRS Accounting Standards — Volume 11* set out amendments to HKFRS 1, HKFRS 7 (and the accompanying *Guidance on implementing HKFRS 7*), HKFRS 9, HKFRS 10 and HKAS 7. Details of the amendments that are expected to be applicable to the Group are as follows:

- *HKFRS 7 Financial Instruments: Disclosures*: The amendments have updated certain wording in paragraph B38 of HKFRS 7 and paragraphs IG1, IG14 and IG20B of the *Guidance on implementing HKFRS 7* for the purpose of simplification or achieving consistency with other paragraphs in the standard and/or with the concepts and terminology used in other standards. In addition, the amendments clarify that the *Guidance on implementing HKFRS 7* does not necessarily illustrate all the requirements in the referenced paragraphs of HKFRS 7 nor does it create additional requirements. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- *HKFRS 9 Financial Instruments*: The amendments clarify that when a lessee has determined that a lease liability has been extinguished in accordance with HKFRS 9, the lessee is required to apply paragraph 3.3.3 of HKFRS 9 and recognise any resulting gain or loss in profit or loss. In addition, the amendments have updated certain wording in paragraph 5.1.3 of HKFRS 9 and Appendix A of HKFRS 9 to remove potential confusion. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- *HKFRS 10 Consolidated Financial Statements*: The amendments clarify that the relationship described in paragraph B74 of HKFRS 10 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor, which removes the inconsistency with the requirement in paragraph B73 of HKFRS 10. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.3 Issued but not yet effective Hong Kong financial reporting standards (continued)

- *HKAS 7 Statement of Cash Flows*: The amendments replace the term “cost method” with “at cost” in paragraph 37 of HKAS 7 following the prior deletion of the definition of “cost method”. Earlier application is permitted. The amendments are not expected to have any impact on the Group’s financial statements.

### 2.4. Material accounting policies

#### *Fair value measurement*

The Group measures its investment properties and equity Investment at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Revenue from contracts with customers*

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

#### *Contracts with multiple performance obligations (including allocation of the transaction price)*

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation (or distinct good or service) reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised good or service to the customer.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Revenue from contracts with customers (continued)*

##### *Output method*

The progress towards complete satisfaction of a performance obligation is measured based on the output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depicts the Group's performance in transferring control of goods or services.

The Group recognises revenue from the following major sources:

##### (a) *Software license sales (Note)*

The Group sells software licenses directly to its customers. The sale of a software license includes one-year free software upgrades and maintenance services. As a result, the sale of the software license is a contract with multiple performance obligations.

The revenue from software license sales includes software license sales and software upgrades and maintenance services, which are separately identifiable.

For software license sales, the Group considers the grant of license is a right to use the Group's intellectual property and the performance obligation is satisfied at a point in time at which the license is granted.

##### (b) *Software license leasing*

The Group earns revenue by leasing software products to its customers and the nature of the Group's performance obligation in software license leasing is considered to be a right to access the Group's intellectual property. The Group accounts for the software license leasing as a performance obligation satisfied over time.

##### *Variable consideration and "right to invoice" practical expedient*

Software license leasing is charged at a fixed contractual rate per unit volume of backup storage consumed by customers on which the Group has the right to consideration. Though the consideration is variable at the inception of the contracts, the volume information is readily available right after the usage.

The Group has applied the "right to invoice" practical expedient to recognise revenue as invoiced as the Group's right to payment is for an amount that corresponds directly with the value to the customer of the Group's performance to date.

##### (c) *Provision of software upgrades and maintenance services*

Revenue from the provision of unspecified software upgrades and maintenance services is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation, as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.

The transaction price allocated to these services is recognised as a contract liability on initial recognition and is released on a straight-line basis over the period of service.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### ***Revenue from contracts with customers (continued)***

##### *(d) Provision of other services*

The Group provides other services, which are mainly support services and courses, to customers. Support services are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the support services as the Group continues to provide the support services to the customer. Certain types of services are recognised at a point in time as performance obligation is satisfied at a point in time as services are rendered without future performance obligations.

##### *(e) Sale of hardware devices (Note)*

The Group sells hardware devices with subscription to certain information platform and provision of other services to customers. As a result, the sale of hardware device is a contract with multiple performance obligations.

Revenue from the sale of hardware devices is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the hardware devices.

The revenue from sale of hardware devices includes sale of hardware devices, subscription fees and provision of other services, which are separately identifiable.

##### *(f) Information sharing service income*

Revenue from the provision of information sharing services is recognised at a point in time as services are rendered without future performance obligations.

##### *(g) Subscription fees*

Annual subscription fees are recognised over time on a straight-line basis over the subscription period as the customers simultaneously receive and consume the benefits of goods and services provided by the Group.

Note:

#### *Contracts with multiple performance obligations (including allocation of the transaction price)*

The Group allocates the transaction price to each performance obligation (or distinct goods or services) on a relative stand-alone selling price basis. The stand-alone selling price of the distinct goods or services underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell an item of promised goods or services separately to a customer. The stand-alone selling prices of the software license right and hardware devices are not directly observable and hence, the Group estimates them using the residual method and the adjusted market assessment approach, respectively. Under the residual method, the Group estimates the stand-alone selling prices of the software license right by reference to the total contract consideration less the observable stand-alone selling prices of the software upgrade and maintenance services. Under the adjusted market assessment approach, the Group estimates the stand-alone selling prices of hardware devices with reference to the price that a customer in the market would be willing to pay for the goods or services. The transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Other income*

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

#### *Contract liabilities*

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the control of the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

#### *Foreign currencies*

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the exchange rate prevailing at the end of the reporting period. Income and expense items are translated at the exchange rates that approximate to those prevailing at the dates of the transactions. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates of the year.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### ***Borrowing costs***

Borrowing costs directly attributable to the acquisition, 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 profit or loss in the period in which they are incurred.

#### ***Employee benefits***

##### *Pension schemes*

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees based in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operates elsewhere other than in Hong Kong are required to participate in local pension schemes. These subsidiaries are required to contribute certain percentage of their payroll costs to these pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the respective pension schemes.

#### ***Income tax***

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit (loss) before tax" as reported in the consolidated statement of profit or loss and other comprehensive income because of the income or expense that is taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Income tax (continued)*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and the carryforward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### **Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Related parties*

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group 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 either 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 parent of the Group.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Property, plant and equipment*

Property, plant and equipment are stated in the consolidated statements of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimates accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Changes in value of a revalued property, plant and equipment are dealt with as movements in the asset revaluation reserve. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuation is transferred to retained profits as a movement in reserves.

#### *Investment properties*

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Investment properties (continued)*

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment" for owned property and/or accounts for such property in accordance with the policy stated under "Leases" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment" above.

#### **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### *Group as a lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### (a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

#### (b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### ***Leases (continued)***

##### *Group as a lessee (continued)*

##### (c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of car parking spaces and a motor vehicle (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

##### *Group as a lessor*

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease term and is included in other income in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised in profit or loss in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

#### ***Research and development expenditures***

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Impairment of non-financial assets*

At the end of the reporting period, the Group reviews the carrying amounts of its non-financial assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of non-financial assets is estimated individually, and when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Inventories*

Inventories represented finished goods. Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first out basis. Net realisable value represents the estimated selling price for inventories less all costs necessary to make the sales.

#### *Cash and cash equivalents*

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

#### *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

#### *Financial instruments*

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 *Revenue from contracts with customers* in accordance with policies set out for "Revenue from contracts with customers" above. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Financial instruments (continued)*

##### *Financial assets*

##### Classification of financial assets

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

Financial assets that meet the following conditions are subsequently measured at amortised cost or fair value through other comprehensive income:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

##### Subsequent measurement

##### Financial assets at amortised cost

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

##### Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Financial instruments (continued)*

##### *Financial assets (continued)*

##### Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“ECL”) on financial assets which are subject to impairment under HKFRS 9 (including trade receivables). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets is assessed collectively using a provision matrix with appropriate groupings based on its historical observed default rates which is adjusted for forward-looking estimates.

For all other instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, and the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor’s ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor’s ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 90 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying a significant increase in credit risk before the amount becomes past due.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Financial instruments (continued)*

##### *Financial assets (continued)*

##### Impairment of financial assets (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### *Financial instruments (continued)*

##### *Financial assets (continued)*

##### Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Where ECL is measured on a collective basis or catered for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the collective basis:

- Nature of financial instruments (i.e. the Group's trade and other receivables, and rental deposits paid are each assessed as a separate group);
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure that the constituents of each group continue to share similar credit risk characteristics.

##### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 2. ACCOUNTING POLICIES (continued)

### 2.4. Material accounting policies (continued)

#### ***Financial instruments (continued)***

##### *Financial liabilities and equity instruments*

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### Financial liabilities

After initial recognition, financial liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issued costs.

##### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

##### Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### ***Events after the reporting period***

If the Group receives information after the reporting period, but prior to the date of authorisation for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its financial statements, but will disclose the nature of the non-adjusting events and an estimate of their financial effects, or a statement that such an estimate cannot be made, if applicable.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### Judgements

The following are the significant judgements, apart from those involving estimation (see below), management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### ***Contracts with customers to sell products and services that contain multiple performance obligations***

The Group has entered into contracts with customers to sell its products and services that contain multiple performance obligations. For such contracts, significant assessments and interpretations may be required to determine the appropriate accounting, including the identification of performance obligations and the allocation of transaction prices among performance obligations in the arrangements, especially for products and services that are not sold separately. The Group applies significant judgement in the process based on the relevant circumstances.

For certain contracts with multiple promised goods or services and when the stand-alone selling price of one of the promised goods or services is unknown, the Group has determined it is appropriate to use the residual method to estimate the stand-alone selling price of a promised good or service as the difference between the total transaction price and the observable stand-alone selling prices of other promised goods or services in the contract if certain requirements are met. The Group applies significant judgement to determine the appropriateness of such method given the specific circumstances, based on, inter alia, the availability of information and historical transaction/pricing history and practice.

#### ***Presumption on fair value of investment properties recovered through sale***

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties is measured based on the expected manner as to how the properties will be recovered.

#### ***Classification between investment properties and owner-occupied properties***

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Judgements (continued)

#### *Deferred tax assets*

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The Group has total tax losses of HK\$58,777,000 (2023: HK\$55,621,000) carried forward, out of which HK\$1,472,000 (2023: HK\$1,800,000) was recognised as deferred tax assets. The remaining unrecognised tax losses related to subsidiaries that have a history of losses, have not expired, and may not be used to offset taxable income elsewhere in the Group. The subsidiaries have neither any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the remaining tax losses carried forward.

If the Group had been able to recognise all unrecognised deferred tax assets, the loss and equity would have respectively decreased/increased by HK\$9,468,000. Further details on deferred taxes are disclosed in note 22 to the consolidated financial statements.

#### **Estimation uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, which may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### *Estimation of fair value of investment properties*

Investment properties are stated at fair values. The fair value at the end of each reporting period was based on a valuation on these properties estimated by the directors or conducted by an independent firm of professionally qualified valuers using property valuation techniques which involve making assumptions on certain market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the gain or loss recognised in profit or loss.

As at 31 December 2024, the fair value of investment properties was HK\$2,775,000 (2023: HK\$2,932,000), details of which are included in note 15 to the consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Estimation uncertainty (continued)

#### *Impairment of non-financial assets*

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets with finite useful lives are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

#### *Leases — Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR 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 IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's standalone credit rating).

## 4. REVENUE AND SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker ("CODM"), for the purpose of resource allocation and assessment of segment performance, focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under HKFRS 8 *Operating Segments* are as follows:

Online backup software and related services segment	— Software license sales and leasing, provision of software upgrades and maintenance services and provision of other services
Information platform segment	— Provision of information sharing services and an analysis tool, sale of hardware devices and provision of other services

### Segment revenue and results

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 2.4. Segment results represent the (loss) profit from each segment without allocation of other income and other (losses) gains, net that are not directly attributable to the segment as disclosed in the table below. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 4. REVENUE AND SEGMENT INFORMATION (continued)

### Segment revenue and results (continued)

The following is an analysis of the Group's revenue and results by reportable and operating segment:

	For the year ended 31 December 2024			For the year ended 31 December 2023		
	Online backup software and related services HK\$'000	Information platform HK\$'000	Total HK\$'000	Online backup software and related services HK\$'000	Information platform HK\$'000	Total HK\$'000
<b>Segment revenue — External</b>						
Software license sales	1,746	—	1,746	2,124	—	2,124
Software license leasing	14,672	—	14,672	14,673	—	14,673
Software upgrades and maintenance services	17,044	—	17,044	18,412	—	18,412
Other services	1,065	430	1,495	1,079	526	1,605
Sale of hardware devices	—	236	236	—	36	36
Information sharing service income	—	26	26	—	38	38
Subscription fees	361	4,375	4,736	130	4,641	4,771
<b>Total revenue</b>	<b>34,888</b>	<b>5,067</b>	<b>39,955</b>	<b>36,418</b>	<b>5,241</b>	<b>41,659</b>
<b>Timing of revenue recognition</b>						
At a point in time	1,777	692	2,469	2,163	600	2,763
Over time	33,111	4,375	37,486	34,255	4,641	38,896
	<b>34,888</b>	<b>5,067</b>	<b>39,955</b>	<b>36,418</b>	<b>5,241</b>	<b>41,659</b>
<b>Segment (loss) profit</b>	<b>(4,885)</b>	<b>884</b>	<b>(4,001)</b>	<b>(3,228)</b>	<b>1,148</b>	<b>(2,080)</b>
Unallocated income and expenses						
Other income			2,449			2,367
Other (losses) gains, net			(523)			1,982
<b>(Loss) profit before tax</b>			<b>(2,075)</b>			<b>2,269</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 4. REVENUE AND SEGMENT INFORMATION (continued)

### Segment revenue and results (continued)

#### *Performance obligations*

Information about the Group's performance obligations is summarised below:

#### *Software license sales*

The performance obligation is satisfied at a point in time when the license is granted and payment is generally due from the date of billing.

#### *Software license leasing*

The performance obligation is satisfied over time and payment is generally due within 14-30 days from the date of billing, except for new customers, where payment in advance is normally required.

The Group uses the right to invoice practical expedient and determined not to disclose the amount of the remaining performance obligations for customer contracts as at the year end.

#### *Software upgrades and maintenance services and certain types of other services*

The performance obligation is satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Group and payment is generally due from the date of billing.

#### *Sale of hardware devices*

The performance obligation of the sale of hardware devices is satisfied at a point in time upon delivery of the hardware devices and payment is generally due from the date of billing.

#### *Information sharing service income and certain types of other services*

The performance obligation is satisfied at a point in time as services are rendered and payment is generally due from the date of billing.

#### *Subscription fees*

The performance obligation of subscription fees is satisfied over time on a straight-line basis over the subscription period as the customers simultaneously receive and consume the benefits of services provided by the Group and payment is generally due from the date of billing.

#### *Transaction price allocated to the remaining performance obligation for contracts with customers*

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2024 HK\$'000	2023 HK\$'000
Amounts expected to be recognised as revenue:		
Within one year	10,466	12,502
After one year	741	1,018
	<b>11,207</b>	13,520

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to software upgrades and maintenance services, of which the performance obligations are to be satisfied within two years.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 4. REVENUE AND SEGMENT INFORMATION (continued)

### Segment assets and liabilities

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

	At 31 December 2024			At 31 December 2023		
	Online backup software and related services HK\$'000	Information platform HK\$'000	Total HK\$'000	Online backup software and related services HK\$'000	Information platform HK\$'000	Total HK\$'000
<b>Reportable segment assets</b>						
Segment assets	20,373	887	21,260	15,801	805	16,606
Reconciliation:						
Unallocated assets						
Bank balances and cash			54,885			62,337
<b>Consolidated assets</b>			<b>76,145</b>			<b>78,943</b>
<b>Reportable segment liabilities</b>						
Segment liabilities	19,104	2,106	21,210	18,566	2,453	21,019

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than bank balances and cash that are managed on a group basis.
- all liabilities are allocated to operating segments.

### Other segment information

	For the year ended 31 December 2024			For the year ended 31 December 2023		
	Online backup software and related services HK\$'000	Information platform HK\$'000	Total HK\$'000	Online backup software and related services HK\$'000	Information platform HK\$'000	Total HK\$'000
Capital expenditure (Note)	248	—	248	173	—	173
Depreciation	3,463	9	3,472	3,728	13	3,741
Fair value loss on investment properties	—	—	—	16	—	16
Write-down of inventories to net realisable value	—	—	—	—	16	16
Write-off of items of property, plant and equipment	—	1	1	—	—	—

Note: Capital expenditure consists of additions to property, plant and equipment.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 4. REVENUE AND SEGMENT INFORMATION (continued)

### Non-current assets by geographical location

An analysis of the Group's non-current assets is presented based on the geographical location of the assets as detailed below:

	2024 HK\$'000	2023 HK\$'000
Hong Kong	7,311	3,101
Philippines	8,473	9,435
	15,784	12,536

Non-current assets exclude deposits paid and deferred tax assets.

### Revenue by geographical location

An analysis of the Group's revenue from external customers by geographical location, determined based on the locations of the customers, is detailed below:

	2024 HK\$'000	2023 HK\$'000
United States of America	7,009	7,280
Hong Kong	5,457	5,645
Others (Note)	27,489	28,734
	39,955	41,659

Note: Including other countries which individually contribute less than 10% of the total revenue of the Group for each respective year

### Information about major customers

There were no sales to a single customer contributing over 10% of the total revenue of the Group in both years.

## 5. OTHER INCOME

	2024 HK\$'000	2023 HK\$'000
Bank interest income	2,190	2,139
Interest income on refundable rental deposits	20	19
Rental income	144	117
Sundry income	95	92
	2,449	2,367

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 6. OTHER (LOSSES) GAINS, NET

	2024 HK\$'000	2023 HK\$'000
Foreign exchange differences, net	(523)	(79)
Fair value loss on investment properties	—	(16)
Gain on deconsolidation of a subsidiary (note 24(a))	—	2,077
	<b>(523)</b>	1,982

## 7. STAFF COSTS AND RELATED EXPENSES

	2024 HK\$'000	2023 HK\$'000
Directors' emoluments (note 11)	5,495	6,064
Other staff costs		
— Salaries, allowances and benefits in kind and performance bonus	22,558	22,913
— Retirement benefit scheme contributions (defined contribution scheme), excluding directors' retirement benefit scheme contributions*	541	576
Total directors' and staff costs	28,594	29,553
Staff-related expenses	438	316
Staff costs and related expenses	29,032	29,869
Research and development costs included in staff costs and related expenses	10,478	10,527

\* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions. As at 31 December 2024, the Group had no forfeited contributions available to reduce its contributions to the pension scheme in future years (2023: Nil).

## 8. OTHER EXPENSES

	2024 HK\$'000	2023 HK\$'000
Auditor's remuneration	860	860
Advertising and marketing expenses	1,412	432
Content acquisition cost	1,022	1,534
Charitable donations	271	5
Depreciation of property, plant and equipment	1,165	1,383
Depreciation of right-of-use assets	2,307	2,358
Electricity and water	446	433
Expenses related to short-term leases	151	106
Insurance expenses	712	627
Internet expenses	356	371
Legal and professional fees	1,221	1,421
Merchant credit card charges	1,268	1,259
Rates and property management fees	592	567
Web hosting expenses	778	648
Write-off of items of property, plant and equipment	1	—
Write-down of inventories to net realisable value	—	16
Others	1,920	1,558
	<b>14,482</b>	13,578

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 9. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interest expense on:		
Lease liabilities	120	238
Other borrowings	—	7
	<b>120</b>	<b>245</b>

## 10. INCOME TAX EXPENSE (CREDIT)

	2024 HK\$'000	2023 HK\$'000
Current — Hong Kong		
Charge for the year	119	136
Overprovision in prior years	(6)	(12)
	<b>113</b>	<b>124</b>
Deferred tax (note 22)	(1)	(473)
	<b>112</b>	<b>(349)</b>

The Group is not subject to any income tax in the Cayman Islands and the BVI pursuant to the rules and regulations in the respective jurisdictions.

Under the two-tiered profits tax rates regime, one of the subsidiaries of the Company is subject to Hong Kong profit tax at the rate of 8.25% for the first HK\$2 million of estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. Other Hong Kong subsidiaries of the Company are subject to Hong Kong profit tax at the rate of 16.5% for the years ended 31 December 2024 and 2023, respectively.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 10. INCOME TAX EXPENSE (CREDIT) (continued)

A reconciliation of the tax expense (credit) applicable to (loss) profit before tax at the statutory tax rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled and/or operate to the tax expense (credit) at the effective tax rates are as follows:

	2024 HK\$'000	2023 HK\$'000
(Loss) profit before tax	(2,075)	2,269
Tax at the Hong Kong statutory tax rate of 16.5%	(342)	374
Differences in tax rates enacted by local authorities	7	4
Tax effect of expenses not deductible for tax purposes	207	116
Tax effect of income not taxable for tax purposes	(344)	(740)
Tax effect of tax losses not recognised	607	206
Tax losses utilised from previous period	—	(200)
Tax effect of deductible temporary differences not recognised (utilised)	27	(50)
Overprovision in prior years	(6)	(12)
Income tax at the concessionary rate	(44)	(47)
Income tax expense (credit) for the year	112	(349)

## 11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the GEM Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance, is as follows:

	For the year ended 31 December 2024				
	Directors' fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonuses HK\$'000 (Note ii)	Retirement benefit scheme contributions HK\$'000	Total HK\$'000
<b>Executive directors</b>					
Chong King Fan	144	—	—	—	144
Chong Siu Pui (Note i)	144	2,049	20	18	2,231
Chong Siu Ning	144	2,362	20	18	2,544
<b>Non-executive director</b>					
Chong Siu Fan	144	—	—	—	144
	576	4,411	40	36	5,063
<b>Independent non-executive directors</b>					
Wong Cho Kei Bonnie	144	—	—	—	144
Wong Pui Man	144	—	—	—	144
Wong Yau Sing	144	—	—	—	144
	432	—	—	—	432
<b>Total directors' emoluments</b>	1,008	4,411	40	36	5,495

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION (continued)

	For the year ended 31 December 2023				Total HK\$'000
	Directors' fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related bonuses HK\$'000 (Note ii)	Retirement benefit scheme contributions HK\$'000	
<b>Executive directors</b>					
Chong King Fan	144	—	—	—	144
Chong Siu Pui (Note i)	144	1,999	333	18	2,494
Chong Siu Ning	144	2,304	384	18	2,850
<b>Non-executive director</b>					
Chong Siu Fan	144	—	—	—	144
	576	4,303	717	36	5,632
<b>Independent non-executive directors</b>					
Wong Cho Kei Bonnie	144	—	—	—	144
Wong Pui Man	144	—	—	—	144
Wong Yau Sing	144	—	—	—	144
	432	—	—	—	432
<b>Total directors' emoluments</b>	<b>1,008</b>	<b>4,303</b>	<b>717</b>	<b>36</b>	<b>6,064</b>

The executive directors', non-executive director's and independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries. There were no other emoluments payable to the independent non-executive directors during the year (2023: Nil).

Notes:

- i) Mr. Chong Siu Pui is also the chief executive of the Company and his emoluments disclosed above included those services rendered by him as the chief executive.
- ii) The performance related bonuses are determined by the Board of Directors of the Company (the "Board") based on the Group's performance for both years.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION (continued)

### Employees' remuneration

The five highest paid individuals with the highest emoluments in the Group included two directors for the year ended 31 December 2024 (2023: two), details of their emoluments are set out above. The remuneration for the remaining three individuals for the year ended 31 December 2024 (2023: three individuals) is as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries, allowances and benefits in kind	3,039	2,967
Performance bonus	60	495
Retirement benefit scheme contributions	54	54
	<b>3,153</b>	3,516

The number of the highest paid employees who are not directors of the Company whose emoluments fell within the following bands is as follows:

	No. of employees	
	2024	2023
Nil to HK\$1,000,000	1	1
HK\$1,000,001 to HK\$1,500,000	2	2
	<b>3</b>	3

During both years, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

## 12. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company for both years, nor has any dividend been proposed since the end of the reporting period.

## 13. (LOSS) EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic and diluted (loss) earnings per share attributable to ordinary equity holders of the parent is based on the following data:

	2024 HK\$'000	2023 HK\$'000
(Loss) profit for the year attributable to ordinary equity holders of the parent	<b>(2,187)</b>	2,644

	2024 '000	2023 '000
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted (loss) earnings per share calculation	<b>2,000,000</b>	2,000,000

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2024 and 2023.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 14. PROPERTY, PLANT AND EQUIPMENT

	Ownership interests in properties held for own use HK\$'000	Leasehold improvements HK\$'000	Furniture, fixtures and equipment HK\$'000	Motor vehicle HK\$'000	Total HK\$'000
COST					
At 1 January 2023	7,146	4,284	6,047	151	17,628
Additions	—	—	173	—	173
Write-off	—	—	(99)	—	(99)
Deconsolidation of a subsidiary (note 24(a))	—	—	(50)	—	(50)
Exchange realignment	71	12	9	—	92
<b>At 31 December 2023 and 1 January 2024</b>	<b>7,217</b>	<b>4,296</b>	<b>6,080</b>	<b>151</b>	<b>17,744</b>
<b>Additions</b>	<b>—</b>	<b>—</b>	<b>248</b>	<b>—</b>	<b>248</b>
<b>Write-off</b>	<b>—</b>	<b>—</b>	<b>(32)</b>	<b>—</b>	<b>(32)</b>
<b>Exchange realignment</b>	<b>(387)</b>	<b>(64)</b>	<b>(49)</b>	<b>—</b>	<b>(500)</b>
<b>At 31 December 2024</b>	<b>6,830</b>	<b>4,232</b>	<b>6,247</b>	<b>151</b>	<b>17,460</b>
ACCUMULATED DEPRECIATION					
At 1 January 2023	858	3,747	4,485	151	9,241
Provided for the year	314	252	817	—	1,383
Eliminated on write-off	—	—	(99)	—	(99)
Deconsolidation of a subsidiary (note 24(a))	—	—	(44)	—	(44)
Exchange realignment	(17)	(13)	(4)	—	(34)
<b>At 31 December 2023 and 1 January 2024</b>	<b>1,155</b>	<b>3,986</b>	<b>5,155</b>	<b>151</b>	<b>10,447</b>
<b>Provided for the year</b>	<b>315</b>	<b>223</b>	<b>627</b>	<b>—</b>	<b>1,165</b>
<b>Eliminated on write-off</b>	<b>—</b>	<b>—</b>	<b>(31)</b>	<b>—</b>	<b>(31)</b>
<b>Exchange realignment</b>	<b>(103)</b>	<b>(78)</b>	<b>(53)</b>	<b>—</b>	<b>(234)</b>
<b>At 31 December 2024</b>	<b>1,367</b>	<b>4,131</b>	<b>5,698</b>	<b>151</b>	<b>11,347</b>
CARRYING VALUES					
<b>At 31 December 2024</b>	<b>5,463</b>	<b>101</b>	<b>549</b>	<b>—</b>	<b>6,113</b>
At 31 December 2023	6,062	310	925	—	7,297

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 14. PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives as follows:

Ownership interests in properties held for own use	Building situated on leasehold land is depreciated over the shorter of the unexpired term of the lease and its estimated useful life, being no more than 50 years after the date of completion
Leasehold improvements	5 years
Furniture, fixtures and equipment	3 to 4 years
Motor vehicle	3 to 4 years

The Group's ownership interests in properties held for own use are held under a medium-term lease in the Philippines.

## 15. INVESTMENT PROPERTIES

	2024 HK\$'000	2023 HK\$'000
Carryings amount at 1 January	2,932	2,919
Net loss from a fair value adjustment	—	(16)
Exchange realignment	(157)	29
Carrying amount at 31 December	2,775	2,932

The investment properties are leased to third parties under an operating lease, details of which are included in note 16 to the consolidated financial statements.

The Group's investment properties consist of an office unit and two car parking spaces in the Philippines. The Group's investment properties were revalued on 31 December 2024 based on valuations performed by Concord-E Valuation Services, Inc., independent professionally qualified valuers, at HK\$2,775,000. Each year, management of the Group decide to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management of the Group have discussion with the valuer on the valuation assumptions and valuation results when the valuation is performed for annual financial reporting.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 15. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

Fair value measurement as at 31 December 2024 using				
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	Total HK\$'000
Recurring fair value measurement for: Office unit and car parks	—	—	2,775	2,775
Fair value measurement as at 31 December 2023 using				
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	Total HK\$'000
Recurring fair value measurement for: Office unit and car parks	—	—	2,932	2,932

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

The valuation of the investment properties were carried out by the independent professionally qualified valuers using the market approach. The significant unobservable inputs used in the valuation consisted of price per square meter in the range of PHP108,750 to PHP153,900 (2023: PHP127,941 to PHP171,140). A significant increase/(decrease) in the price per square meter would result in a significant increase/(decrease) in the fair value of the investment properties. In the opinion of the directors, the highest and best use of the property is its current use.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 16. LEASES

### The Group as a lessee

The Group has lease contracts for offices and a car parking space used in its operations. Leases of offices generally have lease terms between 1 and 3 years, while a car parking space generally has lease terms ranged from 1 to 3 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

#### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Office premises and a car parking space HK\$'000	Motor vehicle HK\$'000	Total HK\$'000
As at 1 January 2023	4,660	173	4,833
Depreciation charge	(2,353)	(5)	(2,358)
Deconsolidation of a subsidiary (note 24(a))	—	(168)	(168)
<b>As at 31 December 2023 and 1 January 2024</b>	<b>2,307</b>	<b>—</b>	<b>2,307</b>
<b>Additions — Lease modification</b>	<b>6,896</b>	<b>—</b>	<b>6,896</b>
<b>Depreciation charge</b>	<b>(2,307)</b>	<b>—</b>	<b>(2,307)</b>
<b>As at 31 December 2024</b>	<b>6,896</b>	<b>—</b>	<b>6,896</b>

On 29 November 2024, Ahsay HK as tenant, a wholly-owned subsidiary of the Company, and Assets Sino Investments (HK) Limited as landlord and a connected person of the Company, entered into a tenancy renewal agreement ("2nd Tenancy Renewal Agreement") in relation to the tenancy of certain office premises for a term of three years commencing from 1 January 2025 to 31 December 2027.

Monthly rental (exclusive of government rates, government rent and management fee) under the 2nd Tenancy Renewal Agreement amounted to HK\$209,000.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office premises and a car parking space                      3 years

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 16. LEASES (continued)

### The Group as a lessee (continued)

#### (b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	2024 HK\$'000	2023 HK\$'000
Carrying amount at 1 January	2,400	4,912
Additions — Lease modification	6,896	—
Accretion of interest recognised during the year	120	238
Payments	(2,520)	(2,575)
Deconsolidation of a subsidiary (note 24(a))	—	(175)
Carrying amount at 31 December	6,896	2,400
Analysed into:		
Current portion	2,168	2,400
Non-current portion	4,728	—
	6,896	2,400

The maturity analysis of lease liabilities is disclosed in note 27(c) to the consolidated financial statements.

#### (c) The amounts recognised in profit or loss in relation to leases are as follows:

	2024 HK\$'000	2023 HK\$'000
Interest on lease liabilities	120	238
Depreciation charge of right-of-use assets	2,307	2,358
Expense relating to short-term leases	151	106
Total amount recognised in profit or loss	2,578	2,702

### The Group as a lessor

The Group leases its investment properties (note 15) in Philippines under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was HK\$144,000 (2023: HK\$117,000).

At 31 December 2024 and 2023, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2024 HK\$'000	2023 HK\$'000
Within one year	170	115
After one year but within two years	98	71
	268	186



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 17. EQUITY INVESTMENT DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2024 HK\$'000	2023 HK\$'000
Unlisted equity investments, at fair value — Ahsay Korea Co. Ltd. ("Ahsay Korea")	—	—

The above equity investment was irrevocably designated at fair value through other comprehensive income as the Group considers this investment to be strategic in nature.

## 18. TRADE AND OTHER RECEIVABLES AND DEPOSITS PAID

	2024 HK\$'000	2023 HK\$'000
<b>Current assets</b>		
Trade receivables — aged within 30 days, based on the invoice date	1,697	1,864
Rental and utility deposits	163	641
Prepaid operating expenses and other receivables	2,818	1,204
<b>Total</b>	<b>4,678</b>	<b>3,709</b>
<b>Non-current assets</b>		
Deposits paid	418	—

The Group's trade receivables consist of receivables from customers and credit card companies. The Group's sales are generally made through the internet when payment is normally required before the delivery of software licenses, subscription and the provision of services. For software license leasing which charges the customers monthly license fees on a pay-as-you-go basis, the Group offers a credit period of 14–30 days to these customers.

Details of impairment assessment of trade and other receivables and deposits paid as at 31 December 2024 and 31 December 2023 are set out in note 27.

## 19. BANK BALANCES AND CASH

Bank balances carry interest at market rates which ranged from 0.25% to 4.96% (2023: 0.06% to 5.14%) per annum as at 31 December 2024 and 2023.

## 20. OTHER PAYABLES AND ACCRUALS

	2024 HK\$'000	2023 HK\$'000
Accrued staff costs and related expenses	1,633	3,586
Other payables and accrued operating expenses	1,359	1,329
<b>Total</b>	<b>2,992</b>	<b>4,915</b>

Other payables are non-interest bearing. The ageing of other payables was less than one year, based on the invoice date.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 21. CONTRACT AND OTHER LIABILITIES

	Note	2024 HK\$'000	2023 HK\$'000
Contract liabilities	(a)	11,207	13,520
Others		93	124
<b>Total</b>		<b>11,300</b>	13,644
Current		10,466	12,502
Non-current		834	1,142
		<b>11,300</b>	13,644

Note:

### (a) DETAILS OF CONTRACT LIABILITIES ARE AS FOLLOWS:

	31 December 2024 HK\$'000	31 December 2023 HK\$'000	1 January 2023 HK\$'000
<i>Advances received from customers</i>			
Software license sales	—	—	347
Software license leasing	186	461	756
Software upgrades and maintenance services	8,383	10,139	10,793
Other services	376	640	712
Information sharing service income	405	412	416
Subscription fees	1,857	1,868	2,054
<b>Total contract liabilities</b>	<b>11,207</b>	13,520	15,078

Contract liabilities include short-term advances received for software license sales, software license leasing, software upgrades and maintenance services, information sharing service income, subscription fees and other services. The decrease in contract liabilities in 2024 and 2023 was mainly due to the decrease in advances received from customers.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 21. CONTRACT AND OTHER LIABILITIES (continued)

The following table shows the amount of revenue recognised in the current year which relates to carried-forward contract liabilities.

Revenue recognised that was included in the contract liabilities balance at the beginning of the year	2024 HK\$'000	2023 HK\$'000
Software license leasing	461	756
Software upgrades and maintenance services	9,377	9,617
Other services	1,111	673
Information sharing service income	26	38
Subscription fees	1,527	1,503
	<b>12,502</b>	12,587

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

- **Trade and other deposits from customers and advances received for software upgrades and maintenance services**

When the Group receives a deposit before a service is rendered, this will give rise to a contract liability at the beginning of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit.

## 22. DEFERRED TAX ASSETS/LIABILITIES

The movements in deferred tax liabilities and assets during the year are as follows:

### Deferred tax liabilities

	Revaluation of properties HK\$'000	Depreciation allowance in excess of related depreciation HK\$'000	Total HK\$'000
At 1 January 2023	115	22	137
Credited to profit or loss	(3)	(3)	(6)
At 31 December 2023 and 1 January 2024	112	19	131
Charged to profit or loss	—	3	3
Gross deferred tax liabilities at 31 December 2024	112	22	134

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 22. DEFERRED TAX ASSETS/LIABILITIES (continued)

### Deferred tax assets

	Depreciation in excess of related depreciation allowance HK\$'000	Loss available for offsetting against future taxable profits HK\$'000	Total HK\$'000
As at 1 January 2023	—	—	—
Credited to profit or loss	170	297	467
At 31 December 2023 and 1 January 2024	170	297	467
Credited (charged) to profit or loss	58	(54)	4
Gross deferred tax assets at 31 December 2024	228	243	471

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2024 HK\$'000	2023 HK\$'000
Net deferred tax assets recognised in the consolidated statement of financial position	359	355
Net deferred tax liabilities recognised in the consolidated statement of financial position	(22)	(19)

The Group has tax losses arising in Hong Kong of approximately HK\$57,499,000 (2023: HK\$54,604,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits arising in Hong Kong of the companies in which the losses arose.

The Group has tax losses arising in Mainland China and Singapore of approximately HK\$87,000 (2023: HK\$115,000) and HK\$1,191,000 (2023: HK\$902,000), respectively, that will expire in one to five years and available indefinitely, respectively, for offsetting against future taxable profits.

Except for the recognised tax losses of HK\$1,472,000 (2023: HK\$1,800,000) arising in Hong Kong, deferred tax assets have not been recognised in respect of the above tax losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

## 23. SHARE CAPITAL

	Number of shares	Share capital HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 31 December 2023 and 31 December 2024	10,000,000,000	100,000
Issued:		
At 31 December 2023 and 31 December 2024	2,000,000,000	20,000

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 24. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Deconsolidation of a subsidiary

In February 2023, the Group entered into an agreement (“Shareholders Agreement”) with other shareholders of Ahsay Korea, a then 52.17%-owned subsidiary of the Company, to transfer the control of Ahsay Korea to other shareholders. Pursuant to the Shareholders Agreement, the Group ceased its rights to appoint any director and chairman of Ahsay Korea and ceased its rights to exercise any vote on Ahsay Korea. On the same date, the Group’s representatives had also resigned from the board of directors of Ahsay Korea. In the opinion of the directors, the Group had lost control over Ahsay Korea since then as the Group no longer had the ability to affect the returns of Ahsay Korea through its power over Ahsay Korea. Accordingly, Ahsay Korea ceased to be a subsidiary of the Group and recognised a gain on deconsolidation of a subsidiary of HK\$2,077,000 during the year ended 31 December 2023. The equity interest of Ahsay Korea was recognised as an equity investment at fair value through other comprehensive income.

The assets and liabilities of Ahsay Korea as at the date of loss of control were as follows:

	Note	HK\$'000
<b>Assets and liabilities deconsolidated:</b>		
Property, plant and equipment		6
Right-of-use asset		168
Deposits paid		42
Trade and other receivables		504
Bank balances and cash		17
Other payables and accruals		(728)
Contract liabilities		(1,308)
Lease liability		(175)
Other borrowings		(1,888)
Non-controlling interests		1,414
		(1,948)
Release of translation reserve		(129)
		(2,077)
Gain on deconsolidation of a subsidiary	6	2,077
Fair value of equity investment designated at fair value through other comprehensive income		—
Net cash outflow in respect of the deconsolidation of a subsidiary:		
Bank balances and cash deconsolidated		17

Furthermore, in December 2023, the Group had disposed 40,000 ordinary shares, representing 34.78% equity interest of Ahsay Korea, to an independent third party at a consideration of HK\$400. At the end of the reporting periods, the Group held 17.39% equity interest in Ahsay Korea (note 17).

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 24. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

### (b) Major non-cash transactions

During the year, the Group had non-cash lease modifications of right-of-use assets and lease liabilities of HK\$6,896,000 (2023: Nil) and HK\$6,896,000 (2023: Nil), respectively, in respect of lease arrangements for offices and a car parking space.

### (c) Changes in liabilities from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. A liability arising from financing activities is that for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Lease liabilities HK\$'000
At 1 January 2024	2,400
Additions	6,896
Changes from financing cash flows:	
Principal portion of lease payments	(2,400)
Interest paid	(120)
Accretion of interest recognised during the year	120
At 31 December 2024	6,896

	Lease liabilities HK\$'000	Other borrowings HK\$'000
At 1 January 2023	4,912	1,829
Changes from financing cash flows:		
Principal portion of lease payments	(2,337)	—
Interest paid	(238)	(7)
Deconsolidation of a subsidiary (note 24(a))	(175)	(1,888)
Accretion of interest recognised during the year	238	7
Foreign exchange movement	—	59
At 31 December 2023	2,400	—

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 24. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

### (d) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

	2024 HK\$'000	2023 HK\$'000
Within operating activities	151	106
Within financing activities	2,520	2,575
	<b>2,671</b>	2,680

## 25. RETIREMENT BENEFIT SCHEME

The Group operates a Mandatory Provident Fund Scheme ("MPF Scheme") for all qualifying employees in Hong Kong. Contributions from employers and employees are 5% each of the employee's relevant income. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. During the current year, the retirement benefit scheme contributions arising from the MPF Scheme charged to profit or loss were HK\$577,000 (2023: HK\$612,000).

## 26. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the prior year.

The capital structure of the Group consists of issued share capital, share premium and reserves.

The directors of the Company review the capital structure from time to time. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 27. FINANCIAL INSTRUMENTS

### a. Categories of financial instruments

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

#### Financial assets

	Financial assets at amortised cost		Financial assets at fair value through other comprehensive income — Equity investment		Total	
	2024	2023	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Financial assets included in trade and other receivables/ deposits paid	3,565	2,550	—	—	3,565	2,550
Bank balances and cash	54,885	62,337	—	—	54,885	62,337
Equity investments designated at fair value through other comprehensive income	—	—	—	—	—	—
	<b>58,450</b>	64,887	—	—	<b>58,450</b>	64,887

#### Financial liabilities

	Financial liabilities at amortised cost	
	2024	2023
	HK\$'000	HK\$'000
Financial liabilities included in other payables and accruals	1,359	1,329
Lease liabilities	6,896	2,400
	<b>8,255</b>	3,729



# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 27. FINANCIAL INSTRUMENTS (continued)

### b. Fair value and fair value hierarchy of financial instruments

Management has assessed that the fair values of financial assets included in trade and other receivables, deposits paid, bank balances and cash and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments or the effect of discounting is not material.

The fair values of the non-current portion of deposits paid have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair value of unlisted equity investments included in equity investment designated at fair value through other comprehensive income have been estimated using adjusted net asset method and are classified under Level 3 of the fair value hierarchy as the valuation involved significant unobservable inputs. The valuation requires the directors to make estimates about the fair value of the assets and liabilities of the underlying entity. An increase in net assets of the underlying entity will increase the fair value of the unlisted equity investments.

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 for financial assets.

Liabilities measured at fair value:

There were no financial liabilities measured at fair value as at 31 December 2024 and 2023.

### c. Financial risk management objectives and policies

The risks associated with the Group's financial instruments include market risk (interest rate risk and currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure that appropriate measures are implemented in a timely and effective manner.

#### **Market risks**

The Group's activities expose it primarily to the financial risks of changes in interest rates and foreign currency exchange rates. Details of each type of market risks are described as follows:

#### *(i) Interest rate risk management*

No sensitivity analysis was prepared for bank balances as the financial impact arising from changes in interest rates was minimal due to limited changes in interest rate.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 27. FINANCIAL INSTRUMENTS (continued)

### c. Financial risk management objectives and policies (continued)

#### **Market risks (continued)**

##### (ii) Currency risk

The Group has transactional currency exposures. Such exposures mainly arise from revenue generated and/or costs and expenses incurred by operating units in currencies other than the Group's operating units' functional currencies. The Group does not use any derivative contracts to hedge against its exposure to currency risk. The directors of the Company manage currency risk by closely monitoring the movement of the foreign currency exchange rates and considering hedging significant foreign currency exposure should such need arise.

The carrying amounts of the Group's monetary assets denominated in currencies other than the Group's operating units' functional currencies at the end of the reporting period are mainly denominated in US\$. As HK\$ is pegged to the US\$ within a narrow band, the Group does not expect any significant movements in the US\$/HK\$ exchange rate. Accordingly, management considers that the Group's foreign currency risk exposure to US\$ is not significant.

#### **Credit risk and impairment assessment**

As at 31 December 2024 and 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arose from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each financial asset at the end of the reporting period to ensure that adequate impairment losses are recognised for irrecoverable amounts. Furthermore, the Group performs impairment assessment under the ECL model upon application of HKFRS 9 on trade balances based on a provision matrix.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 27. FINANCIAL INSTRUMENTS (continued)

### c. Financial risk management objectives and policies (continued)

#### *Credit risk and impairment assessment (continued)*

The credit risk on bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

To manage the risk arising from other receivables and deposits paid, the Group only transacts with reputable parties that have no default history and have a strong capacity to meet its contractual cash flow obligations in the near term. The credit risk on other receivables and deposits paid are limited because the counterparties are individuals with high internal credit ratings assessed by management. Management has assessed that the expected credit losses for other receivables and rental deposits paid are not significant.

As at 31 December 2024 and 2023, trade receivables consisted of a large number of customers, spread across diverse industries and geographical areas. There was no single customer contributing over 10% of the total trade receivables of the Group. The Group does not have any other significant concentration of credit risk. The directors of the Company closely monitor the subsequent settlements of the customers. In this regard, the directors of the Company consider that the Group's credit concentration risk is significantly mitigated.

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its customers because there is a large number of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. As at 31 December 2024 and 2023, the trade receivables are current and not past due. The assessed expected credit losses was minimal, given there was no history of significant defaults from customers and the impact from forward-looking estimate was insignificant. The grouping is regularly reviewed by management to ensure that relevant information about specific debtors is updated.

During the year ended 31 December 2024, no impairment allowance for trade receivables is provided based on the provision matrix (2023: Nil).

#### Maximum exposure and year-end staging as at 31 December 2024

	12-month	Lifetime ECLs			Total
	ECLs	Stage 1	Stage 2	Stage 3	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Trade receivables	—	—	—	1,697	1,697
Financial assets included in other receivables and deposits paid					
— Normal *	1,868	—	—	—	1,868
Bank balances and cash					
— Not yet past due	54,885	—	—	—	54,885
	<b>56,753</b>	—	—	<b>1,697</b>	<b>58,450</b>

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 27. FINANCIAL INSTRUMENTS (continued)

### c. Financial risk management objectives and policies (continued)

#### Credit risk and impairment assessment (continued)

Maximum exposure and year-end staging as at 31 December 2023

	12-month ECLs		Lifetime ECLs		Total HK\$'000
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Simplified approach HK\$'000	
Trade receivables	—	—	—	1,864	1,864
Financial assets included in other receivables and deposits paid					
— Normal *	686	—	—	—	686
Bank balances and cash					
— Not yet past due	62,337	—	—	—	62,337
	63,023	—	—	1,864	64,887

\* The credit quality of financial assets included in other receivables and deposits paid is considered as “normal” when it is not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

#### Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group’s operations and mitigate the effects of fluctuations in cash flows.

The following tables detail the Group’s remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

	Repayable on demand or less than		Total HK\$'000
	1 year HK\$'000	1 to 5 years HK\$'000	
<b>As at 31 December 2024</b>			
Financial liabilities included in other payables and accruals	1,359	—	1,359
Lease liabilities	2,508	5,016	7,524
	3,867	5,016	8,883
<b>As at 31 December 2023</b>			
Financial liabilities included in other payables and accruals	1,329	—	1,329
Lease liabilities	2,520	—	2,520
	3,849	—	3,849

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 28. SHARE OPTION SCHEME

Pursuant to the Company's share option scheme (the "Scheme") adopted on 4 September 2015 for the primary purpose of providing incentives or rewards to eligible persons for their contribution or potential contribution to the Group. Eligible persons include, but are not limited to, the Group's shareholders, directors, employees, business partners, customers and suppliers.

The Board may grant options to subscribe for shares in the Company at a price determined by its Board, but the price shall not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (ii) the average closing price per share as stated in the Stock Exchange's daily quotation sheet for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share on such date of grant.

Without prior approval from the Company's shareholders, the total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, and the number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

The Scheme will remain in force for a period of ten years from the date of its adoption. Options granted may be accepted within 21 business days from the date of grant. A consideration of HK\$1 is payable on the acceptance of the offer of grant of an option. An option is exercisable on the date when the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the options.

No options have been granted during both years under the Scheme. There were no options outstanding under the Scheme as at 31 December 2024 and 2023.

## 29. RELATED PARTY TRANSACTIONS

### (a) Transactions with a related party:

The Group entered into the following significant transactions with a related party during the year:

Name of related company	Nature of transactions	2024 HK\$'000	2023 HK\$'000
Assets Sino Investments (HK) Limited*	Lease payments	2,520	2,520

\* Assets Sino Investments (HK) Limited is under common control of certain shareholders and directors of the Company, and hence, it is a related party of the Group.

This related party transaction also constituted connected transactions as defined in Chapter 20 of the GEM Listing Rules.

### (b) Compensation of key management personnel:

The remuneration of key management, including all directors and the chief executive whose emoluments have been set out in note 11, during the year is as follows:

	2024 HK\$'000	2023 HK\$'000
Short-term benefits	8,558	9,490
Post-employment benefits	90	90
	8,648	9,580

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 30. PARTICULARS OF SUBSIDIARIES

Particulars of the subsidiaries held by the Company at 31 December 2024 and 2023 are as follows:

Name of subsidiary	Place of incorporation/ registration/ operation	Issued and fully paid-up share capital/ registered capital	Attributable equity interest held by the Group		Principal activities
			2024	2023	
Ahsay Systems Corporation Limited	Hong Kong	Ordinary shares HK\$1,000,000	100%	100%	Investment holding and provision of online backup software solutions to clients via the internet
Ahsay Systems Corporation (SG) Pte. Ltd.	Singapore	Ordinary shares SGD100,000	100%	100%	Provision of online backup software solutions to clients via the internet
亞勢軟件(重慶)有限公司 Ahsay Systems Corporation (Chongqing) Limited#	Mainland China	Registered capital RMB100,000	100%	100%	Inactive
Alpha Heritage Holdings Limited*	BVI	Ordinary share US\$1	100%	100%	Investment holding
Apex Ace Investments Limited*	BVI	Ordinary share US\$1	100%	100%	Investment holding
Ahsay Service Centre Limited	Hong Kong	Ordinary shares HK\$3,700,000	100%	100%	Provision of services to a fellow subsidiary through the branch office in the Philippines
Ahsay Investments Limited	Hong Kong	Ordinary shares HK\$1	100%	100%	Inactive
Ahsay Operation Centre Limited	Hong Kong	Ordinary shares HK\$310,000	100%	100%	Provision of services to a fellow subsidiary through the representative office in the Philippines
CloudBacko Corporation	BVI/Hong Kong	Ordinary shares US\$10	100%	100%	Provision of online backup software solution to clients via the internet
Hekman Limited	BVI	Ordinary shares US\$10	100%	100%	Investment holding
Kintips Limited	Hong Kong	Ordinary shares HK\$10,000	100%	100%	Provision of information sharing services and an analysis tool, sale of hardware devices, and provision of other services

\* Except for these subsidiaries which are directly held by the Company, the subsidiaries are indirectly-held subsidiaries of the Company.

# Registered as a wholly-foreign-owned enterprise under PRC law.

None of the subsidiaries had issued any debt securities at the end of both years.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

## 31. FINANCIAL INFORMATION OF THE COMPANY STATEMENT OF FINANCIAL POSITION

	2024 HK\$'000	2023 HK\$'000
<b>CURRENT ASSETS</b>		
Amounts due from subsidiaries	79,412	79,497
Receivables, deposits and prepayments	156	156
Bank balances and cash	54	52
	<b>79,622</b>	79,705
<b>CURRENT LIABILITIES</b>		
Amounts due to a subsidiary	521	445
	<b>521</b>	445
<b>NET ASSETS</b>	<b>79,101</b>	79,260
<b>CAPITAL AND RESERVES</b>		
Share capital	20,000	20,000
Reserves	59,101	59,260
	<b>79,101</b>	79,260

### RESERVES

	Share premium HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2023	72,435	(13,016)	59,419
Loss and other comprehensive loss for the year	—	(159)	(159)
<b>At 31 December 2023 and 1 January 2024</b>	<b>72,435</b>	<b>(13,175)</b>	<b>59,260</b>
<b>Loss and other comprehensive loss for the year</b>	<b>—</b>	<b>(159)</b>	<b>(159)</b>
<b>At 31 December 2024</b>	<b>72,435</b>	<b>(13,334)</b>	<b>59,101</b>

# Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements, is set out below:

	<b>Year ended 31 December</b>				
	<b>2024</b>	2023	2022	2021	2020
	<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Results</b>					
Revenue	<b>39,955</b>	41,659	44,882	47,874	54,838
Net (loss) profit for the year	<b>(2,187)</b>	2,618	(2,312)	(16,129)	(4,451)
	<b>As at 31 December</b>				
	<b>2024</b>	2023	2022	2021	2020
	<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Assets and liabilities</b>					
Total assets	<b>76,145</b>	78,943	81,506	86,206	99,432
Total liabilities	<b>(21,210)</b>	(21,019)	(27,636)	(29,940)	(26,480)
Total equity	<b>54,935</b>	57,924	53,870	56,266	72,952

Note:

The summary above does not form part of the audited consolidated financial statements.