

Set out below is the text of a report set out on pages II-1 to II-57, received from the Company reporting accountants, McMillan Woods (Hong Kong) CPA Limited, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this circular.



ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION OF AOMI CORPORATION AND ITS SUBSIDIARIES TO THE DIRECTORS OF ELATE HOLDINGS LIMITED

Introduction

We report on the historical financial information of AOMI Corporation (the "Target Company") and its subsidiaries (collectively referred to as the "Target Group") set out on pages II-4 to II-57, which comprises the combined statements of financial position of the Target Group as at 31 December 2023, 2024 and 2025 and 30 April 2026 and the statement of financial position of the Target Company as at 31 December 2025 and 30 April 2026; the combined statements of profit or loss, the combined statements of profit or loss and other comprehensive income, the combined statements of changes in equity and the combined statements of cash flows of the Target Group for each of the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2026 (the "Track Record Period"), and material accounting policy information and other explanatory information (together, the "Historical Financial Information"). The Historical Financial Information set out on pages II-4 to II-57 forms an integral part of this report, which has been prepared for inclusion in the circular of Elate Holdings Limited (the "Company") dated 30 October 2026 (the "Circular") in connection with the very substantial acquisition of 69% issued shares of the Target Company and very substantial disposal of Multiple Up Point and gold bullion as consideration.

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2 to the Historical Financial Information, and for such internal control as the directors of the Target Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

The financial statements of the Target Group for the Track Record Period (the "Underlying Financial Statements"), on which the Historical Financial Information is based, were prepared by the directors of the Target Company. The directors of the Target Company are responsible for the preparation of the Underlying Financial Statements that give a true and fair view in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and for such internal control as the directors of the Target Company determine is necessary to enable the preparation of the Underlying Financial Statements that are free from material misstatement, whether due to fraud or error.

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 "Accountants' Reports on Historical Financial Information in Investment Circulars" as issued by the HKICPA. This standard requires that we comply with ethical requirements and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involves performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of the risks of material misstatement, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information in order to design procedures appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Target Group as at 31 December 2023, 2024 and 2025 and 30 April 2026 and the financial position of the Target Company as at 31 December 2025 and 30 April 2026, and of the Target Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information.

Review of stub period comparative financial information

We have reviewed the stub period comparative financial information of the Target Group which comprises the unaudited combined statement of profit or loss, the combined statement of profit or loss and other comprehensive income, the combined statement of changes in equity and combined statement of cash flows for the four months ended 30 April 2025 and other explanatory information (the "Stub Period Comparative Financial Information"). The directors of the Company are responsible for the preparation and presentation of the Stub Period Comparative Financial Information in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information.

Our responsibility is to express a conclusion on the Stub Period Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" as issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Stub Period Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page 1 have been made.

Dividends

We refer to Note 14 of the Historical Financial Information, which states that no dividend was declared or paid by the Target Company in respect of the Track Record Period.

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

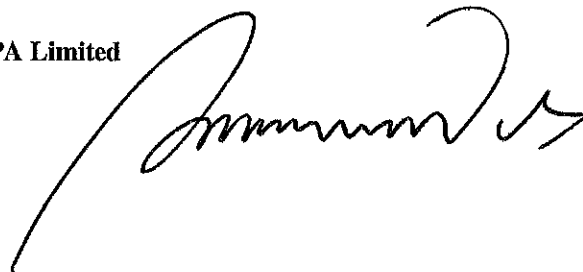
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30 October 2026



APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

HISTORICAL FINANCIAL INFORMATION OF THE TARGET GROUP

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The Underlying Financial Statements, on which the Historical Financial Information is based, were audited by McMillan Woods (Hong Kong) CPA Limited in accordance with Hong Kong Standards on Auditing as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

The Historical Financial Information is presented in Macau Patacas ("MOP") and, unless otherwise stated, all values are rounded to the nearest thousand ("MOP'000").

COMBINED STATEMENTS OF PROFIT OR LOSS

		Year ended 31 December			Four months ended	
		2023	2024	2025	30 April 2025	2026
	NOTES	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
					(unaudited)	
Revenue	6	322,022	344,822	368,695	116,383	129,943
Cost of sales		(183,038)	(188,615)	(205,077)	(66,745)	(76,164)
Gross profit		138,984	156,207	163,618	49,638	53,779
Selling and marketing expenses		(70,947)	(71,821)	(83,641)	(27,027)	(27,710)
Research and development expenses		(18,432)	(24,412)	(9,312)	(6,654)	(5,244)
General and administrative expenses		(31,863)	(30,344)	(37,525)	(10,666)	(12,032)
Other income, gains and losses, net	8	175	765	508	64	837
Finance costs	9	(891)	(1,020)	(747)	(294)	(112)
Impairment loss on financial assets, net	33	(1,309)	(3,574)	—	—	—
Profit before taxation		15,717	25,801	32,901	5,061	9,518
Income tax expense	10	—	(303)	(42)	—	—
Profit for the year/period		15,717	25,498	32,859	5,061	9,518

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	Year ended 31 December			Four months ended	
				30 April	
	2023	2024	2025	2025	2026
NOTES	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				<i>(unaudited)</i>	
Profit/(loss) for the year/period					
attributable to					
Equity shareholders of the					
Target Company	15,754	25,946	31,881	4,817	8,700
Non-controlling interests	(37)	(448)	978	244	818
	<u>15,717</u>	<u>25,498</u>	<u>32,859</u>	<u>5,061</u>	<u>9,518</u>

COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Year ended 31 December			Four months ended	
				30 April	
	2023	2024	2025	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				<i>(unaudited)</i>	
Profit for the year/period	15,717	25,498	32,859	5,061	9,518
Other comprehensive (expense)/income					
<i>Items that may be reclassified subsequently to</i>					
<i>profit or loss:</i>					
Exchange differences on translation of					
foreign operations	(14)	(63)	123	(15)	387
Total comprehensive income for the year/period	<u>15,703</u>	<u>25,435</u>	<u>32,982</u>	<u>5,046</u>	<u>9,905</u>
Total comprehensive income/(expense) for					
the year/period attributable to					
Equity shareholders of the Target Company	15,741	25,891	31,988	4,803	9,041
Non-controlling interests	(38)	(456)	994	243	864
	<u>15,703</u>	<u>25,435</u>	<u>32,982</u>	<u>5,046</u>	<u>9,905</u>

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

COMBINED STATEMENTS OF FINANCIAL POSITION

		As at 31 December			As at 30 April
		2023	2024	2025	2026
	NOTES	MOP'000	MOP'000	MOP'000	MOP'000
NON-CURRENT ASSETS					
Property, plant and equipment	15	1,290	549	264	261
Right-of-use assets	16	344	5,309	3,351	2,709
Long-term prepayments	20	536	1,971	1,890	1,526
Loan to a related party	21	–	–	16,614	16,614
Intangible assets	17	11,497	10,031	14,784	16,414
Total non-current assets		13,667	17,860	36,903	37,524
CURRENT ASSETS					
Inventories	18	504	537	780	975
Trade receivables	19	10,061	5,435	5,368	4,530
Other receivables, deposits and prepayments	20	4,087	5,499	4,872	7,630
Amounts due from related parties	21	12,347	12,832	6,569	10,105
Cash and cash equivalents	22	17,197	32,512	40,348	58,095
Total current assets		44,196	56,815	57,937	81,335
CURRENT LIABILITIES					
Trade payables	23	41,187	38,938	40,349	38,892
Other payables and accrued liabilities	24	19,623	18,821	25,034	34,289
Amounts due to related parties	21	4,177	2,351	4,483	5,465
Bank borrowings	26	17,815	20,047	6,835	3,495
Contract liabilities	25	14,886	11,881	16,276	25,596
Lease liabilities	16	381	1,967	2,035	1,783
Total current liabilities		98,069	94,005	95,012	109,520
Net current liabilities		(53,873)	(37,190)	(37,075)	(28,185)
Total assets less current liabilities		(40,206)	(19,330)	(172)	9,339

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

		As at 31 December			As at 30
		2023	2024	2025	April
	NOTES	MOP'000	MOP'000	MOP'000	MOP'000
NON-CURRENT LIABILITIES					
Bank borrowings	26	350	–	–	–
Lease liabilities	16	–	3,428	1,424	1,030
Total non-current liabilities		350	3,428	1,424	1,030
NET (LIABILITIES)/ASSETS		(40,556)	(22,758)	(1,596)	8,309
EQUITY					
Share capital	27	1,013	1,013	–	–
Reserves		(41,212)	(22,958)	(1,777)	7,264
Equity attributable to owners of the					
Target Company		(40,199)	(21,945)	(1,777)	7,264
Non-controlling interests		(357)	(813)	181	1,045
TOTAL EQUITY		(40,556)	(22,758)	(1,596)	8,309

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

STATEMENTS OF FINANCIAL POSITION OF THE TARGET COMPANY

		31 December 2025	30 April 2026
	<i>NOTES</i>	<i>MOP'000</i>	<i>MOP'000</i>
NON-CURRENT ASSET			
Investments in subsidiaries	29	1,000	1,000
Total non-current asset		1,000	1,000
CURRENT LIABILITY			
Amounts due to related parties	21	1,106	1,125
Total current liability		1,106	1,125
Net current liabilities		(1,106)	(1,125)
NET LIABILITIES		(106)	(125)
EQUITY			
Share capital	27	–	–
Reserves		(106)	(125)
TOTAL EQUITY		(106)	(125)

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ACCOUNTANT'S REPORT OF THE TARGET GROUP

COMBINED STATEMENTS OF CHANGES IN EQUITY

	Share capital MOP'000	Other reserve MOP'000	Capital reserve MOP'000	Share premium MOP'000	Statutory reserve MOP'000	Exchange reserve MOP'000	Accumulated losses MOP'000	Subtotal MOP'000	Non- controlling interest MOP'000	Total MOP'000
	Note 27	Note 28	Note 28	Note 28	Note 28	Note 28	Note 28		Note 29	
At 1 January 2023	1,013	(6,199)	-	59,159	-	232	(100,736)	(46,531)	(918)	(47,449)
Profit/(loss) for the year	-	-	-	-	-	-	15,754	15,754	(37)	15,717
Exchange differences on translation of foreign operation	-	-	-	-	-	(13)	-	(13)	(1)	(14)
Total comprehensive income/(expense)	-	-	-	-	-	(13)	15,754	15,741	(38)	15,703
Change in equity interests in subsidiaries without change of control	-	306	-	-	-	-	-	306	599	905
Deemed distribution to controlling shareholder	-	(9,715)	-	-	-	-	-	(9,715)	-	(9,715)
At 31 December 2023	1,013	(15,608)	-	59,159	-	219	(84,982)	(40,199)	(357)	(40,556)

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	Share capital MOP'000 Note 27	Other reserve MOP'000 Note 28	Capital reserve MOP'000 Note 28	Share premium MOP'000 Note 28	Statutory reserve MOP'000 Note 28	Exchange reserve MOP'000 Note 28	Accumulated losses MOP'000 Note 28	Subtotal MOP'000	Non- controlling interest MOP'000 Note 29	Total MOP'000
At 1 January 2024	1,013	(15,608)	-	59,159	-	219	(84,982)	(40,199)	(357)	(40,556)
Profit for the year	-	-	-	-	-	-	25,946	25,946	(448)	25,498
Exchange differences on translation of foreign operation	-	-	-	-	-	(55)	-	(55)	(8)	(63)
Total comprehensive income/(expense)	-	-	-	-	-	(55)	25,946	25,891	(456)	25,435
Deemed contribution by controlling shareholder	-	99	-	-	-	-	-	99	-	99
Deemed distribution to controlling shareholder	-	(7,736)	-	-	-	-	-	(7,736)	-	(7,736)
At 31 December 2024	1,013	(23,245)	-	59,159	-	164	(59,036)	(21,945)	(813)	(22,758)

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	Share capital MOP'000	Other reserve MOP'000	Capital reserve MOP'000	Share premium MOP'000	Statutory reserve MOP'000	Exchange reserve MOP'000	Accumulated losses MOP'000	Subtotal MOP'000	Non-controlling interest MOP'000	Total MOP'000
	Note 27	Note 28	Note 28	Note 28	Note 28	Note 28	Note 28		Note 29	
At 1 January 2025	1,013	(23,245)	-	59,159	-	164	(59,036)	(21,945)	(813)	(22,758)
Profit for the year	-	-	-	-	-	-	31,881	31,881	978	32,859
Exchange differences on translation of foreign operation	-	-	-	-	-	107	-	107	16	123
Total comprehensive income	-	-	-	-	-	107	31,881	31,988	994	32,982
Transferred to statutory reserve	-	-	-	-	12	-	(12)	-	-	-
Arising from group reorganisation	(1,013)	-	59,172	(59,159)	-	-	-	(1,000)	-	(1,000)
Deemed distribution to controlling shareholder	-	(10,820)	-	-	-	-	-	(10,820)	-	(10,820)
At 31 December 2025	-	(34,065)	59,172	-	12	271	(27,167)	(1,777)	181	(1,596)

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	Share capital MOP'000 Note 27	Other reserve MOP'000 Note 28	Capital reserve MOP'000 Note 28	Share premium MOP'000 Note 28	Statutory reserve MOP'000 Note 28	Exchange reserve MOP'000 Note 28	Accumulated losses MOP'000 Note 28	Subtotal MOP'000	Non- controlling interest MOP'000 Note 29	Total MOP'000
At 1 January 2026	-	(34,065)	59,172	-	12	271	(27,167)	(1,777)	181	(1,596)
Profit for the period	-	-	-	-	-	-	8,700	8,700	818	9,518
Exchange differences on translation of foreign operation	-	-	-	-	-	341	-	341	46	387
Total comprehensive income	-	-	-	-	-	341	8,700	9,041	864	9,905
At 30 April 2026	-	(34,065)	59,172	-	12	612	(18,467)	7,264	1,045	8,309
At 1 January 2025	1,013	(23,245)	-	59,159	-	164	(59,036)	(21,945)	(813)	(22,758)
Profit for the period	-	-	-	-	-	-	4,817	4,817	244	5,061
Exchange differences on translation of foreign operation	-	-	-	-	-	(14)	-	(14)	(1)	(15)
Total comprehensive (expense)/income	-	-	-	-	-	(14)	4,817	4,803	243	5,046
Deemed distribution to controlling shareholder	-	(1,547)	-	-	-	-	-	(1,547)	-	(1,547)
At 30 April 2025 (unaudited)	1,013	(24,792)	-	59,159	-	150	(54,219)	(18,689)	(570)	(19,259)

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COMBINED STATEMENTS OF CASH FLOWS

		Year ended 31 December			Four months ended	
		2023	2024	2025	2025	2026
	Note	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
					(unaudited)	
Net cash generated from operating activities	34	<u>14,392</u>	<u>28,873</u>	<u>49,711</u>	<u>11,080</u>	<u>25,901</u>
Cash flows from investing activities						
Purchases of items of property, plant and equipment		(1,148)	(391)	(10)	--	(64)
Proceeds from disposal of property, plant and equipment		--	671	--	--	--
Purchase of intangible assets		(4,007)	--	(5,647)	--	(1,516)
Bank interest received		21	47	36	8	57
Advance to related parties		<u>(3,193)</u>	<u>(3,726)</u>	<u>(10,293)</u>	<u>(5,800)</u>	<u>(3,219)</u>
Net cash used in investing activities		<u>(8,327)</u>	<u>(3,399)</u>	<u>(15,914)</u>	<u>(5,792)</u>	<u>(4,742)</u>
Cash flows from financing activities						
Proceeds from bank borrowings		18,333	27,222	72,505	12,568	14,278
Repayments of bank borrowings		(8,299)	(25,105)	(85,979)	(17,674)	(17,829)
Interest paid on borrowings		(842)	(827)	(568)	(169)	(69)
Advance from related parties		1,248	2,351	1,718	1,048	982
Repayment to related parties		(2,806)	(4,157)	(586)	(584)	--
Deemed distribution to a shareholder		(10,315)	(7,637)	(10,820)	(1,547)	--
Payment of interest on lease liabilities		(49)	(193)	(179)	(125)	(43)
Payment of principal portion of lease liabilities		<u>(872)</u>	<u>(1,845)</u>	<u>(1,978)</u>	<u>(652)</u>	<u>(680)</u>
Net cash used in financing activities		<u>(3,602)</u>	<u>(10,191)</u>	<u>(25,887)</u>	<u>(7,135)</u>	<u>(3,361)</u>

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	Year ended 31 December			Four months ended	
	2023	2024	2025	2025	2026
<i>Note</i>	<i>MOP'000</i>	<i>MOP'000</i>	<i>MOP'000</i>	<i>MOP'000</i>	<i>MOP'000</i>
				<i>(unaudited)</i>	
Net increase/(decrease) in cash and cash equivalents	2,463	15,283	7,910	(1,847)	17,799
Cash and cash equivalents at the beginning of the year/period	14,655	17,197	32,512	32,512	40,348
Effect of changes in foreign exchange rates	<u>79</u>	<u>32</u>	<u>(74)</u>	<u>(46)</u>	<u>(51)</u>
Cash and cash equivalents at end of the year/period	<u>17,197</u>	<u>32,512</u>	<u>40,348</u>	<u>30,619</u>	<u>58,095</u>
Analysis of cash and cash equivalents					
Cash and bank balances	<i>22</i> <u>17,197</u>	<u>32,512</u>	<u>40,348</u>	<u>30,619</u>	<u>58,095</u>

NOTES TO THE HISTORICAL FINANCIAL INFORMATION**1. GENERAL INFORMATION**

Pursuant to the announcement dated 15 October 2026 (the "Announcement"), Cityhill Limited (the "Purchaser"), a direct wholly-owned subsidiary of Elate Holdings Limited (the "Company"), entered into a sale and purchase agreement to conditionally acquire 69% of the issued share capital of AOMI Corporation (the "Target Company") from Han Carvestone International Limited (the "Vendor") (the "Proposed Acquisition").

The Target Company was incorporated in the Cayman Islands as an exempted company on 15 September 2025 and is an investment holding company. Its registered office is situated at Governors Square, 23 Lime Tree Bay Avenue, P.O. Box 30746, Seven Mile Beach, Grand Cayman, KY1-1203 Cayman Islands.

The Target Company and its subsidiaries, excluding equity interests of 100% in Profit One Investment Limited, Citysearch Technology (HK) Company Limited, Celebrity Chef Catering Management Limited and AgriJoy Catering Management Company Limited held by the Target Company (together, the "Excluded Companies"), operate an online-to-offline local consumer-services platform through the self-developed AOMI App (together, the "Target Group"). The platform connects restaurants and other merchants, consumers and delivery riders. Its principal services include food ordering and delivery, mobile-supermarket and other retail sales, home-delivery services, technology services and brand-promotion/online-marketing services. Particulars of the subsidiaries of the Target Group included in the preparation of the Historical Financial Information are set out in Note 29.

In the preparation for the Proposed Acquisition, the Target Group underwent the group reorganisation for the years ended 31 December 2023, 2024 and 2025, which mainly involved (a) setting up the Target Company as holding company, and (b) the acquisition of the Macao E-Media Development Company Limited by the Target Company.

Scientific Energy, Inc. was considered to be the ultimate holding company of the Target Company. During the period ended 30 April 2026, Scientific Energy, Inc. has disposed its entire interest in AOMI Corporation to Han Carvestone International Limited, which is ultimately controlled by Mr. Liu Yuehai ("Mr. Liu").

The Historical Financial Information is presented in Macau Pataca ("MOP"), being the presentation currency and selected for inclusion in the Circular. The functional currency of the Target Company is MOP.

2. BASIS OF PREPARATION AND PRESENTATION OF HISTORICAL FINANCIAL INFORMATION**2.1 Basis of preparation**

The business of the Target Group formed part of the larger group of the Target Company and its subsidiaries (the "Overall Group").

Pursuant to the group reorganisation, the Target Company became the holding company of the entities now comprising the Overall Group on 15 September 2025. The Overall Group's business is mainly conducted through the subsidiaries as set out in Note 29. Immediately prior to the group reorganisation, Macao E-Media Development Company Limited had acted as the immediate holding company for the subsidiaries as set out in Note 29.

For the purpose of preparation and presentation of the Historical Financial Information, only the assets and liabilities, and the results of the Target Group are included, and those of the Excluded Companies are excluded (i.e. a "carve-out" basis), as compared with the assets and liabilities, and the results of the Overall Group prepared on a consolidated basis.

Management of the Target Group is of the view that it is more appropriate to present the Historical Financial Information of the Target Group during the Track Record Period on a "carve-out" basis, rather than to present the financial information of the Overall Group on a consolidated basis, due to the following reasons:

- The principal activities of the Excluded Companies were primarily provision of catering services in Hong Kong. The Target Company is in the process of disposing of the Excluded Companies. The businesses of the Excluded Companies have been separately managed and financially controlled.
- There are clearly identifiable assets, liabilities, revenue and expenditures of the Target Group and of the Excluded Companies respectively.

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- It is practicable to identify the historical financial information attributable to the Target Group's business given that the accounting books and records of the Target Group are maintained separately from the accounting books and records of the Excluded Companies.
- The Excluded Companies do not form part of the assets to be acquired by the Company under the Proposed Acquisition and hence its historical financial information is not relevant to the trading record of the business proposed to be acquired. The Company's management believes that presenting the consolidated financial information of the Overall Group, which would include the results of Excluded Companies that are not the subject of the Proposed Acquisition, would provide irrelevant and potentially misleading financial information to the users of the Historical Financial Information.
- Presenting the Historical Financial Information of the Target Group on a "carve-out" basis would provide more direct and relevant information to the users of the Historical Financial Information.

No significant adjustments or allocations of expenses for adoption of a "carve-out" basis were made in the Historical Financial Information.

For the purpose of the Proposed Acquisition, the Historical Financial Information of the Target Group has been prepared and presented on "carve-out" basis as if the Excluded Companies were excluded in preparing the Historical Financial Information throughout the Track Record Period.

The Historical Financial Information has been prepared in accordance with applicable HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the accounting policies have been consistently applied throughout the Track Record Period. The financial statements have been prepared on a historical cost basis.

2.2 Adoption of the going concern basis

The Target Group had net current liabilities of MOP53,873,000, MOP37,190,000, MOP37,075,000 and MOP28,185,000 as at 31 December 2023, 31 December 2024, 31 December 2025 and 30 April 2026, respectively. These events and conditions indicate the existence of a material uncertainty which may cast significant doubt about the Target Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business.

Despite currently being in a net current liabilities position, the directors of the Target Group, after careful evaluation, believe that the Target Group possesses sufficient financial resources to support its daily operations and meet future obligations. This assessment is based on the following factors:

- The Target Group's profitable business segments continue to generate stable cash inflows;
- The Target Group maintains good relationships with multiple financial institutions, providing access to standby bank financing and other financing arrangements; and
- Management of the Target Group has developed and is implementing measures to further enhance liquidity, including optimising working capital, maintaining prudent control over capital expenditure, and ensuring continued access to available unutilised banking facilities.

Based on the above factors, the directors of the Target Group are confident that the Target Group can continue to operate on a going concern basis, with no material uncertainties affecting its ability to do so. Accordingly, the combined financial statements continue to be prepared on a going concern basis.

3. ADOPTION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

3.1 Amended standards adopted by the Target Group

For the purpose of preparing the Historical Financial Information, the Target Group has adopted all applicable new and amended standards consistently throughout the Track Record Period, except for new standards, amendments and interpretations that are not yet effective.

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3.2 New standards and amendments issued but not yet effective

		Effective for annual periods beginning on or after
HKFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
HKFRS 19 and its amendments	Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency	1 January 2027
Amendments to HKAS 28	Amendments to the Fair Value Option for Investments in Associates and Joint Ventures	1 January 2027
Amendments to HK Int 5 (Revised)	Presentation of Financial Statements-Classification by the Borrower of a Term Loan that contains a Repayment on Demand Clause	1 January 2027
HKFRS 20	Regulatory Assets and Regulatory Liabilities	1 January 2029
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

HKFRS 18 will replace HKAS 1 and introduce specified categories and subtotals in the statement of profit or loss, disclosures of management-defined performance measures and enhanced aggregation/disaggregation requirements. The Target Group is assessing the detailed presentation and disclosure impact. Except for HKFRS 18 and subject to the Target Group's eligibility for HKFRS 19, the directors do not presently anticipate that the above pronouncements will have a material impact on the Target Group's financial position or performance.

4. MATERIAL ACCOUNTING POLICY INFORMATION

4.1 Basis of combination

A subsidiary (excluding the Excluded Companies) is an entity, directly or indirectly, controlled by the Target Group. The Target Group controls an entity when the Target Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Target Group has power over the entity, only substantive rights relating to the entity (held by the Target Group and others) are considered.

The Target Group includes the income and expenses of a subsidiary in the Historical Financial Information from the date it gains control until the date when the Target Group ceases to control the subsidiary (excluding the Excluded Companies).

Intercompany balances and transactions, and any unrealised income and expenses arising from intercompany transactions are eliminated in preparing the Historical Financial Information.

Non-controlling interests represent the equity in a subsidiary (excluding Excluded Companies) not attributable directly or indirectly to the Target Company, and in respect of which the Target Group has not agreed any additional terms with the holders of those interests which would result in the Target Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the combined statements of financial position within equity, separately from the equity attributable to the equity shareholders of the Target Company. Non-controlling interests in the results of the Target Group are presented on the face of the combined statements of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Target Company.

In the Target Company's statements of financial position, investment in a subsidiary is carried at cost less any impairment loss (note 4.6). The results of the subsidiary (excluding the Excluded Companies) are accounted for by the Target Company on the basis of dividends received and receivable at each reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Target Company's profit or loss.

4.2 Foreign currencies

Transactions entered into by each of the Target Group's entities in currencies other than the currency of the primary economic environment in which it operates (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Target Group (i.e. MOP) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of the reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve. Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Target Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

4.3 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss, if applicable. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

Depreciation is calculated on the straight-line basis to write off the cost of each asset over its estimated useful life. The principal annual rates used for this purpose are as follows:

Furniture, fixtures and computers 20% – 31.67%

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the profit or loss in the year in which the item is derecognised.

4.4 Intangible assets and development expenditure

4.4.1 Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives as follows. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Software 10 years

4.4.2 Internally-generated intangible assets – research and development expenditure

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 recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

4.5 Leases

4.5.1 Accounting as a lessee

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

Right-of-use assets

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

Right-of-use assets in which the Target Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Lease liability

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

The lease payments include: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Target Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

4.6 Impairment of non-financial assets

Assets that have an indefinite useful life, for example intangible under development, are not subject to amortisation and are tested annually for impairment. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Target Group determines at each reporting date whether there is any objective evidence that non-financial assets are impaired. An impairment loss is recognised in the profit or loss for the amount by which an asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffer impairment are reviewed for possible reversal of the impairment at each reporting date.

4.7 Financial instruments

4.7.1 Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Target Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Debt instruments

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- 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 on the principal amount outstanding.

All the Target Group's financial assets are subsequently measured at amortised cost.

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

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4.7.2 Impairment loss on financial assets

The Target Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Target Group is exposed to credit risk.

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

The Target Group has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Target Group has established a provision matrix that is based on the Target Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

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

The Target Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, unless reasonable and supportable information demonstrates otherwise.

The Target Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Target Group in full, without recourse by the Target Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due, unless reasonable and supportable information demonstrates otherwise.

Despite the foregoing, the Target Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- it has a low risk of default,
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Target Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there are no past due amounts.

The Target 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 2 years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Target 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.

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Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non-credit-impaired financial assets interest income is calculated based on the gross carrying amount.

4.7.3 Financial liabilities

The Target Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade payables, other payables and accruals and lease liabilities are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4.7.4 Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

4.7.5 Equity instruments

Equity instruments issued by the Target Company are recorded at the proceeds received, net of direct issue costs.

4.7.6 Derecognition

The Target Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired.

4.8 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to insignificant risk of changes in value.

4.9 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

4.10 Revenue recognition

Revenues are principally comprised of delivery services, commission, online marketing services and other services and sales. The Target Group recognises revenues when or as the control of the promised goods or services is transferred to the customers, netting of value-added taxes ("VAT"), if any. Depending on the terms of the contracts and the laws that apply to the contracts, if control of the promised goods or services is transferred over time, revenues are recognised over the period of the contracts by reference to the progress towards complete satisfaction of those performance obligations. Otherwise, revenues are recognised at a point in time when the customers obtain control of the promised goods or services.

In arrangements with multiple distinct performance obligations, total consideration is allocated to each performance obligation based on its relative standalone selling price ("SSP"). The Target Group generally determines the SSP based on the prices charged to customers. Relevant information will be taken into consideration when more than one SSP for individual performance obligation exists. If the SSP is not directly observable, it is estimated based on adjusted market assessment approach or cost plus a margin, depending on the availability of observable information.

The Target Group evaluates whether it acts as a principal or an agent to determine whether it is appropriate to record the gross amount of revenues and related costs, or the net amount earned as commission. The Target Group is a principal if it controls the specified goods or services before being transferred to the customers. Generally, a principal is the primary obligor, has latitude in establishing the selling price, or is subject to inventory risks. Otherwise, the Target Group is an agent to arrange for goods or services to be provided by other parties.

Delivery services

The Target Group provides on-demand delivery services to certain merchants and transacting users (collectively as the "Delivery services Customers") as a principal. Delivery services revenue is recognised at the time when the on-demand delivery services are provided and is determined based on the fees charged to the Delivery services Customers, netting of any possible transacting users incentives which are not in exchange for a distinct good or service to the Target Group.

Commission

The Target Group uses resources to arrange for the provision of the specified goods or services by merchants or third-party partners (collectively as the "Commission Customers") in the Target Group's online marketplaces. Service fees charged to the Commission Customers, primarily determined as a percentage of respectively relevant transaction amount, are recognised as commission revenue upon the completion of the underlying goods or services provided by the Commission Customers to the transacting users.

The advance payments from the transacting users are initially recorded in "Contract liabilities". Once the commission revenue is recognised, the amounts to be remitted to the Commission Customers are recorded in "Trade payables".

Online marketing services

The Target Group provides various online marketing services primarily to merchants in the Target Group's online marketplaces or through the third-party marketing affiliate programmes, including but not limited to pay for performance marketing services on which the merchants are charged through market-based mechanism based on effective clicks on certain information, display marketing services that allow merchants to place promotion information online, and other value-added marketing services under an annual plan.

Revenue from performance-based marketing services is recognised when relevant specified performance measures are fulfilled. Revenues from display-based and other value-added marketing services are recognised ratably over the contractual service period. The online marketing services revenue is recorded on a gross basis when the Target Group is the principal in the respective arrangements.

In general, the merchants need to make advance payments for most of the online marketing services which is primarily recorded in "Contract liabilities".

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Other services and sales

The Target Group recognises the other services and sales revenue on a gross basis when acting as a principal or on a net basis when acting as an agent. Revenue recognition occurs upon transferring control of goods to customers or rendering the respective services. In this process, the Target Group nets any transacting user incentives that aren't exchanged for a distinct good or service. Other services and sales revenue primarily comprises (i) sales of goods, (ii) rental services of power banks.

Customer loyalty programme

The Target Group operates a loyalty programme where the customers accumulate the award points from their purchase which entitle them to redeem award points for discounts or in exchange for merchandise in future. The fair value of the consideration received or receivable is allocated between the goods or services supplied and the award points granted. The consideration allocated to the award points is measured by reference to the fair value of the awards for which they could be redeemed. Revenue from the award points is recognised when the award points are redeemed or expired. Contract liabilities are recognised until the award points are redeemed by the award points holders or expired. The sales discounts is recognised and net to the revenue.

Government subsidies

Subsidies from the government are recognised at their fair value where there is a reasonable assurance that the subsidies will be received and the Target Group will comply with all attached conditions. Under these circumstances, the subsidies are recognised as income or matched with the associated costs which the subsidies are intended to compensate.

Contract balances

When either party to a contract has fulfilled the obligation, the Target Group presents the contract in the consolidated statement of financial position as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

A contract asset is the Target Group's right to consideration in exchange for goods and services that the Target Group has transferred to a customer. A receivable is recorded when the Target Group has an unconditional right to consideration, if only the passage of time is required before payment of that consideration is due.

If a customer pays consideration or the Target Group has a right to an amount of consideration that is unconditional, before the Target Group transfers goods or services to the customer, the Target Group presents the contract liability when the payment is made, or a receivable is recorded (whichever is earlier). A contract liability is the Target Group's obligation to transfer goods or services to a customer for which the Target Group has received consideration (or an amount of consideration is due) from the customer. The Target Group's contract liabilities mainly arise from the online marketing services and from the transacting users for specified goods or services by Commission Customers.

Contract costs include incremental costs of obtaining a contract and costs to fulfil a contract with the customers. The contract costs are amortised using a method which is consistent with the pattern of recognition of the respective revenues.

Practical expedients and exemptions

The transaction price allocated to the performance obligations that are unsatisfied, or partially unsatisfied, has not been disclosed, as substantially all the Target Group's contracts with customers have a duration of 1 year or less.

4.11 Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits and do not give rise to equal taxable and deductible temporary differences, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Target 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 and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

4.12 Employee benefits

Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

Defined contribution retirement plan

The Target Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities. The Target Group's liability in respect of these plans is limited to the contributions payable in each period. The Target Group's contributions to these plans are expensed as incurred. Assets of the plans are held and managed by government authorities and are separated from those of the Target Group. During the reporting period, no forfeited contributions had been used by the Target Group to reduce the existing level of contributions.

4.13 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Target Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4.14 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting that are used to make strategic decision provided to the chief operating decision-maker (the "CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the directors of the Target Group that makes strategic decisions.

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Target Group's accounting policies, the directors of the Target Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. In the future, actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

5.1 Stand-alone selling price consideration for the customer loyalty programme

As disclosed in Note 4.10, the consideration allocated to the award points is measured by reference to the fair value of the awards for which they could be redeemed. The Target Group determines the stand-alone selling price of award points under customer loyalty programme with reference to the Target Group's historical experience on the utilisation of award point. Estimates of stand-alone selling price of award points are sensitive to changes in circumstances and the Target Group's past experience may not be representative of the actual outcome in the future.

5.2 Principal versus agent considerations

Determining whether the Target Group is acting as a principal or as an agent in the provision of certain goods or services to its customers requires judgement and consideration of all relevant facts and circumstances. In evaluation of the Target Group's role as a principal or an agent, the Target Group considers, including but not limited to, individually or in combination, whether the Target Group (i) controls the specified good or service before it is transferred to the customer, (ii) is primarily responsible for fulfilling the contract, (iii) is subject to inventory risk, and (iv) has discretion in establishing prices.

5.3 Research and development expenses

Development expenses incurred on the AOMI apps are capitalised and deferred only when the Target Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, the intention to complete and the ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development.

Development expenses which do not meet these criteria are expensed when incurred.

Management of the Target Group will assess the progress of each of the research and development projects and determine the criteria met for capitalisation. All research expenses were expensed when incurred during the Track Record Period.

6. REVENUE

An analysis of the Target Group's revenue for the year/period is as follows:

	Year ended 31 December			Four months ended	
	2023	2024	2025	30 April 2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(unaudited)	
Revenue from contracts with customers					
within the scope of HKFRS 15					
Commission	157,900	168,484	197,401	62,721	75,346
Delivery services	76,998	84,571	101,730	32,508	39,063
Online marketing services	43,823	52,909	50,224	18,101	15,510
Other services and sales	43,301	38,858	19,340	3,053	24
Total revenue	322,022	344,822	368,695	116,383	129,943

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

	Year ended 31 December			Four months ended 30 April	
	2023 MOP'000	2024 MOP'000	2025 MOP'000	2025 MOP'000 (unaudited)	2026 MOP'000
Timing of revenue recognition					
At a point in time	268,569	284,279	314,079	97,130	112,747
Over time	53,453	60,543	54,616	19,253	17,196
Total revenue	322,022	344,822	368,695	116,383	129,943

7. SEGMENT REPORTING

The following are the Target Group's reportable segments under HKFRS 8 "Operating Segments":

- Commission
- Delivery services
- Online marketing services
- Other services and sales

CODM monitors the results of the Target Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. The profit or loss in each segment reported to CODM is measured as cost of revenues deducted from its revenues. Certain unallocated items are not allocated to each segment as they are not directly relevant to the operating results used in the performance measurement and resource allocation by the CODM.

No segment assets and liabilities are presented as they were not regularly provided to the CODM for the purpose of performance assessment and resources allocation.

Information regarding the Target Group's reportable segments as provided to the CODM for the purposes of resource allocation and performance assessment for the Track Record Period is set out below:

For the year ended 31 December 2023

	Commission MOP'000	Delivery services MOP'000	Online marketing services MOP'000	Other services and sales MOP'000	Total MOP'000
Revenue from external customers	157,900	76,998	43,823	43,301	322,022
Segment results	150,271	(78,603)	43,823	23,511	139,002
Interest income					21
Other income, gains and losses, net					154
Impairment losses under ECL model, net of reversal					(1,309)
Depreciation expenses					(1,731)
Unallocated expenses					(119,529)
Profit from operating activities					16,608
Finance costs					(891)
Income tax expense					–
Profit for the year					15,717

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For the year ended 31 December 2024

	Commission <i>MOP'000</i>	Delivery services <i>MOP'000</i>	Online marketing services <i>MOP'000</i>	Other services and sales <i>MOP'000</i>	Total <i>MOP'000</i>
Revenue from external customers	168,484	84,571	52,909	38,858	344,822
Segment results	159,868	(75,716)	51,523	20,554	156,229
Interest income					47
Other income, gains and losses, net					718
Impairment losses under ECL model, net of reversal					(3,574)
Depreciation expenses					(2,326)
Unallocated expenses					(124,273)
Profit from operating activities					26,821
Finance costs					(1,020)
Income tax expense					(303)
Profit for the year					<u>25,498</u>

For the year ended 31 December 2025

	Commission <i>MOP'000</i>	Delivery services <i>MOP'000</i>	Online marketing services <i>MOP'000</i>	Other services and sales <i>MOP'000</i>	Total <i>MOP'000</i>
Revenue from external customers	197,401	101,730	50,224	19,340	368,695
Segment results	187,266	(81,450)	46,882	10,954	163,652
Interest income					36
Other income, gains and losses, net					472
Depreciation expenses					(2,269)
Unallocated expenses					(128,243)
Profit from operating activities					33,648
Finance costs					(747)
Income tax expense					(42)
Profit for the year					<u>32,859</u>

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

For the period ended 30 April 2025 (Unaudited)

	Commission MOP'000	Delivery services MOP'000	Online marketing services MOP'000	Other services and sales MOP'000	Total MOP'000
Revenue from external customers	62,721	32,508	18,101	3,053	116,383
Segment results	59,550	(27,096)	17,548	(360)	49,642
Interest income					8
Other income, gains and losses, net					56
Depreciation expenses					(778)
Unallocated expenses					(43,573)
Profit from operating activities					5,355
Finance costs					(294)
Income tax expense					—
Profit for the period					<u>5,061</u>

For the period ended 30 April 2026

	Commission MOP'000	Delivery services MOP'000	Online marketing services MOP'000	Other services and sales MOP'000	Total MOP'000
Revenue from external customers	75,346	39,063	15,510	24	129,943
Segment results	71,552	(30,262)	14,904	(2,410)	53,784
Interest income					293
Other income, gains and losses, net					544
Depreciation expenses					(749)
Unallocated expenses					(44,242)
Profit from operating activities					9,630
Finance costs					(112)
Income tax expense					—
Profit for the period					<u>9,518</u>

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

Geographical information

An analysis of the Target Group's revenue from external customers, analysed by locations of the customers, is presented below:

	Revenue			Four months ended	
	Year ended 31 December			30 April	
	2023	2024	2025	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(Unaudited)	
Macau	316,079	337,589	364,080	115,102	128,149
China	–	184	223	130	108
Hong Kong	5,943	7,049	4,392	1,151	1,686
	<u>322,022</u>	<u>344,822</u>	<u>368,695</u>	<u>116,383</u>	<u>129,943</u>

An analysis of the Target Group's non-current assets (excluding financial instruments) by geographical locations of the assets is presented below:

	As at 31 December			As at 30 April	
	2023	2024	2025	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
Macau	1,234	5,572	3,849	3,015	
China	12,433	12,288	16,440	17,895	
	<u>13,667</u>	<u>17,860</u>	<u>20,289</u>	<u>20,910</u>	

Information about major customers

Since no revenue from sale to a single customer amounted to 10% or more of the Target Group's revenue during the Track Record Period, no major customer information is presented in accordance with HKFRS 8 "Operating Segments".

8. OTHER INCOME, GAINS AND LOSSES, NET

	Year ended 31 December			Four months ended	
	2023	2024	2025	30 April	
	MOP'000	MOP'000	MOP'000	2025	2026
				MOP'000	MOP'000
				(unaudited)	
Bank interest income	21	47	36	8	57
Interest income from a related party	–	–	–	–	236
Loss on disposal/written off of property, plant and equipment and intangible assets	(249)	(13)	(38)	(1)	(3)
Government subsidies (note)	339	692	329	–	489
Write-off of prepayment	–	(92)	–	–	–
Others	64	131	181	57	58
Total	<u>175</u>	<u>765</u>	<u>508</u>	<u>64</u>	<u>837</u>

Note: The subsidies received from government authorities in the PRC and Macau served as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Target Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

9. FINANCE COSTS

	Year ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(unaudited)	
Interest on bank borrowings	842	827	568	169	69
Interest on lease liabilities	49	193	179	125	43
Total	891	1,020	747	294	112

10. INCOME TAX EXPENSE

	Year ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(unaudited)	
Current tax	—	—	—	—	—
Under-provision in prior years	—	303	42	—	—
Total	—	303	42	—	—

The Target Company was incorporated in the Cayman Islands and is exempted from Cayman Islands income tax.

Subsidiaries in Macau are subject to Macau Complementary Tax at a rate of 12% on the assessable income exceeding MOP600,000 each during the Track Record Period. On 20 January 2025, one of the subsidiaries was recognised as an enterprise engaged in scientific and technological innovation activities with a validity period of three years. In accordance with relevant laws and regulations in Macau, the subsidiary is entitled to the preferential zero tax rate for profits derived from scientific and technological innovation activities, counting from the first year the subsidiary records taxable profits and after the approval from the Financial Services Bureau in Macau.

Under the Law of the PRC Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% during the Track Record Period. One of the subsidiaries qualified as a High New Tech Enterprise and is entitled to a preferential enterprise income tax rate of 15% during the Track Record Period according to the tax incentives policies of the PRC Enterprise Income Tax Law for the High New Tech Enterprises.

According to the relevant tax rules in Chinese Mainland, qualified research and development expenses are allowed for additional tax deduction based on 100% of the relevant expenses during the Track Record Period.

The reconciliation between income tax expense and profit before income tax is as follows:

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

	Year ended 31 December			Four months ended	
	2023	2024	2025	30 April 2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(unaudited)	
Tax on profit before tax, calculated at the rates applicable to profits in the countries concerned	2,091	2,937	4,080	649	1,329
Tax effect of non-deductible expenses	348	–	24	–	2
Tax effect of non-taxable income	–	(518)	–	–	–
Tax effect of additional tax deduction on research and development expenses	(3,180)	(4,913)	(2,456)	(998)	(787)
Effect of tax concessions and partial tax exemptions	–	(72)	(3,856)	(33)	(45)
Under-provision for previous years, net	–	303	42	–	–
Tax effect of deductible temporary differences not recognised	–	43	271	–	–
Tax losses not recognised	3,144	5,198	1,966	770	116
Tax effect of utilisation of deductible temporary differences previously not recognised	(1,039)	(9)	(7)	–	(2)
Tax effect of utilisation of previously unrecognised tax losses	(1,374)	(2,617)	–	(388)	(613)
Others	10	(49)	(22)	–	–
Total	–	303	42	–	–

As at 31 December 2023, 2024 and 2025 and 30 April 2026, the Target Group has unrecognised deferred tax arising from tax losses of approximately MOP80,183,000, MOP91,325,000, MOP108,443,000 and MOP107,147,000, respectively. As at 31 December 2023, 2024 and 2025 and 30 April 2026, tax losses of MOP50,191,000, MOP28,636,000, MOP42,748,000 and MOP41,253,000 will be carried forward indefinitely, available for offsetting against future profits. Tax losses of MOP29,992,000, MOP62,689,000, MOP65,695,000 and MOP65,894,000 as at 31 December 2023, 2024 and 2025 and 30 April 2026 can be carried forward for a maximum of 5 years from the year in which the tax loss was incurred. In the opinion of the directors of the Target Group, no deferred tax asset was recognised due to the unpredictability of future profit streams.

11. PROFIT FOR THE YEAR/PERIOD

Profit before tax has been arrived at after charging/(crediting) the following items:

	Year ended 31 December			Four months ended	
	2023	2024	2025	30 April 2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(unaudited)	
Depreciation					
– owned property, plant and equipment	316	432	269	112	73
– Right-of-use assets	1,415	1,894	2,000	666	676
Amortisation of intangible assets	820	1,169	1,283	427	445
Auditor's remuneration					
– audit fee	1,003	964	1,239	–	–
Cost of inventories sold	14,743	2,209	5,691	2,346	1,703
Impairment loss on financial assets, net:					
– other receivables	23	171	–	–	–
– trade receivables	–	198	–	–	–
– amounts due from related parties	1,286	3,205	–	–	–
Short-term lease expenses	183	197	181	65	67
Foreign exchange loss/(gain), net	839	(362)	429	(667)	174
User incentives expenses	33,415	34,307	46,046	13,762	17,222

APPENDIX II**ACCOUNTANT'S REPORT OF THE TARGET GROUP****12. DIRECTORS' REMUNERATION AND EMPLOYEES' EMOLUMENTS****(a) Directors' remuneration**

Details of the emoluments paid or payable to the directors of the Target Group for the services provided to the Target Group during the Track Record Period are as follows:

Year ended 31 December 2023

Name of directors	Fees MOP'000	Salaries, allowances and benefits in kind MOP'000	Performance- based bonus MOP'000	Retirement scheme contributions MOP'000	Total MOP'000
Executive directors					
Wang Keguang	—	1,035	910	15	1,960
Zhou Xiaojuan	—	313	13	14	340
Jiang Haitao	—	1,559	239	14	1,812
	—	2,907	1,162	43	4,112

Year ended 31 December 2024

Name of directors	Fees MOP'000	Salaries, allowances and benefits in kind MOP'000	Performance- based bonus MOP'000	Retirement scheme contributions MOP'000	Total MOP'000
Executive directors					
Wang Keguang	—	824	350	16	1,190
Zhou Xiaojuan	—	312	17	15	344
Jiang Haitao	—	1,406	350	15	1,771
	—	2,542	717	46	3,305

Year ended 31 December 2025

Name of directors	Fees MOP'000	Salaries, allowances and benefits in kind MOP'000	Performance- based bonus MOP'000	Retirement scheme contributions MOP'000	Total MOP'000
Executive directors					
Wang Keguang	—	886	680	17	1,583
Zhou Xiaojuan	—	313	18	17	348
Jiang Haitao	—	1,413	680	17	2,110
	—	2,612	1,378	51	4,041

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Four months ended 30 April 2025 (unaudited)

Name of directors	Fees MOP'000	Salaries, allowances and benefits in kind MOP'000	Performance- based bonus MOP'000	Retirement scheme contributions MOP'000	Total MOP'000
Executive directors					
Wang Keguang	—	404	432	6	842
Zhou Xiaojuan	—	104	18	6	128
Jiang Haitao	—	505	432	6	943
	—	1,013	882	18	1,913

Four months ended 30 April 2026

Name of directors	Fees MOP'000	Salaries, allowances and benefits in kind MOP'000	Performance- based bonus MOP'000	Retirement scheme contributions MOP'000	Total MOP'000
Executive directors					
Wang Keguang	—	29	312	7	348
Zhou Xiaojuan	—	110	20	6	136
Jiang Haitao	—	526	764	6	1,296
	—	665	1,096	19	1,780

(b) Staff cost (including directors' remuneration)

	Year ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(unaudited)	
Fees	—	—	—	—	—
Salaries, allowances and other benefits in kind	94,328	182,119	192,457	65,755	66,059
Performance-based bonus	3,406	2,272	5,217	—	2,583
Retirement scheme contributions	2,291	2,755	2,641	849	944
	100,025	187,146	200,315	66,604	69,586
Less: Capitalisation to intangible assets	(3,766)	—	(5,519)	—	(1,420)
	96,259	187,146	194,796	66,604	68,166

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees include 2, 1, 1, 2 (unaudited) and 1 directors for each of the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2025 and 2026. Details of their remuneration are set out in Note 12 above. The details of the remuneration of the remaining individuals are set out below:

	Year ended 31 December			Four months ended	
	2023	2024	2025	30 April 2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(unaudited)	
Salaries, allowances and other benefits in kind	3,628	5,243	5,187	1,399	1,538
Performance-based bonus	2,904	1,397	3,200	1,740	1,816
Retirement scheme contributions	33	44	40	13	15
Total	6,565	6,684	8,427	3,152	3,369

The remuneration of the non-director, highest paid employees fell within the following bands:

	Number of non-directors			Four months ended 30 April	
	2023	2024	2025	2025	2026
MOP0 to MOP1,030,000 (equivalent to HK\$0 to HK\$1,000,000)	–	–	–	2	3
MOP1,030,001 to MOP1,545,000 (equivalent to HK\$1,000,001 to HK\$1,500,000)	1	2	–	1	–
MOP1,545,001 to MOP2,060,000 (equivalent to HK\$1,500,001 to HK\$2,000,000)	1	1	3	–	1
MOP2,060,001 to MOP2,575,000 (equivalent to HK\$2,000,001 to HK\$2,500,000)	–	1	–	–	–
MOP2,575,001 to MOP3,090,000 (equivalent to HK\$2,500,001 to HK\$3,000,000)	–	–	1	–	–
MOP3,090,001 to MOP3,605,000 (equivalent to HK\$3,000,001 to HK\$3,500,000)	1	–	–	–	–
	3	4	4	3	4

During the Track Record Period, no emoluments were paid by the Target Group to the directors of the Target Group or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Target Group or as compensation for loss of office. None of the directors of the Target Group have waived any emoluments during the Track Record Period.

14. DIVIDENDS

No dividend was declared or paid by the Target Company during the Track Record Period.

APPENDIX II ACCOUNTANT'S REPORT OF THE TARGET GROUP

15. PROPERTY, PLANT AND EQUIPMENT

	Furniture, fixtures and computers <i>MOP'000</i>	Total <i>MOP'000</i>
Cost:		
At 1 January 2023	1,560	1,560
Exchange differences	(8)	(8)
Additions	1,148	1,148
Disposals	(747)	(747)
	<u>1,953</u>	<u>1,953</u>
At 31 December 2023 and 1 January 2024		
Exchange differences	(26)	(26)
Additions	391	391
Disposals	(951)	(951)
	<u>1,367</u>	<u>1,367</u>
At 31 December 2024 and 1 January 2025		
Exchange differences	30	30
Additions	10	10
Disposals	(119)	(119)
	<u>1,288</u>	<u>1,288</u>
At 31 December 2025 and 1 January 2026		
Exchange differences	34	34
Additions	64	64
Disposals	(50)	(50)
	<u>1,336</u>	<u>1,336</u>
At 30 April 2026		
Accumulated depreciation:		
At 1 January 2023	947	947
Exchange differences	(6)	(6)
Disposals	(594)	(594)
Charge for the year	316	316
	<u>663</u>	<u>663</u>
At 31 December 2023 and 1 January 2024		
Exchange differences	(10)	(10)
Disposals	(267)	(267)
Charge for the year	432	432
	<u>818</u>	<u>818</u>
At 31 December 2024 and 1 January 2025		
Exchange differences	18	18
Disposals	(81)	(81)
Charge for the year	269	269
	<u>269</u>	<u>269</u>

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	Furniture, fixtures and computers <i>MOP'000</i>	Total <i>MOP'000</i>
At 31 December 2025 and 1 January 2026	1,024	1,024
Exchange differences	25	25
Disposals	(47)	(47)
Charge for the period	73	73
At 30 April 2026	1,075	1,075
Net carrying amount:		
At 31 December 2023	1,290	1,290
At 31 December 2024	549	549
At 31 December 2025	264	264
At 30 April 2026	261	261

16. LEASES

(a) Right-of-use assets

The carrying amount of the Target Group's right-of-use assets and the movements during the Track Record Period are as follows:

	Properties <i>MOP'000</i>	Total <i>MOP'000</i>
At 1 January 2023	1,792	1,792
Depreciation	(1,415)	(1,415)
Exchange differences	(33)	(33)
At 31 December 2023 and 1 January 2024	344	344
Additions	6,885	6,885
Depreciation	(1,894)	(1,894)
Exchange differences	(26)	(26)
At 31 December 2024 and 1 January 2025	5,309	5,309
Depreciation	(2,000)	(2,000)
Exchange differences	42	42
At 31 December 2025 and 1 January 2026	3,351	3,351
Depreciation	(676)	(676)
Exchange differences	34	34
At 30 April 2026	2,709	2,709

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ACCOUNTANT'S REPORT OF THE TARGET GROUP

(b) Lease liabilities

The present value of future lease liabilities is analysed as follows:

	As at 31 December			As at 30 April
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Current	381	1,967	2,035	1,783
Non-current	—	3,428	1,424	1,030
	<u>381</u>	<u>5,395</u>	<u>3,459</u>	<u>2,813</u>
			Leased properties MOP'000	Total MOP'000
At 1 January 2023			1,888	1,888
Interest expense			49	49
Deemed contribution by shareholder			(600)	(600)
Lease payments			(921)	(921)
Exchange differences			(35)	(35)
At 31 December 2023 and 1 January 2024			381	381
Additions			6,885	6,885
Interest expense			193	193
Lease payments			(2,038)	(2,038)
Exchange differences			(26)	(26)
At 31 December 2024 and 1 January 2025			5,395	5,395
Interest expense			179	179
Lease payments			(2,157)	(2,157)
Exchange differences			42	42
At 31 December 2025 and 1 January 2026			3,459	3,459
Interest expense			43	43
Lease payments			(723)	(723)
Exchange differences			34	34
At 30 April 2026			<u>2,813</u>	<u>2,813</u>

Future lease payments are due as follows:

	Minimum lease payments	Interest	Present value
	31 December 2023	31 December 2023	31 December 2023
	MOP'000	MOP'000	MOP'000
Not later than one year	<u>385</u>	<u>(4)</u>	<u>381</u>

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	Minimum lease payments 31 December 2024 <i>MOP'000</i>	Interest 31 December 2024 <i>MOP'000</i>	Present value 31 December 2024 <i>MOP'000</i>
Not later than one year	2,146	(179)	1,967
Later than one year and not later than two years	2,114	(100)	2,014
Later than two years and not later than five years	1,478	(64)	1,414
	<u>1,478</u>	<u>(64)</u>	<u>1,414</u>

	Minimum lease payments 31 December 2025 <i>MOP'000</i>	Interest 31 December 2025 <i>MOP'000</i>	Present value 31 December 2025 <i>MOP'000</i>
Not later than one year	2,136	(101)	2,035
Later than one year and not later than two years	804	(41)	763
Later than two years and not later than five years	683	(22)	661
	<u>683</u>	<u>(22)</u>	<u>661</u>

	Minimum lease payments 30 April 2026 <i>MOP'000</i>	Interest 30 April 2026 <i>MOP'000</i>	Present value 30 April 2026 <i>MOP'000</i>
Not later than one year	1,859	(76)	1,783
Later than one year and not later than two years	572	(32)	540
Later than two years and not later than five years	503	(13)	490
	<u>503</u>	<u>(13)</u>	<u>490</u>

17. INTANGIBLE ASSETS

	Software <i>MOP'000</i> (Note)	Total <i>MOP'000</i>
Cost:		
At 1 January 2023	12,552	12,552
Addition	4,007	4,007
Written off	(98)	(98)
Exchange differences	(186)	(186)
	<u>(186)</u>	<u>(186)</u>
At 31 December 2023 and 1 January 2024	16,275	16,275
Exchange differences	(433)	(433)
	<u>(433)</u>	<u>(433)</u>
At 31 December 2024 and 1 January 2025	15,842	15,842
	<u>15,842</u>	<u>15,842</u>
Addition	5,647	5,647
Exchange differences	584	584
	<u>584</u>	<u>584</u>

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	Software MOP'000 (Note)	Total MOP'000
At 31 December 2025 and 1 January 2026	<u>22,073</u>	<u>22,073</u>
Addition	1,516	1,516
Exchange differences	<u>822</u>	<u>822</u>
At 30 April 2026	<u>24,411</u>	<u>24,411</u>
Accumulated amortisation:		
At 1 January 2023	4,023	4,023
Charge	820	820
Written off	(2)	(2)
Exchange differences	<u>(63)</u>	<u>(63)</u>
At 31 December 2023 and 1 January 2024	<u>4,778</u>	<u>4,778</u>
Charge	1,169	1,169
Exchange differences	<u>(136)</u>	<u>(136)</u>
At 31 December 2024 and 1 January 2025	<u>5,811</u>	<u>5,811</u>
Charge	1,283	1,283
Exchange differences	<u>195</u>	<u>195</u>
At 31 December 2025 and 1 January 2026	<u>7,289</u>	<u>7,289</u>
Charge	445	445
Exchange differences	<u>263</u>	<u>263</u>
At 30 April 2026	<u>7,997</u>	<u>7,997</u>
Carrying amount:		
At 31 December 2023	<u>11,497</u>	<u>11,497</u>
At 31 December 2024	<u>10,031</u>	<u>10,031</u>
At 31 December 2025	<u>14,784</u>	<u>14,784</u>
At 30 April 2026	<u>16,414</u>	<u>16,414</u>

Note:

As at 31 December 2023, 2024 and 2025 and 30 April 2026, software amounting to approximately MOP4,052,000, nil, MOP5,737,000 and MOP7,483,000 related to software in progress for the development of software techniques that are not yet available for use.

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18. INVENTORIES

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Finished goods	504	537	780	975
	<u>504</u>	<u>537</u>	<u>780</u>	<u>975</u>

19. TRADE RECEIVABLES

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Trade receivables	10,061	5,435	5,368	4,530
	<u>10,061</u>	<u>5,435</u>	<u>5,368</u>	<u>4,530</u>

Included in trade receivables are trade debtors (net of impairment losses) with the following ageing analysis, based on invoice dates, as of the end of reporting period.

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
0 – 30 days	10,061	5,435	5,368	4,530
	<u>10,061</u>	<u>5,435</u>	<u>5,368</u>	<u>4,530</u>

The maximum exposure to credit risk as at each report date was the carrying amount mentioned above.

Generally, trade receivables are written off if past due for more than two years and not subject to enforcement activity. As at 31 December 2023, 2024 and 2025 and 30 April 2026, the Target Group assessed that the loss allowance under the application of HKFRS 9 was minimal because the major counterparties of the Target Group are credit card companies, which have good background, reputation and history of repayment and the payment platforms have high credit rating and no past due history.

20. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Other deposits	1,293	1,661	1,463	1,668
Prepayments	2,424	4,104	4,198	5,619
Other receivables	906	1,705	1,101	1,869
	<u>4,623</u>	<u>7,470</u>	<u>6,762</u>	<u>9,156</u>

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	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Analysed as follows:				
Current	4,087	5,499	4,872	7,630
Non-current	536	1,971	1,890	1,526
	<u>4,623</u>	<u>7,470</u>	<u>6,762</u>	<u>9,156</u>

21. AMOUNTS DUE FROM/(TO) RELATED PARTIES

(a) Loan to a related party

		As at 31 December		As at 30 April	
	Relationship	2023	2024	2025	2026
		MOP'000	MOP'000	MOP'000	MOP'000
Citysearch Technology (HK) Company Limited	(b), (c)	—	—	16,614	16,614
		<u>—</u>	<u>—</u>	<u>16,614</u>	<u>16,614</u>

(b) Amounts due from related parties

		As at 31 December		As at 30 April	
	Relationship	2023	2024	2025	2026
		MOP'000	MOP'000	MOP'000	MOP'000
Littlemi Technology Company Limited	(f)	943	943	943	943
Squirrel Logistics Company Limited	(d)	6,296	—	—	—
Gloryful Company Limited	(f)	17	17	17	17
Citysearch Technology (HK) Company Limited	(b), (c)	2,199	8,583	1,529	5,176
Citysearch Technology (Macau) Company Limited	(f)	11	11	11	11
BBR Investment Consultancy Limited	Non-controlling shareholder	1,660	1,811	1,811	1,811
GuangZhou Chengmi Technology Company Limited	(e)	316	—	—	—
Zhuhai Xiangguo Technology Company Limited	(g)	—	588	1,350	1,206
Jiang Haitao	Director	905	879	908	941
		<u>12,347</u>	<u>12,832</u>	<u>6,569</u>	<u>10,105</u>

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(c) Amounts due to related parties

Relationship	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Squirrel Logistics Company Limited	(d) 2,774	–	–	–
Kangaroo Technology Company Limited	(f) –	1,765	3,177	3,062
Scientific Energy, Inc.	(h) –	–	1,106	1,125
Jiang Haitao	Director 1,403	586	200	1,278
	<u>4,177</u>	<u>2,351</u>	<u>4,483</u>	<u>5,465</u>

Notes:

- (a) All the above balances with related parties are non-trade in nature. The balances are unsecured, interest free and repayable on demand.
- (b) The above companies are controlled by the controlling shareholder until 29 April 2026. On 30 April 2026, the entire interest in the above companies has been transferred to Jiang Haitao, the director of the Target Group.
- (c) During the year ended 31 December 2025, the Target Group has entered into a loan agreement with Citysearch Technology (HK) Company Limited, pursuant to which the Target Group will provide a loan with aggregate amount of MOP16,614,000. The loan is unsecured and carries interest at the fixed rate of 4% per annum as at 31 December 2025 and 30 April 2026, with principal and interest repayable before 31 December 2027. The amount due was based on scheduled repayment date set out in the loan agreement and is included in non-current "Loan to a related party" on the combined statement of financial position.
- In December 2025, the Target Group has entered into a loan agreement with Citysearch Technology (HK) Company Limited, pursuant to which the Target Group will provide a loan with aggregate amount of MOP1,000,000. The loan is unsecured, carries interest at a fixed rate of 4% per annum and with a maturity in December 2026. The balance is included in "amounts due from related parties" on the combined statement of financial position.
- (d) The company was controlled by the Scientific Energy, Inc. until 12 January 2024.
- (e) The company was controlled by the Scientific Energy, Inc. until 17 October 2024.
- (f) The above companies are ultimately controlled by Jiang Haitao and Zhou Xiaojuan, the directors of the Target Group.
- (g) The company is ultimately controlled by Jiang Haitao, the director of the Target Group.
- (h) Scientific Energy, Inc. was the ultimate holding company as at 31 December 2025. During the period ended 30 April 2026, Scientific Energy, Inc. has disposed its entire interest in AOMI Corporation to Han Carvestone International Limited, which is ultimately controlled by Mr. Liu. Upon the completion of the disposal transaction, Scientific Energy, Inc. is no longer the ultimate holding company.

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22. CASH AND CASH EQUIVALENTS

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Cash at bank and on hand	17,197	32,512	40,348	58,095
	<u>17,197</u>	<u>32,512</u>	<u>40,348</u>	<u>58,095</u>

Renminbi ("RMB") is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Target Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

23. TRADE PAYABLES

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Trade payables	41,187	38,938	40,349	38,892
	<u>41,187</u>	<u>38,938</u>	<u>40,349</u>	<u>38,892</u>

The ageing analysis of the trade payables is as follows:

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
0 – 30 days	41,187	38,938	40,349	38,892
	<u>41,187</u>	<u>38,938</u>	<u>40,349</u>	<u>38,892</u>

24. OTHER PAYABLES AND ACCRUED LIABILITIES

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Other payables	2,479	1,021	6,815	14,679
Salary and bonus payables	16,032	16,698	17,121	18,957
Other tax payables	1,112	1,102	1,098	653
	<u>19,623</u>	<u>18,821</u>	<u>25,034</u>	<u>34,289</u>

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25. CONTRACT LIABILITIES

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Receipt in advance from transacting users	3,591	5,335	3,463	3,966
Contract liabilities arising from customer loyalty programme points	—	—	—	5,971
Contract liabilities arising from online marketing services	10,475	6,546	12,813	15,659
Others	820	—	—	—
	<u>14,886</u>	<u>11,881</u>	<u>16,276</u>	<u>25,596</u>

Changes in contract liabilities primarily relate to the Target Group's performance of services under the contracts. Revenue of MOP31,756,000, MOP40,389,000, MOP59,655,000 and MOP21,883,000 of the Target Group were recognised for the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2026 that were included in the contract liabilities at the beginning of the relevant years/periods, respectively.

26. BANK BORROWINGS

Total current and non-current borrowings were scheduled for repayment as follows:

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
On demand or within one year	17,815	20,047	6,835	3,495
More than one year, but not exceeding two years	350	—	—	—
	<u>18,165</u>	<u>20,047</u>	<u>6,835</u>	<u>3,495</u>

The carrying amounts of the Target Group's interest-bearing bank borrowing approximate to their fair values.

As at 31 December 2023, 2024 and 2025 and 30 April 2026, bank borrowings were guaranteed by personal guarantees provided by directors of the Target Company.

27. SHARE CAPITAL

For the purposes of presentation of the statements of financial position, the balances of share capital as at 31 December 2023 and 2024 represented the share capital of Macao E-Media Development Company Limited prior to the completion of the group reorganisation and amounted to MOP1,013,000.

The Target Company was incorporated during the year ended 31 December 2025. As set out in note 1, the acquisition of Macao E-Media Development Company Limited by the Target Company had been completed during the year ended 31 December 2025 at a consideration of MOP1,000,000 and was included in the "amount due to related parties" as at 31 December 2025 and 30 April 2026.

The balance of share capital as at 31 December 2025 and 30 April 2026 represented solely the share capital of the Target Company.

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Details of movements of share capital of the Target Company are as follows:

	Number of shares	Total MOP'000
Ordinary shares of US\$0.0001 each		
Authorised:		
At 15 September 2025 (date of incorporation), 31 December 2025 and 30 April 2026	1,000,000	1
Issued:		
At 15 September 2025 (date of incorporation), 31 December 2025 and 30 April 2026	10,000	..*

* It represents the amount less than MOP1,000

28. RESERVE MOVEMENT OF THE TARGET COMPANY

	Accumulated losses MOP'000 (Note)	Total MOP'000
At 15 September 2025 (date of incorporation)	—	—
Loss and total comprehensive expense for the period	(106)	(106)
At 31 December 2025 and 1 January 2026	(106)	(106)
Loss and total comprehensive expense for the period	(19)	(19)
At 30 April 2026	(125)	(125)

Notes:

(a) Share premium:

The amount represents capital contribution in excess of nominal value of share capital.

(b) Other reserve:

The amounts mainly represented (i) the capital injected to Excluded Companies, which are not related to the Target Group's businesses and (ii) change in interests in subsidiaries without change in control.

(c) Statutory reserve:

In accordance with the articles of association of subsidiaries established in the PRC, these subsidiaries are required to transfer 10% of the profit after taxation to the statutory reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve shall be made before distributing dividends to equity holders. The statutory reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the subsidiaries.

(d) Exchange reserve:

The amount represents gains/losses arising on retranslating the net assets of foreign operations into presentation currency of the Target Group.

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(e) Accumulated losses:

Cumulative net gains and losses recognised in profit or loss.

(f) Capital reserve:

The amount represents the difference between the consideration payable to the Scientific Energy, Inc. as part of the group reorganisation to acquire Macao E-Media Development Company Limited and the nominal value of the then issued share capital of Macao E-Media Development Company Limited.

29. INVESTMENTS IN SUBSIDIARIES

	As at 31 December 2025 MOP'000	As at 30 April 2026 MOP'000
Investment in a subsidiary	1,000	1,000

Particulars of the subsidiaries directly or indirectly held by the Target Company at the end of each reporting period and the date of this report are as follows:

Company	Form of business structure	Place of incorporation	Place of operations	Issued/ registered share capital	Equity interests attributable to the Target Group as at		Principal activities
					31 December 2025 %	30 April 2026 %	
Macao E-Media Development Company Limited	Limited liability company	Macau	Macau	MOP 1,012,700	98.75 ⁽¹⁾	98.75 ⁽¹⁾	AOMI App platform operations
Zhuhai Chengmi Technology Company Limited	Limited liability company	PRC	PRC	RMB8,000,000 (Paid up RMB7,200,000)	88.88 ⁽¹⁾	88.88 ⁽¹⁾	Development of AOMI App platform
Fresh Life Technology Company Limited		Macau	Macau	MOP 50,000	80.0 ⁽²⁾	80.0 ⁽²⁾	Retail
Green Supply Chain Management Company Limited		Macau	Macau	MOP 100,000	97.76 ⁽¹⁾	97.76 ⁽¹⁾	Logistics
Zhuhai Aomi E-commerce Company Limited	Limited liability company	PRC	PRC	RMB1,000,000 (Paid up RMB0)	98.75 ⁽¹⁾	98.75 ⁽¹⁾	Inactive
Zhuhai Wanmi Technology Company Limited	Limited liability company	PRC	PRC	RMB1,010,000 (Paid up RMB0)	98.75 ⁽¹⁾	98.75 ⁽¹⁾	Inactive
Zhuhai Migua Technology Company Limited	Limited liability company	PRC	PRC	RMB1,000,000 (Paid up RMB0)	88.88 ⁽¹⁾	88.88 ⁽¹⁾	Inactive

(1) Held indirectly

(2) As at 31 December 2025 and 30 April 2026, Fresh Life Technology Company Limited was 90.00% owned by Zhuhai Migua Technology Company Limited, and Zhuhai Migua Technology Company Limited was in turn a 80.00% owned subsidiary of the Target Company. Accordingly, the directors of the Target Group consider that the Target Company has control over Fresh Life Technology Company Limited.

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Summarised financial information in relation to the subsidiaries with material non-controlling interests (the "NCI") before intra-group elimination is presented below:

Zhuhai Chengmi Technology Company Limited

	Year ended 31 December			Four months ended 30 April	
	2023 MOP'000	2024 MOP'000	2025 MOP'000	2025 MOP'000 (unaudited)	2026 MOP'000
Revenue	38,787	42,596	46,040	16,385	20,301
(Loss)/profit for the year/period	(1,398)	(5,399)	9,031	2,213	7,788
Other comprehensive (expense)/income for the year/period	(92)	(82)	159	(6)	452
Total comprehensive (expense)/income for the year/period	(1,490)	(5,481)	9,190	2,207	8,240
(Loss)/profit allocated to NCI	(140)	(540)	903	221	779
Other comprehensive (expense)/income allocated to NCI	(9)	(8)	16	(1)	45
Total comprehensive (expense)/income allocated to NCI	(149)	(548)	919	220	824
Dividend paid to NCI	—	—	—	—	—
Cash flows from operating activities	(2,234)	(6,735)	4,333	1,197	9,605
Cash flows from investing activities	(539)	(8)	(3)	(58)	(5,287)
Cash flows from financing activities	5,416	4,319	(4,368)	1,696	(3,853)
Net cash inflows/(outflows)	2,643	(2,424)	(38)	2,835	465

	As at 31 December			As at 30 April	
	2023 MOP'000	2024 MOP'000	2025 MOP'000	2025 MOP'000	2026 MOP'000
Current assets	4,749	3,906	4,742	8,152	
Non-current assets	12,085	12,249	16,438	17,894	
Current liabilities	(10,848)	(14,686)	(11,198)	(8,064)	
Non-current liabilities	—	(963)	(286)	(47)	
Net assets	5,986	506	9,696	17,935	
Accumulated NCI	599	51	970	1,794	

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30. COMPENSATION OF KEY MANAGEMENT PERSONNEL

Remuneration for key management personnel of the Target Group, including amounts paid to the Target Company's executive directors as disclosed in note 12(a) and certain of the highest paid employees as disclosed in note 13, is as follows:

	Year ended 31 December			Four months ended 30 April	
	2023	2024	2025	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(unaudited)	
Salaries, allowances and other benefits in kind	6,535	7,785	7,799	2,412	2,203
Performance-based bonus	4,066	2,114	4,578	2,622	2,912
Retirement scheme contributions	76	90	91	31	34
	<u>10,677</u>	<u>9,989</u>	<u>12,468</u>	<u>5,065</u>	<u>5,149</u>

Total remuneration is included in "staff costs" as disclosed in note 12(b).

31. RELATED-PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in the combined financial statements, the Target Group had the following significant transactions with related parties during the Track Record Period:

(a) Revenue from related parties

	Relationship	Year ended 31 December			Four months ended 30 April	
		2023	2024	2025	2025	2026
		MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
Squirrel Logistics Company Limited	(c)	3,481	578	—	—	—
Citysearch Technology (HK) Company Limited	(b)	5,943	7,049	4,392	1,151	1,686
		<u>9,424</u>	<u>7,627</u>	<u>4,392</u>	<u>1,151</u>	<u>1,686</u>

(b) Fee paid to related parties for services

	Relationship	Year ended 31 December			Four months ended 30 April	
		2023	2024	2025	2025	2026
		MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
Squirrel Logistics Company Limited	(b)	128,491	—	—	—	—

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(c) Interest income from a related party

Relationship	Year ended 31 December			Four months ended	
	2023	2024	2025	30 April 2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
Citysearch Technology (HK) Company Limited (b)	–	–	–	–	236

Notes:

- (a) The transactions above were carried out in accordance with the terms agreed with the counterparties.
- (b) Citysearch Technology (HK) Company Limited is controlled by the controlling shareholder until 29 April 2026. On 30 April 2026, the entire interest in Citysearch Technology (HK) Company Limited has been transferred to Jiang Haitao, the director of the Target Group.
- (c) The company was controlled by Scientific Energy, Inc. until 12 January 2024.

32. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

	As at 31 December		As at 30 April	
	2023	2024	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000
Financial assets at amortised cost				
Trade receivables	10,061	5,435	5,368	4,530
Other receivables and deposits	2,199	3,366	2,564	3,537
Loan to a related party	–	–	16,614	16,614
Amounts due from related parties	12,347	12,832	6,569	10,105
Cash and cash equivalents	17,197	32,512	40,348	58,095
	<u>41,804</u>	<u>54,145</u>	<u>71,463</u>	<u>92,881</u>
Financial liabilities at amortised cost				
Trade payables	41,187	38,938	40,349	38,892
Other payables and accrued liabilities	18,511	17,719	23,936	33,636
Bank borrowings	18,165	20,047	6,835	3,495
Amounts due to related parties	4,177	2,351	4,483	5,465
	<u>82,040</u>	<u>79,055</u>	<u>75,603</u>	<u>81,488</u>
Lease liabilities	<u>381</u>	<u>5,395</u>	<u>3,459</u>	<u>2,813</u>

33. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Target Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Target Group intends to use a combination of financial instruments to manage its financial risks.

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The risk management of the Target Group is centralised at head office level in accordance with the Target Group's risk management policy. The Target Group identifies, evaluates and monitors financial risks closely with the Target Group's operating units. The Target Group has written policies covering specific areas, such as foreign exchange risk, interest rate risk, price risk, credit risk, liquidity risk, use of non-derivative financial instruments and cash management.

(a) Foreign exchange risk

The Target Group's entities have only a small amount of sales that are denominated in currencies other than the functional currency of those entities. Therefore, the Target Group is not exposed much to foreign exchange.

The Target Group's reporting currency is MOP. Foreign currency exposures of the Target Group primarily arise from the Target Group's operations in the PRC, whose functional currency is RMB. Foreign exchange swaps or forward contract and foreign exchange option may be employed to minimise the net exposure to foreign currency fluctuations.

(b) Interest rate risk

The Target Group is exposed to fair value interest rate risk in relation to its loan to a related party, amount due from related party, cash and cash equivalents, lease liabilities and bank borrowings. The exposure in relation to fixed rate agreements is considered to be minimal.

The Target Group is also exposed to cash flow interest rate risk in relation to variable rate bank borrowings. The Target Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the Loan Prime Rate. For the variable rate bank borrowings, the Target Group currently does not have an interest rate hedging policy to mitigate interest rate risk; nevertheless, management monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

If the interest rate had been 100 basis points higher/lower and all other variables were held constant, the Target Group's profit before taxation would decrease/increase by MOP82,000, MOP89,000, MOP47,000 and MOP35,000 for the years ended 31 December 2023, 2024 and 2025 and the four months ended 30 April 2026, respectively. Bank balances are excluded from sensitivity analysis as the directors of the Target Group consider that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

(c) Credit risk

The credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Target Group's credit risk is primarily attributable to its trade receivables, other receivables and deposits and amounts due from related parties. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Target Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Target Group has significant exposure to individual customers. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of each reporting period, the Target Group has a certain concentration of credit risk as 51%, 67%, 78% and 81% of the total amounts due from related parties was due from the Target Group's largest counterparty. At the end of each reporting period, the Target Group has a certain concentration of credit risk as 97%, 100%, 100% and 100% of the total amounts due from related parties were due from the five largest counterparties.

Impairment on trade receivables under the ECLs model is set out in note 19.

The Target Group has adopted a general approach to measure ECLs on other receivables and deposits and amounts due from related parties. Under the general approach, the Target Group applies the "3-stage" impairment model for ECLs measurement based on change in credit risk since initial recognition as follows:

- Stage 1: If the credit risk of the financial instrument has not increased significantly since initial recognition, the financial instrument is included in Stage 1.
- Stage 2: If the credit risk of the financial instrument has increased significantly since its initial recognition but is not deemed to be credit-impaired, the financial instrument is included in Stage 2.
- Stage 3: If the financial instrument is credit-impaired, the financial instrument is included in Stage 3.

The ECLs for financial instruments in Stage 1 are measured at an amount equivalent to 12-month ECLs whereas the ECLs for financial instruments in Stage 2 or Stage 3 are measured at an amount equivalent to lifetime ECLs.

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

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The loss allowance for financial assets at amortised cost during Track Record Period were as follows:

	12-month ECLs	Lifetime ECLs		Simplified approach	Total
	Stage 1 MOP'000	Stage 2 MOP'000	Stage 3 MOP'000	MOP'000	MOP'000
At 1 January 2023:	–	–	13,402	–	13,402
Increase in allowance recognised in profit or loss during the year	–	–	1,309	–	1,309
Written-off	–	–	(23)	–	(23)
Exchange difference	–	–	(67)	–	(67)
At 31 December 2023 and 1 January 2024	–	–	14,621	–	14,621
Increase in allowance recognised in profit or loss during the year	–	–	3,376	198	3,574
Written-off	–	–	(3,625)	(198)	(3,823)
Exchange difference	–	–	(51)	–	(51)
At 31 December 2024, 1 January 2025, 31 December 2025, 1 January 2026 and 30 April 2026	–	–	14,321	–	14,321

The tables below show the credit quality and the maximum exposure to credit risk based on the Target Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification. The amounts presented are gross carrying amounts for financial assets at amortised costs as at 31 December 2023, 2024 and 2025 and 30 April 2026.

	12-month ECLs	Lifetime ECLs		Simplified approach	Total
	Stage 1 MOP'000	Stage 2 MOP'000	Stage 3 MOP'000	MOP'000	MOP'000
As at 31 December 2023:					
Amounts due from related parties	12,347	–	14,621	–	26,968
Trade receivables	–	–	–	10,061	10,061
Other receivables and deposits	2,199	–	–	–	2,199
Cash and cash equivalents	17,197	–	–	–	17,197
	31,743	–	14,621	10,061	56,425
As at 31 December 2024:					
Amounts due from related parties	12,832	–	14,321	–	27,153
Trade receivables	–	–	–	5,435	5,435
Other receivables and deposits	3,366	–	–	–	3,366
Cash and cash equivalents	32,512	–	–	–	32,512
	48,710	–	14,321	5,435	68,466

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	12-month ECLs	Lifetime ECLs		Simplified approach	Total
	Stage 1 MOP'000	Stage 2 MOP'000	Stage 3 MOP'000	MOP'000	MOP'000
As at 31 December 2025:					
Amounts due from related parties	23,183	–	14,321	–	37,504
Trade receivables	–	–	–	5,368	5,368
Other receivables and deposits	2,564	–	–	–	2,564
Cash and cash equivalents	40,348	–	–	–	40,348
	<u>66,095</u>	<u>–</u>	<u>14,321</u>	<u>5,368</u>	<u>85,784</u>
As at 30 April 2026:					
Amounts due from related parties	26,719	–	14,321	–	41,040
Trade receivables	–	–	–	4,530	4,530
Other receivables and deposits	3,537	–	–	–	3,537
Cash and cash equivalents	58,095	–	–	–	58,095
	<u>88,351</u>	<u>–</u>	<u>14,321</u>	<u>4,530</u>	<u>107,202</u>

The ECLs for financial instruments in Stage 1 are measured at an amount equivalent to 12-month ECLs whereas the ECLs for financial instruments in Stage 2 or Stage 3 are measured at an amount equivalent to lifetime ECLs.

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

At the end of each reporting period, the Target Group assesses whether a financial asset is credit-impaired. The Target Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Target Group in full, without recourse by the Target Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due, unless the Target Group has reasonable and supportable information to demonstrate that a more lagging default criteria is more appropriate.

The measurement of ECLs 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 and adjusted for forward-looking information through the use of country risk and experienced credit judgment to reflect the qualitative factors, and through the use of multiple probability-weighted scenarios.

Cash and cash equivalents

The Target Group expects that there is no significant credit risk associated with cash at bank since they are deposited with creditworthy financial institutions.

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(d) Liquidity risk

Liquidity risk is prudently managed by maintaining a sufficient amount of available committed credit facilities. In addition, the Target Group actively manages and extends its debt maturity profile to ensure that the Target Group's maturing debt each year will not exceed the anticipated cash flow and the Target Group's ability to refinance the debt in that year.

The contractual maturity of the lease liabilities and bank borrowings is set out in Notes 16(b) and 26, respectively. The following non-derivative financial liabilities of the Target Group are repayable within one year or on demand.

	As at 31 December			As at 30 April	
	2023	2024	2025	2025	2026
	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
Trade payables	41,187	38,938	40,349		38,892
Other payables and accrued liabilities	18,511	17,719	23,936		33,636
Amounts due to related parties	4,177	2,351	4,483		5,465
	<u>63,875</u>	<u>59,008</u>	<u>68,768</u>		<u>77,993</u>

The amounts of undiscounted cash flows of the above liabilities are equal to their carrying amounts.

Fair value of financial instruments

The carrying value of bank and cash balances, trade and other receivables, amounts due from/(to) related parties and trade and other payables are assumed to approximate their fair values due to the short term maturities of these assets and liabilities.

34. NOTES TO THE COMBINED STATEMENTS OF CASH FLOWS

(a) Net cash from operating activities

		Year ended 31 December			Four months ended	
		2023	2024	2025	30 April	
	Notes	MOP'000	MOP'000	MOP'000	2025	2026
					MOP'000	MOP'000
					(Unaudited)	
Profit before taxation		15,717	25,801	32,901	5,061	9,518
Interest income	8	(21)	(47)	(36)	(8)	(293)
Interest on lease liabilities	9	49	193	179	125	43
Interest on bank borrowings	9	842	827	568	169	69
Loss on disposal/write-off of items of property, plant and equipment and intangible assets	8	249	13	38	1	3
Depreciation	15, 16	1,731	2,326	2,269	778	749
Amortisation of intangible assets	17	820	1,169	1,283	427	445
Impairment losses under ECL model, net of reversal	33	1,309	3,574	—	—	—
Write-off of prepayment	8	—	92	—	—	—

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	Year ended 31 December			Four months ended	
	2023	2024	2025	2025	2026
Notes	MOP'000	MOP'000	MOP'000	MOP'000	MOP'000
				(Unaudited)	
Operating profit before working capital	20,696	33,948	37,202	6,553	10,534
Decrease/(increase) in inventories	395	(33)	(243)	(947)	(195)
(Increase)/decrease in trade receivables	(1,543)	4,428	67	(316)	838
(Increase)/decrease in other receivables, deposits and prepayments	(188)	(3,111)	1,294	(2,827)	(2,394)
(Decrease)/increase in trade payables	(13,428)	(2,249)	1,411	2,178	(1,457)
Increase/(decrease) in contract liabilities	2,235	(3,005)	4,395	5,912	9,320
Increase/(decrease) in other payables and accruals	6,225	(802)	5,627	527	9,255
Cash generated from operating activities	14,392	29,176	49,753	11,080	25,901
Tax paid	–	(303)	(42)	–	–
Net cash generated from operating activities	14,392	28,873	49,711	11,080	25,901

(b) Reconciliation of liabilities arising from financing activities:

	Borrowings	Lease liabilities	Amounts due to related parties	Total
	MOP'000	MOP'000	MOP'000	MOP'000
At 1 January 2023	8,101	1,888	5,848	15,837
Financing cash flows				
– Proceeds from bank borrowings	18,333	–	–	18,333
– Repayment of bank borrowings	(8,299)	–	–	(8,299)
– Interest paid on borrowings	(842)	–	–	(842)
– Advances from related parties	–	–	1,248	1,248
– Repayment to related parties	–	–	(2,806)	(2,806)
– Repayment of lease liabilities	–	(872)	–	(872)
– Interest paid on lease liabilities	–	(49)	–	(49)
Non-cash changes				
– Interest expense recognised	842	49	–	891
– Deemed contribution by a shareholder	–	(600)	–	(600)
– Exchange differences	30	(35)	(113)	(118)
At 31 December 2023 and 1 January 2024	18,165	381	4,177	22,723

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	Borrowings	Lease liabilities	Amounts due to related parties	Total
	<i>MOP'000</i>	<i>MOP'000</i>	<i>MOP'000</i>	<i>MOP'000</i>
Financing cash flows				
– Proceeds from bank borrowings	27,222	–	–	27,222
– Repayment of bank borrowings	(25,105)	–	–	(25,105)
– Interest paid on borrowings	(827)	–	–	(827)
– Repayment of lease liabilities	–	(1,845)	–	(1,845)
– Interest paid on lease liabilities	–	(193)	–	(193)
– Advances from related parties	–	–	2,351	2,351
– Repayment to related parties	–	–	(4,157)	(4,157)
Non-cash changes				
– Interest expense recognised	827	193	–	1,020
– Addition	–	6,885	–	6,885
– Exchange differences	(235)	(26)	(20)	(281)
At 31 December 2024 and 1 January 2025	20,047	5,395	2,351	27,793
Financing cash flows				
– Proceeds from bank borrowings	72,505	–	–	72,505
– Repayment of bank borrowings	(85,979)	–	–	(85,979)
– Interest paid on borrowings	(568)	–	–	(568)
– Repayment of lease liabilities	–	(1,978)	–	(1,978)
– Interest paid on lease liabilities	–	(179)	–	(179)
– Advances from related parties	–	–	1,718	1,718
– Repayment to related parties	–	–	(586)	(586)
Non-cash changes				
– Consideration payable for the group reorganisation	–	–	1,000	1,000
– Interest expense recognised	568	179	–	747
– Exchange differences	262	42	–	304
At 31 December 2025 and 1 January 2026	6,835	3,459	4,483	14,777
Financing cash flows				
– Proceeds from bank borrowings	14,278	–	–	14,278
– Repayment of bank borrowings	(17,829)	–	–	(17,829)
– Interest paid on borrowings	(69)	–	–	(69)
– Repayment of lease liabilities	–	(680)	–	(680)
– Interest paid on lease liabilities	–	(43)	–	(43)
– Advances from related parties	–	–	982	982
Non-cash changes				
– Interest expense recognised	69	43	–	112
– Exchange differences	211	34	–	245
At 30 April 2026	3,495	2,813	5,465	11,773

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	Borrowings	Lease liabilities	Amounts due to related parties	Total
	<i>MOP'000</i>	<i>MOP'000</i>	<i>MOP'000</i>	<i>MOP'000</i>
At 1 January 2025	20,047	5,395	2,351	27,793
Financing cash flows				
– Proceeds from bank borrowings	12,568	–	–	12,568
– Repayment of bank borrowings	(17,674)	–	–	(17,674)
– Interest paid on borrowings	(169)	–	–	(169)
– Advances from related parties	–	–	1,048	1,048
– Repayment to related parties	–	–	(584)	(584)
– Repayment of lease liabilities	–	(652)	–	(652)
– Interest paid on lease liabilities	–	(125)	–	(125)
Non-cash changes				
– Interest expense recognised	169	125	–	294
– Exchange differences	86	17	–	103
At 30 April 2025 (unaudited)	<u>15,027</u>	<u>4,760</u>	<u>2,815</u>	<u>22,602</u>

35. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

The Target Group had no capital commitments as at 31 December 2023, 2024 and 2025 and 30 April 2026.

36. EVENTS AFTER THE REPORTING PERIOD

Subsequent to 30 April 2026, the following significant events took place:

- (1) Macao E-Media Development Company Limited, a subsidiary of the Target Company, has entered into an agreement with Citysearch Technology (HK) Company Limited, pursuant to which upon completion of the Proposed Acquisition, the interest rate of the long-term loan from the Target Group to Citysearch Technology (HK) Company Limited, amounting to approximately MOP16,614,000, will be revised to a fixed rate of 6% per annum. The aforesaid loan will be secured by the personal guarantee to be provided by Mr. Jiang Haitao. Citysearch Technology (HK) Company Limited has also agreed to repay the amount in full within 30 days after the completion of the Proposed Acquisition.
- (2) The Target Group has entered into agreements with Mr. Jiang Haitao, Ms. Zhou Xiaojuan and the related parties ultimately controlled by them, pursuant to which all parties have agreed to repay their respective amounts in full within 30 days from the completion date of the Proposed Acquisition.

In the moment, it is not practicable to provide an estimate of financial effect of the above events until the Target Group performs a detailed review.

37. SUBSEQUENT FINANCIAL INFORMATION

No audited financial statements have been prepared by the Target Group in respect of any period subsequent to 30 April 2026.