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Oshidori International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 622)

ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

The board of directors (the “**Board**”) of Oshidori International Holdings Limited (the “**Company**”) announces the audited consolidated annual results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2024 (the “**Year**”) as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Revenue			
Advisory, commission income and other fee income		1,091	3,377
Net (loss) gain on sales of financial assets at fair value through profit or loss (“FVPL”)		(15,249)	419
Interest income		40,942	42,817
Dividend income		9,268	13,611
		<hr/>	<hr/>
Total revenue	<i>3</i>	36,052	60,224
Other income	<i>4</i>	7,322	22,870
Other net gains (losses)	<i>6</i>	6,246	(13,230)
Net unrealised fair value loss on financial assets at FVPL	<i>8</i>	(42,981)	(46,427)
(Provision for) Reversal of impairment loss in respect of loan receivables, net	<i>20(c)</i>	(29,630)	23,528
Depreciation and amortisation expenses	<i>8</i>	(16,947)	(29,375)
Employee benefits expenses	<i>8</i>	(13,280)	(16,900)
Other expenses	<i>8</i>	(56,610)	(46,617)
Share of results of associates	<i>16</i>	(60,605)	(37,899)
Share of results of a joint venture	<i>17</i>	(18,271)	14,651
Finance costs	<i>7</i>	(5,971)	(13,724)
		<hr/>	<hr/>
Loss before taxation	<i>8</i>	(194,675)	(82,899)
Income tax expense	<i>9</i>	(5)	(1,587)
		<hr/>	<hr/>
Loss for the year		(194,680)	(84,486)

	<i>Notes</i>	2024 HK\$'000	2023 HK\$'000
Other comprehensive expense:			
<i>Items that will not be reclassified to profit or loss</i>			
Fair value change on equity investments measured at fair value through other comprehensive income (“ Designated FVOCI ”)	<i>14</i>	(449,420)	(1,465,461)
Share of other comprehensive expense of associates	<i>16</i>	(54,126)	(15,756)
Share of other comprehensive expense of a joint venture	<i>17</i>	(1,249)	–
		<u>(504,795)</u>	<u>(1,481,217)</u>
<i>Item that is reclassified or may be reclassified subsequently to profit or loss</i>			
Exchange differences arising on translation to presentation currency		<u>(294)</u>	<u>(1,754)</u>
Total other comprehensive expense for the year		<u>(505,089)</u>	<u>(1,482,971)</u>
Total comprehensive expense for the year		<u>(699,769)</u>	<u>(1,567,457)</u>
Loss for the year attributable to:			
Owners of the Company		(194,506)	(84,486)
Non-controlling interests		(174)	–
		<u>(194,680)</u>	<u>(84,486)</u>
Total comprehensive expense attributable to:			
Owners of the Company		(699,595)	(1,567,457)
Non-controlling interests		(174)	–
		<u>(699,769)</u>	<u>(1,567,457)</u>
		HK cents	HK cents
Loss per share			
Basic	<i>11</i>	<u>(3.15)</u>	<u>(1.38)</u>
Diluted		<u>(3.15)</u>	<u>(1.38)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2024

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Non-current assets			
Property and equipment		13,739	130,005
Investment property	12	80,390	86,530
Right-of-use assets	13	10,158	11,856
Designated FVOCI	14	1,471,386	1,971,977
Debt investment at amortised cost	15	–	30,000
Interests in associates	16	212,278	327,009
Interests in a joint venture	17	144,984	164,504
Intangible assets	18	14,366	15,114
Other deposits	19	418	425
Loan receivables	20	3,403	6,521
		1,951,122	2,743,941
Current assets			
Trade, loan and other receivables	20	770,929	464,628
Income tax recoverable		990	2,041
Debt investment at amortised cost	15	30,000	–
Financial assets at FVPL	21	149,823	224,804
Bank balances – trust and segregated accounts		32,547	54,926
Short-term bank deposits		–	50,000
Cash and cash equivalents		282,373	348,050
		1,266,662	1,144,449
Current liabilities			
Trade and other payables	22	120,972	93,101
Lease liabilities	23	6,778	6,670
Income tax payable		862	1,016
Interest-bearing borrowings	24	49,271	51,235
		177,883	152,022
Net current assets		1,088,779	992,427
Total assets less current liabilities		3,039,901	3,736,368

	<i>Note</i>	2024 HK\$'000	2023 <i>HK\$'000</i>
Non-current liabilities			
Lease liabilities	23	<u>3,746</u>	<u>5,323</u>
NET ASSETS		<u>3,036,155</u>	<u>3,731,045</u>
Capital and reserves			
Share capital		309,162	305,463
Reserves		<u>2,722,856</u>	<u>3,425,582</u>
Equity attributable to owners of the Company		3,032,018	3,731,045
Non-controlling interests		<u>4,137</u>	<u>–</u>
TOTAL EQUITY		<u>3,036,155</u>	<u>3,731,045</u>

1. GENERAL

Oshidori International Holdings Limited (the “**Company**”) is a public limited company incorporated in Bermuda as an exempted company and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company and its subsidiaries (together the “**Group**”) principally engage in investment holdings, tactical and/or strategic investments, the provision of financial services including (i) securities brokerage services, (ii) margin financing services, (iii) placing and underwriting services, (iv) corporate finance advisory services, (v) investment advisory and asset management services, and the provision of credit and lending services.

Certain group entities are licenced under the Hong Kong Securities and Futures Ordinance with the following regulated activities:

Type 1: Dealing in securities

Type 2: Dealing in futures contracts

Type 4: Advising on securities

Type 6: Advising on corporate finance

Type 8: Securities margin financing

Type 9: Asset management

The consolidated financial statements are presented in Hong Kong dollars, which is the functional currency of the Company. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

2. PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance (the “**HKCO**”). The consolidated financial statements also comply with the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2023 consolidated financial statements except for the adoption of the following new/revised HKFRSs that are relevant to the Group and effective from the current year.

Adoption of new/revised HKFRSs

The Group has applied, for the first time, the following new/revised HKFRSs:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HK Interpretation 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback

Amendments to HKAS 1: Classification of Liabilities as Current or Non-current

The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity.

Amendments to HKAS 1: Non-current Liabilities with Covenants

The amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require a company to disclose information about these covenants in the notes to the consolidated financial statements.

Amendments to HK Interpretation 5: Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

This Interpretation is revised as a consequence of the above Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Amendments to HKAS 7 and HKFRS 7: Supplier Finance Arrangements

The amendments introduce new disclosure requirements to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk.

Amendments to HKFRS 16: Lease Liability in a Sale and Leaseback

The amendments require a seller-lessee to subsequently determine lease payments arising from a sale and leaseback in a way that it does not recognise any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognising in profit or loss any gain or loss relating to the partial or full termination of a lease.

The adoption of the above amendments does not have any significant impact on the consolidated financial statements. Management has reviewed the disclosure of accounting policy information and considered it is consistent with the amendments.

3. REVENUE

	<i>Notes</i>	2024 HK\$'000	2023 HK\$'000
Advisory, commission income and other fee income	<i>(b)</i>	<u>1,091</u>	<u>3,377</u>
Net (loss) gain on sales of financial assets at FVPL	<i>(a)</i>	<u>(15,249)</u>	<u>419</u>
Interest income from:			
– margin clients		9,277	22,315
– loan receivables		28,924	14,614
– debt investment at amortised cost		<u>2,741</u>	<u>5,888</u>
		<u>40,942</u>	<u>42,817</u>
Dividend income from:			
– financial assets at FVPL		3,540	7,210
– Designated FVOCI		<u>5,728</u>	<u>6,401</u>
		<u>9,268</u>	<u>13,611</u>
		<u>36,052</u>	<u>60,224</u>

Notes:

- (a) The amount represented the proceeds from the sale of financial assets at FVPL of approximately HK\$22,625,000 (2023: approximately HK\$5,152,000) less relevant costs and carrying value of the investments sold of approximately HK\$37,874,000 (2023: approximately HK\$4,733,000).
- (b) In addition to the information shown in segment disclosures, the revenue from contracts with customers within HKFRS 15 is disaggregated as follows:

	Financial services <i>(as defined in note 5)</i>	
	2024	2023
	HK\$'000	HK\$'000
<i>Timing of revenue recognition:</i>		
Fee and commission income		
– at a point in time	1,079	1,416
Advisory and other fee income		
– over time	12	1,961
	<hr/>	<hr/>
Total revenue from contracts with customers within HKFRS 15	1,091	3,377
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4. OTHER INCOME		
	2024	2023
	HK\$'000	HK\$'000
Interest income on:		
– bank deposits	6,128	4,775
– financial assets arising from a financing arrangement	–	5,500
– others	4	16
	<hr/>	<hr/>
	6,132	10,291
Property licence fee income	–	1,600
Handling fee income	241	1,013
Scrip fee income	332	444
Others	617	9,522
	<hr/>	<hr/>
	7,322	22,870
	<hr/> <hr/>	<hr/> <hr/>

5. SEGMENT INFORMATION

The Group determines its operating segment and measurement of segment profit based on the internal reports to executive directors, the Group's chief operating decision makers, for the purposes of resource allocation and performance assessment.

The Group's reportable and operating segments are as follows:

Financial services	Provision of securities brokerage, margin financing, placing and underwriting, investment advisory, asset management and corporate finance advisory services
Tactical and/or strategical investments	Investment in financial instruments
Credit and lending services	Provision of credit and lending services

Segment revenue and results

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

For the year ended 31 December 2024

	Financial services HK\$'000	Tactical and/or strategical investments HK\$'000	Credit and lending services HK\$'000	Consolidated HK\$'000
Revenue				
Advisory, commission income and other fee income	1,091	–	–	1,091
Net loss on sales of financial assets at FVPL	–	(15,249)	–	(15,249)
Interest income	9,277	2,741	28,924	40,942
Dividend income	126	9,142	–	9,268
	<u>10,494</u>	<u>(3,366)</u>	<u>28,924</u>	<u>36,052</u>
Total revenue	10,494	(3,366)	28,924	36,052
Net unrealised fair value loss on financial assets at FVPL	–	(42,981)	–	(42,981)
	<u>10,494</u>	<u>(46,347)</u>	<u>28,924</u>	<u>(6,929)</u>
Segment revenue	<u>10,494</u>	<u>(46,347)</u>	<u>28,924</u>	<u>(6,929)</u>
	<u>285</u>	<u>(60,803)</u>	<u>(22,602)</u>	<u>(83,120)</u>
Segment profit (loss)	<u>285</u>	<u>(60,803)</u>	<u>(22,602)</u>	<u>(83,120)</u>
Unallocated other income				5,995
Unallocated other net gains				6,319
Share of results of associates				(60,605)
Share of results of a joint venture				(18,271)
Unallocated finance costs				(3,725)
Central corporate expenses				<u>(41,268)</u>
Loss before taxation				<u><u>(194,675)</u></u>

For the year ended 31 December 2023

	Financial services <i>HK\$'000</i>	Tactical and/or strategical investments <i>HK\$'000</i>	Credit and lending services <i>HK\$'000</i>	Consolidated <i>HK\$'000</i>
Revenue				
Advisory, commission income and other fee income	3,377	–	–	3,377
Net gain on sales of financial assets at FVPL	–	419	–	419
Interest income	22,315	5,888	14,614	42,817
Dividend income	–	13,611	–	13,611
	<hr/>	<hr/>	<hr/>	<hr/>
Total revenue	25,692	19,918	14,614	60,224
Net unrealised fair value loss on financial assets at FVPL	–	(46,427)	–	(46,427)
	<hr/>	<hr/>	<hr/>	<hr/>
Segment revenue	<u>25,692</u>	<u>(26,509)</u>	<u>14,614</u>	<u>13,797</u>
	<hr/>	<hr/>	<hr/>	<hr/>
Segment profit (loss)	<u>7,520</u>	<u>(50,827)</u>	<u>26,204</u>	<u>(17,103)</u>
	<hr/>	<hr/>	<hr/>	<hr/>
Unallocated other income				20,008
Unallocated other net losses				(11,099)
Share of results of associates				(37,899)
Share of results of a joint venture				14,651
Unallocated finance costs				(3,366)
Central corporate expenses				<u>(48,091)</u>
				<hr/>
Loss before taxation				<u><u>(82,899)</u></u>

Segment revenue includes revenue from financial services, tactical and/or strategical investments and credit and lending services. In addition, the chief operating decision makers also consider net unrealised fair value loss on financial assets at FVPL as segment revenue.

Segment result represents the loss incurred or profit earned by each segment without allocation of certain other income, certain other net gains (losses), share of results of associates and a joint venture, certain finance costs and the central corporate expenses. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

6. OTHER NET GAINS (LOSSES)

		2024	2023
	<i>Notes</i>	HK\$'000	HK\$'000
Bad debts written off		(16)	(330)
Fair value loss on investment property	12	(6,140)	(16,220)
Gain on disposal of an associate		–	638
Gain on deemed disposal of an associate		–	125
Gain on deregistration of subsidiaries		–	1,520
Gain on disposal of financial assets arising from a financing arrangement		–	4,562
Gain on disposal of property and equipment		16,391	–
Loss on redemption of financial assets at FVPL		–	(52)
Net exchange loss		(3,741)	(3,473)
Provision for impairment loss on intangible assets	18	(248)	–
		<u>6,246</u>	<u>(13,230)</u>

7. FINANCE COSTS

		2024	2023
		HK\$'000	HK\$'000
Bank interest expense		–	3
Interest on bank loan		2,926	2,963
Interest on other loans		–	7,362
Interest on margin financing		2,246	2,993
Imputed interest on lease liabilities		799	403
		<u>5,971</u>	<u>13,724</u>

8. LOSS BEFORE TAXATION

This is stated after charging:

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Employee benefits expenses (including directors' emoluments)			
Salaries and other benefits		12,911	14,356
Retirement benefit scheme contributions		369	419
Share-based payment expenses		–	2,125
		<u>13,280</u>	<u>16,900</u>
Net unrealised fair value loss on financial assets at FVPL			
		<u>42,981</u>	<u>46,427</u>
Depreciation and amortisation expenses			
Depreciation on property and equipment		9,771	22,075
Depreciation on right-of-use assets	<i>13</i>	6,676	6,800
Amortisation on intangible assets	<i>18</i>	500	500
		<u>16,947</u>	<u>29,375</u>
Other expenses			
Auditor's remuneration			
– Audit fee		2,000	2,320
– Non-audit fee		318	338
Business development expenses		7,002	1,167
Business registration fee, statutory fees and listing fees		1,309	1,315
Financial information charge		1,729	1,744
Handling and settlement expenses		978	965
Investment transaction cost		658	498
Legal and professional fees		4,807	4,192
Expenses on sales of property and equipment		9,238	–
Marketing expenses		8,817	10,570
Other operating expenses		7,435	5,446
Other tax expenses		12,319	–
Share-based payment expenses to service providers		–	18,062
		<u>56,610</u>	<u>46,617</u>

9. INCOME TAX EXPENSE

The profits tax rate for the first HK\$2,000,000 assessable profits arising from Hong Kong of qualifying entities will be taxed at 8.25%, and assessable profits arising from Hong Kong above HK\$2,000,000 will be taxed at the rate of 16.5%. As only one of the subsidiaries in the Group is eligible to elect the two-tiered profits tax rates, profits of the remaining subsidiaries of the Group will continue to be taxed at a flat rate of 16.5%.

For the years ended 31 December 2024 and 2023, Hong Kong Profits Tax is calculated in accordance with the two-tiered profits tax rates regime.

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Current tax		
Hong Kong Profits Tax		
– Current year	544	1,902
– Over provision in prior year	<u>(539)</u>	<u>(315)</u>
Income tax expense	<u><u>5</u></u>	<u><u>1,587</u></u>

10. DIVIDENDS

The directors of the Company do not recommend the payment of any dividends for the year ended 31 December 2024 (2023: Nil).

11. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on loss attributable to the equity holders of the Company and the weighted average number ordinary shares in issue during the year as follows:

Loss

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Loss for the year attributable to equity shareholders of the Company, for the purpose of basic and diluted loss per share	<u><u>(194,506)</u></u>	<u><u>(84,486)</u></u>

Number of shares

	2024	2023
Weighted average number of ordinary shares, for the purpose of basic and diluted loss per share	<u><u>6,179,423,237</u></u>	<u><u>6,109,259,139</u></u>
	<i>HK cents</i>	<i>HK cents</i>
Basic loss per share	<u><u>(3.15)</u></u>	<u><u>(1.38)</u></u>
Diluted loss per share	<u><u>(3.15)</u></u>	<u><u>(1.38)</u></u>

Note:

The computation of diluted loss per share for the year ended 31 December 2024 did not assume the exercise of certain share option since their assumed exercise for the year would have an anti-dilutive effect on the basic loss per share amount presented.

The computation of diluted loss per share for the year ended 31 December 2023 did not assume the exercise of certain share option and the issue of certain shares under the share award scheme since their assumed exercise and issue for the year would have an anti-dilutive effect on the basic loss per share amount presented.

12. INVESTMENT PROPERTY

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
At fair value		
At the beginning of the reporting period	86,530	102,750
Change in fair value recognised in profit or loss	<u>(6,140)</u>	<u>(16,220)</u>
At the end of the reporting period	<u>80,390</u>	<u>86,530</u>

Leasing arrangement – as licensee

At the end of the reporting period, the investment property of HK\$80,390,000 (2023: HK\$86,530,000) located in Hong Kong is held with the remaining lease term of 102 (2023: 103) years.

The property interests in investment properties thereon (including the whole or part of undivided share in the underlying land) in Hong Kong is held by the Group as the registered owner. Those property interests were acquired from the previous registered owners by making lump sum payments at the upfront. Except for the variable amounts to be charged by the government subsequently that are reviewed regularly with reference to the rateable values, for example, there are no ongoing payments to be made under the terms of the land lease.

The fair value of the investment property is determined by the valuation performed by an independent professional valuer by adopting the direct comparison method based on price information of comparable properties and adjusted to reflect the locations of the subject property.

The investment property was pledged to the bank to secure the bank loan as at 31 December 2024.

Leasing arrangement – as licensor

The Group's investment property interests held under leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment property.

During the year ended 31 December 2023, the Group granted a licence to the licensee to use the investment property for residential use for a licence period of 3 months with renewal in every 3 months. The licence did not include purchase or termination options. The licence income from investment property are set out in note 4. Upon the expiry of the licence agreement in August 2023, no further licence agreement was signed.

13. RIGHT-OF-USE ASSETS

	Buildings <i>HK\$'000</i>
Reconciliation of carrying amount – year ended 31 December 2023	
At beginning of the reporting period	7,303
Additions	9,264
Reassessment of lease liabilities	2,089
Depreciation	<u>(6,800)</u>
At the end of the reporting period	<u><u>11,856</u></u>
Reconciliation of carrying amount – year ended 31 December 2024	
At beginning of the reporting period	11,856
Reassessment of lease liabilities	4,978
Depreciation	<u>(6,676)</u>
At the end of the reporting period	<u><u>10,158</u></u>
At 31 December 2023	
Cost	15,673
Accumulated depreciation	<u>(3,817)</u>
Net carrying amount	<u><u>11,856</u></u>
At 31 December 2024	
Cost	20,651
Accumulated depreciation	<u>(10,493)</u>
Net carrying amount	<u><u>10,158</u></u>

The Group leases various premises for its daily operations. Lease terms are 2 years with renewal option.

Commitments under leases

The Group had no commitment for any short-term leases for both years.

14. DESIGNATED FVOCI

	<i>Notes</i>	2024 HK\$'000	2023 HK\$'000
Equity securities – listed			
Listed in Hong Kong		859,342	1,220,886
Listed in the United States		68,048	30,144
	<i>(a)</i>	927,390	1,251,030
Equity securities – unlisted	<i>(a), (b)</i>	468,776	645,727
Deferred day-one losses	<i>(c)</i>	75,220	75,220
		543,996	720,947
		1,471,386	1,971,977

Notes:

- (a) At the date of initial recognition, the Group irrevocably designated certain investments in equity securities as Designated FVOCI because these equity securities represent investments that the Group intends to hold for long-term strategic purposes.

During the year ended 31 December 2024, the net unrealised fair value loss on Designated FVOCI of approximately HK\$449,420,000 (2023: approximately HK\$1,465,461,000) was recognised in other comprehensive income.

During the year ended 31 December 2024, Designated FVOCI with fair value of approximately HK\$151,293,000 (2023: HK\$69,783,000) was disposed which is in line with the Group's inherent investment strategy. The cumulative loss of approximately HK\$73,838,000 (2023: cumulative loss of approximately HK\$84,935,000) that was previously included in the investment revaluation reserve (non-recycling) was transferred directly to retained earnings during the year ended 31 December 2024.

- (b) There are three unlisted equities as at 31 December 2024, details of which are as follows:

At the end of the reporting period, the Group holds 17.81% (2023: 17.81%) equity interest of Future Capital Group Limited (“**Future Capital**”). Future Capital and its subsidiaries principally engage in property investments. During the year, the fair value loss on investment in Future Capital of approximately HK\$111,000,000 (2023: approximately HK\$140,000,000) was recognised in other comprehensive income.

At the end of the reporting period, the Group holds 7.88% (2023: 7.88%) equity interest of Co-Lead Holdings Limited (“**Co-Lead**”). Co-Lead and its subsidiaries principally engage in securities trading and investments holding business in Hong Kong. During the year, the fair value loss on investment in Co-Lead of approximately HK\$50,237,000 (2023: approximately HK\$9,877,000) was recognised in other comprehensive income.

At the end of the reporting period, the Group holds 14.90% (2023: 14.90%) equity interest of Green River Associates Limited (“**Green River**”). Green River principally engages in securities trading and investments holding business in Hong Kong. During the year, the fair value loss on investment in Green River of approximately HK\$15,714,000 (2023: fair value gain of approximately HK\$2,281,000) was recognised in other comprehensive income.

- (c) The day-one losses arising from acquisition of unlisted equity investments represents the difference between the consideration and the fair value at the initial recognition, which was determined based on valuation carried out by independent professional valuer. As the fair value determination of unlisted equity securities is not evidenced by a quoted price in an active market or based on a valuation technique that uses only data from observable markets, the day-one losses should be deferred and will be recognised to profit or loss until (i) the fair value is evidenced by a quoted price in active market, (ii) the valuation can be determined using market observable inputs or (iii) realised through settlement.

15. DEBT INVESTMENT AT AMORTISED COST

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Senior notes	<u>30,000</u>	<u>30,000</u>

As at 31 December 2024, the Group held senior notes issued by a company listed in Hong Kong which bear interest at 9.5% (2023: 9.5%) per annum payable semi-annually and will be due on 30 June 2025 (2023: 30 June 2025).

16. INTERESTS IN ASSOCIATES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Unlisted shares		
Shares of net assets	212,278	327,009

Details of the associates at the end of the reporting period are as follows:

Name of entities	Place of incorporation/ operation	Class of shares held	Proportion of value of issued share capital directly held by the Group		Principal activities
			2024	2023	
			%	%	
Hope Capital Limited	BVI	Ordinary	33.80	22.39	Engaged in securities investment and financial services business through its subsidiaries
HEC Securities Company Limited	BVI	Ordinary	25	25	Engaged in securities investment and financial services business through its subsidiaries

17. INTERESTS IN A JOINT VENTURE

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Unlisted shares		
Shares of net assets	144,984	164,504

Details of the joint venture at the end of the reporting period are as follows:

Name of entities	Place of incorporation/ operation	Class of shares held	Proportion of value of issued share capital directly held by the Group		Principal activities
			2024	2023	
			%	%	
Golden Thread Investments Limited	Republic of the Marshall Islands	Ordinary	35	35	Engaged in a single purpose project for property assets-based financing business

18. INTANGIBLE ASSETS

	Trading rights <i>HK\$'000</i> <i>(Note a)</i>	Membership debenture <i>HK\$'000</i> <i>(Note b)</i>	Club membership <i>HK\$'000</i> <i>(Note c)</i>	Total <i>HK\$'000</i>
Reconciliation of carrying amount – year ended 31 December 2023				
At the beginning of the reporting period	5,408	6,248	3,958	15,614
Amortisation	–	–	(500)	(500)
At the end of the reporting period	<u>5,408</u>	<u>6,248</u>	<u>3,458</u>	<u>15,114</u>
Reconciliation of carrying amount – year ended 31 December 2024				
At the beginning of the reporting period	5,408	6,248	3,458	15,114
Amortisation	–	–	(500)	(500)
Impairment loss	–	(248)	–	(248)
At the end of the reporting period	<u>5,408</u>	<u>6,000</u>	<u>2,958</u>	<u>14,366</u>
At 31 December 2023				
Cost	5,408	6,248	5,000	16,656
Accumulated amortisation and impairment losses	–	–	(1,542)	(1,542)
	<u>5,408</u>	<u>6,248</u>	<u>3,458</u>	<u>15,114</u>
At 31 December 2024				
Cost	5,408	6,248	5,000	16,656
Accumulated amortisation and impairment losses	–	(248)	(2,042)	(2,290)
	<u>5,408</u>	<u>6,000</u>	<u>2,958</u>	<u>14,366</u>

Notes:

- (a) Trading rights that confer eligibility on the Group to trade on the Stock Exchange and the Futures Exchange. The trading rights have no foreseeable limit to the period over which the Group can use to generate cash flows. As a result, the trading rights are considered by the management of the Group as having indefinite useful lives because they are expected to contribute to net cash inflows indefinitely. The trading rights will not be amortised until its useful life is determined to be finite.

No impairment losses on trading rights have been recognised for both years.

- (b) The membership debenture has no foreseeable limit to the period over which the Group can use to generate cash flows. As a result, membership debenture is considered by the management of the Group as having indefinite useful life. The membership debenture will not be amortised until its useful life is determined to be finite.

For the purpose of impairment testing on membership debenture, the recoverable amount has been determined based on the second-hand market price less cost of disposal. An impairment loss of HK\$248,000 (2023: Nil) was recognised for the year ended 31 December 2024 with reference to the recoverable amount of the membership debenture.

- (c) Club membership has a validity of 10 years and the Group has determined that this asset has a useful life of 10 years. It is tested for impairment where an indicator of impairment appears.

19. OTHER DEPOSITS

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Statutory and other deposits with exchanges and clearing houses	418	425

The deposits are non-interest bearing.

20. TRADE, LOAN AND OTHER RECEIVABLES

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables			
Trade receivables arising from the business of securities brokerage			
– cash clients		102	114
– margin clients	<i>(b)</i>	122,033	164,937
– HKSCC	<i>22(b)</i>	29	–
– others		2	–
	<i>(a)</i>	122,166	165,051
Loan receivables			
Loan and interest receivables from independent third parties			
		667,039	283,634
Less: Loss allowance		(40,752)	(11,122)
	<i>(c)</i>	626,287	272,512
Less: Non-current portion		(3,403)	(6,521)
Current portion		622,884	265,991
Other receivables			
Deposits with securities brokers	<i>(d)</i>	–	1,878
Other receivables, deposits and prepayments		25,879	31,708
		25,879	33,586
	<i>(e)</i>	770,929	464,628

(a) No aging analysis by invoice date is disclosed as in the opinion of the directors of the Company, the aging analysis does not give additional value in view of the nature of brokerage business. The Group offsets certain trade receivables and trade payables when the Group currently has a legally enforceable right to set off the balances; and intends to settle on a net basis or to realise the balances simultaneously.

(b) Trade receivables from margin clients are repayable on demand and bear interest ranging from 8% to 30% (2023: 8% to 30%) per annum for the year ended 31 December 2024. The loans are secured by pledged marketable securities with a total fair value of approximately HK\$785,937,000 (2023: approximately HK\$461,096,000). The Group is permitted to sell or repledge the marketable securities if the customers default on the payment when requested by the Group. During the years ended 31 December 2024 and 2023, no margin loans were granted to the directors of the Company or directors of subsidiaries.

- (c) As at 31 December 2024, the Group's net loan receivables included both fixed and variable rate loan advances to independent third parties of approximately HK\$7,330,000 (2023: approximately HK\$14,751,000) which were secured by the pledge of certain collaterals and personal guarantees, bearing interest ranging from HKD Prime Rate plus 2.75% to 9% (2023: HKD Prime Rate plus 2.75% to 9%) per annum and had contractual loan period between 12 months and 18 months (2023: between 12 months and 18 months) under the Group's credit and lending services. The remaining balance included fixed rate loan advances to independent third parties of approximately HK\$618,957,000 (2023: HK\$257,761,000) which were unsecured, bearing interest ranging from 3% to 8% (2023: 5% to 8%) per annum. The contractual loan period for majority of the unsecured loan receivables from third parties is between 9 months and 5 years (2023: between 3 months and 5 years).

Aging analysis

Aging analysis of loan receivables (net of loss allowance) prepared based on loan commencement date set out in the relevant contracts is as follows:

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
1 to 3 months	200,456	14,810
4 to 6 months	39,421	54,085
7 to 12 months	239,901	132,206
Over 12 months	146,509	71,411
	<hr/>	<hr/>
At the end of the reporting period	626,287	272,512
	<hr/> <hr/>	<hr/> <hr/>

Aging analysis of loan receivables (net of loss allowance) prepared based on contractual due date is as follows:

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Not yet past due	626,287	272,512
	<hr/> <hr/>	<hr/> <hr/>

The amount granted to individuals and corporates depends on management's assessment of credit risk of the customers by evaluation on background check (such as their background, and financial position for individual borrowers and their industry and financial position for corporate borrowers) and repayment abilities. During the year ended 31 December 2024, net provision of impairment loss of approximately HK\$29,630,000 (2023: net reversal of impairment loss of approximately HK\$23,528,000) was recognised for the loan receivables.

- (d) Deposits with securities brokers represented the funds deposited with the brokers' houses for securities trading purpose.
- (e) The trade, loan and other receivables are expected to be recovered within one year, except for the deposits of approximately HK\$10,168,000 (2023: approximately HK\$10,168,000).

21. FINANCIAL ASSETS AT FVPL

	<i>Note</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Mandatorily measured at FVPL			
– Listed shares in Hong Kong		95,152	152,849
– Listed shares in the United States		–	7,098
– Unlisted investment funds	<i>(a)</i>	54,671	64,857
		149,823	224,804

Note:

- (a) The unlisted investment funds are mainly subscribed from independent financial institutions in overseas. The portfolios of these funds mainly comprise securities listed in overseas and unlisted debt and equity securities in Asia-Pacific region. The funds are redeemable at the discretion of the Group from time to time and the intention of holding them was for short-term investment.

22. TRADE AND OTHER PAYABLES

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade payables			
Trade payables arising from the business of securities brokerage			
– cash clients	<i>(a)</i>	2,530	818
– margin clients	<i>(a)</i>	29,327	54,118
– HKSCC	<i>(b)</i>	–	4,613
	<i>20(a)</i>	31,857	59,549
Trade payables arising from the business of futures brokerage	<i>(c)</i>	627	–
Secured margin loans from securities brokers	<i>(d)</i>	79,800	10,065
		112,284	69,614
Other payables			
Other payables and accrued charges		8,688	23,487
		120,972	93,101

Notes:

- (a) Trade payables to cash and margin clients are repayable on demand. In the opinion of the directors of the Company, no aging analysis is disclosed as the aging analysis does not give additional value.
- (b) The settlement terms of trade receivables and payables arising from the provision of securities brokerage business with HKSCC are usually two days after trade date. No aged analysis is disclosed as in the opinion of directors of the Company, the aged analysis does not give additional value in view of the nature of brokerage business.
- (c) Trade payables to clients arising from the business of futures brokerage are margin deposits received from clients for their trading of futures contracts on the Futures Exchange. The excesses of the outstanding amounts over the required initial margin deposits for the trading of futures contracts stipulated by the Futures Exchange are repayable to clients on demand.
- (d) For secured margin loans from securities brokers, the loans are repayable on demand (except certain balances arising from trades pending settlement or margin deposits) and are interest-bearing at a fixed rate of 7.2% per annum (2023: HIBOR 1 month rate plus 3.8% per annum). The total market value of equity securities classified as financial assets at FVPL and Designated FVOCI pledged as collateral in respect of the loans was approximately HK\$113,625,000 (2023: approximately HK\$129,266,000) as at 31 December 2024.

23. LEASE LIABILITIES

As at 31 December 2024, the weighted average discount rate applied was 6.46% (2023: 6.55%) per annum. The interest expenses on lease liabilities are set out in note 7.

Commitments and present value of lease liabilities:

	Minimum lease payments 2024 HK\$'000	Present value of minimum lease payments 2024 HK\$'000
Amounts payable:		
Within one year	7,247	6,778
In the second to fifth years inclusive	<u>3,624</u>	<u>3,746</u>
	10,871	10,524
Less: future finance charges	<u>(347)</u>	<u>–</u>
Total lease liabilities	<u><u>10,524</u></u>	<u><u>10,524</u></u>
	Minimum lease payments 2023 HK\$'000	Present value of minimum lease payments 2023 HK\$'000
Amounts payable:		
Within one year	7,247	6,670
In the second to fifth years inclusive	<u>5,469</u>	<u>5,323</u>
	12,716	11,993
Less: future finance charges	<u>(723)</u>	<u>–</u>
Total lease liabilities	<u><u>11,993</u></u>	<u><u>11,993</u></u>

24. INTEREST-BEARING BORROWINGS

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Secured bank loan	<u>49,271</u>	<u>51,235</u>

At the end of the reporting period, the bank loan is interest bearing at Hong Kong Interbank Offered Rate plus 1.3% (2023: Hong Kong Interbank Offered Rate plus 1.3%) per annum and secured by the Group's investment property with carrying value of HK\$80,390,000 (2023: HK\$86,530,000) and corporate guarantees provided by the Group's subsidiaries. The bank loan with a clause in their terms that gives the bank an overriding right to demand for repayment without notice or with notice period of less than 12 months at their sole discretion are classified as current liabilities even though the Directors do not expect that the banks would exercise their right to demand repayment.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group recorded a net loss of HK\$194.7 million for the Year as compared to a net loss of HK\$84.5 million for the year ended 31 December 2023 (the “**Previous Year**”). Such loss was mainly attributable to the combined effects of: (a) the net unrealised fair value loss on financial assets at fair value through profit or loss of HK\$43.0 million; and (b) the share of loss from associates of HK\$60.6 million.

BUSINESS REVIEW

The Group principally engages in investment holdings, tactical and/or strategical investments (including property investments), provision of financial services including the Securities and Futures Commission (the “**SFC**”) regulated activities namely Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 8 (securities margin financing) and Type 9 (asset management); and provision of credit and lending services regulated under the Money Lenders Ordinance.

A. Financial Services

The Group is licensed by the SFC to conduct regulated activities including Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 8 (securities margin financing) and Type 9 (asset management).

Brokerage commission income generated from the Group’s securities brokerage services decreased by 8.3% to HK\$1.1 million for the Year (Previous Year: HK\$1.2 million). Interest income generated from provision of margin financing services decreased by 58.3% to HK\$9.3 million for the Year (Previous Year: HK\$22.3 million).

B. Credit and Lending Services

(i) *Business Model*

The Company, through its wholly owned subsidiaries, namely, Oshidori WW Resources Limited and Oshidori Citizens Money Lending Corporation Limited, conducts credit and lending business under the Money Lenders Ordinance, Chapter 163 of the Laws of Hong Kong.

The Group maintains readily available funds and equips itself with sufficient lending capacities for capturing potential business opportunities. The Group finances its credit and lending business with its existing general working capital. The Group’s credit and lending business has a unique business model with emphasis on the provision of sizeable loans to both corporate and individual clients with good financial standing and low credit risk (such as listed companies and individuals holding marketable assets).

The Group targets a niche market of high-profile borrowers (i.e. (a) listed companies; (b) companies with well-established businesses; (c) companies or individuals holding marketable assets; and (d) individuals whose occupations are executives, businessmen or professionals) in need of sizeable loans, who have a proven track record of making repayments. The Group grants loans only to recognised and creditworthy customers. The Group grants loans only to the customers (a) who are third parties and not connected with the Group; (b) who are introduced by the Group’s directors, senior management, business partners or existing/previous borrowers; and (c) whose creditworthiness and loan collateral are evaluated and approved by the credit committee (the “**Credit Committee**”) of the Group.

The management team of the Group’s credit and lending business comprises the Credit Committee and 2 managers. During the year ended 31 December 2024, the Credit Committee consisted of two directors of the Group, who had over 13 years of working experience in an international banking group and around 20 years of experience in finance, investment and credit and lending industries, respectively. The Credit Committee has the power and authority to review and approve the loan applications. The Credit Committee is responsible for (i) assessing credit risks; (ii) overseeing the approval of credit applications and loan approvals; and (iii) managing customer relationships. The managers are responsible for (i) reviewing loan documentations, (ii) identifying potential problems; and (iii) recommending mitigating factors.

(ii) Internal Control Procedures

The Group has taken the following internal control measures in carrying out the credit and lending services business:

Credit risk assessment of customers

Potential customers are required to disclose and provide the Group with a list of information required for a loan application. The Group will then assess the creditworthiness of the potential customers and their repayment abilities, including legal due diligence. In particular, the following information is requested and considered as part of the process of assessing creditworthiness:

- a) the potential customers’ background and statutory information;
- b) the potential customers’ proof of income, including bank statements;
- c) the amount and purpose of the loan;
- d) the results of legal searches, such as litigation (or the absence of), on the potential customers; and

- e) whether the Group and the potential customers have any prior dealings and, if so, the credit history of any such prior arrangements.

In making the approval decision, the Credit Committee considers the information set out above and assesses the potential customers' credit risk, the loan-to-value ratio and the proposed interest rate. The operations of the Credit Committee are subject to review by the Executive Directors of the Company.

Mechanism in determining loan terms

The request from each potential customer is unique. The loan terms are determined based on the potential customers' financial needs (e.g. type of loan, capital needs and loan tenure), credit risk assessment of potential customers and their financial repayment abilities. The loan interest rate is determined based on the result of credit risk assessment and reference to the market interest rate.

Approval process for granting loans

Application and approval process are as follows:

- a) collection of potential customer's information;
- b) preliminary loan assessment and approval (if disapproved, reject loan application and inform the potential customer);
- c) credit assessment – 3C's Assessment (i.e. character, capacity, and collateral):
 - character is defined by credit and loan repayment history;
 - capacity measures income and ability to service a loan or line of credit;
 - collateral refers to asset(s) that could be leveraged for payment;
- d) determine the terms of the loan and obtain approval from the Credit Committee (if disapproved, reject loan application and inform the potential customer);
- e) prepare board minutes to approve the loan and notify the potential customer of the loan approval;
- f) prepare all relevant loan documents and explain the terms of the loan and the associated loan documents to the potential customer;

- g) execution of the relevant loan documents and prepare loan disbursement;
and
- h) review and file the loan documents in the filing cabinets.

Monitoring loan repayment and recovery

The status of outstanding loan principals and interest collection is monitored by the Credit Committee, two managers and accounting department on a daily basis by reviewing daily reports. On the maturity date, the Credit Committee communicates with borrowers by phone regarding their financial conditions and source of repayment to ascertain whether borrowers have any difficulty in making their repayments on time; and the Credit Committee also reminds borrowers to make timely repayments of their loans. When borrowers request for loan extension, the Credit Committee would request the managers and accounting department to ascertain and review the borrowers' financial condition through publicly available information (such as website of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and press media, etc) so as to assess the recoverability of loans. In the event that there is no such publicly available information, the Credit Committee would request the respective borrowers for their updated financial information.

Taking actions on delinquent loans

When a loan is overdue, the Group will contact the borrower and guarantor (if any) to remind them of the possible enforcement action(s) and timing of repayment and seeking reasons for the delay in repayment. The Group will also issue demand letter(s) to the borrowers. If the Group does not receive any favourable reply from the borrowers, the Group will instruct legal advisers to take legal actions for recovery of outstanding loan principal and accrued interest.

The action plans are determined based on the individual situation on a case by case basis. In general, the Group takes into account factors such as whether the pledged assets provided by the borrowers are sufficient in value; and whether there are any bona fide settlement offers made by the borrowers.

In case the market value of pledged assets falls below the outstanding loan amount, the Group may request the borrowers to increase the pledged assets. In case the borrowers can provide the Group with bona fide settlement proposal, the Group may consider withholding legal action against the borrowers and accept the settlement proposal in order to save legal costs and time.

(iii) Major Terms of Loans

As at 31 December 2024, the Company's credit and lending services business had 22 customers (all of them are independent third parties) and the total net loan receivables including both fixed and variable rate loan advances was HK\$626.3 million (2023: HK\$272.5 million).

Among these loan receivables, totalling HK\$7.3 million (2023: totalling HK\$14.8 million) were secured by the pledge of certain collateral and personal guarantees (2023: the pledge of certain collateral and personal guarantees), bearing interests ranging from HKD Prime Rate plus 2.75% to 9% (2023: HKD Prime Rate plus 2.75% to 9%) per annum and had contractual loan period between 12 months and 18 months (2023: between 12 months and 18 months).

The remaining balance of HK\$619.0 million (2023: HK\$257.7 million) were unsecured, and bearing interests ranging from 3% to 8% (2023: 5% to 8%) per annum. Out of these unsecured loan receivables, HK\$568.4 million has contractual loan period between 9 months and 1 year, HK\$44.5 million has contractual loan period between over 1 year and 2 years, and HK\$6.1 million has contractual loan period over 5 years (2023: between 3 months and 5 years and over 5 years).

During the year ended 31 December 2024, the Group offered attractive interest rate to borrowers (as low as 3% per annum) as special promotion and on ad hoc basis. Such interest rate was offered as a special promotion to maintain amicable business relationship with our borrowers whose credit assessment were of satisfactory results.

Interest income from loan receivables for the Year was HK\$28.9 million (Previous Year: HK\$14.6 million), which was increased by 97.9% as compared to the Previous Year.

(vi) Top Five Borrowers

As at 31 December 2024, the loan and interest receivables from the largest borrower was HK\$59.8 million (representing approximately 9.5% of the total loan and interest receivables of the Group) while the loan and interest receivables from the five largest borrowers together was HK\$260.3 million (representing approximately 41.6% of the total loan and interest receivables of the Group).

C. Tactical and/or Strategic Investments

The Group engages in tactical and/or strategic investments of a diversified portfolio overseen by a professional investment team that holds Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 9 (asset management) licences under the Securities and Futures Ordinance. Negative income from this segment amounted to HK\$46.3 million for the Year (Previous Year: HK\$26.5 million).

The Group's vision is to implement its corporate strategy through building a successful portfolio of investments that is resilient, sound and of value to the shareholders of the Company.

The Group strives to achieve excellent results and performance through the Group's tactical and/or strategic investments segment – creating value through investment selection and disposal, and demonstrates resilience in adverse market conditions. The Group has formulated a criteria to identify appropriate investments, established the basis for evaluation, and categorized such investments to reflect their significance and contribution to the Group. The holding size and holding periods are dependent upon the reasons for the acquisition, the strategic value of the investments, and the potential returns. The Group may consider realizing certain investments based on the internal resources' requirements, the increase/decrease in valuations that trigger the threshold for disposal, and the availability of alternative investment opportunities that may be superior in returns compared to existing holdings from time to time.

THE GROUP'S INVESTMENTS

A breakdown of the Group's investments (with a value of 5% or more of the Group's total assets) as at 31 December 2024 is set out below:

Name of investments	Number of shares held as at 31 Dec 2024	Percentage of shareholding held as at 31 Dec 2024	Realised	Unrealised	Dividends received for the year ended 31 Dec 2024	Approximate% to the Group's total assets as at 31 Dec 2024	Investment cost	Fair value/ carrying amount as at 31 Dec 2024	
			gain/(loss) through other comprehensive income for the year ended 31 Dec 2024	gain/(loss) through other comprehensive income for the year ended 31 Dec 2024					
			HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000	
Listed shares in Hong Kong									
- Shengjing Bank Co., Ltd. (stock code: 2066)	293,034,000	12.52%	-	1,274	121,800	-	10.93%	1,972,015	351,641
- ZhongAn Online P & C Insurance Co., Ltd. (stock code: 6060)	16,476,400	1.16%	(124)	-	(90,543)	-	6.03%	416,186	194,092
Unlisted shares									
- Future Capital Group Limited	3,750	17.81%	-	-	(111,000)	-	12.37%	750,000	398,000

The performance and prospects of such significant investments during the Year were as follows:

1. Shengjing Bank Co., Ltd. ("Shengjing") (Stock Code: 2066)

Shengjing and its subsidiaries principally engage in the provision of corporate and personal deposits, loans and advances, settlement, treasury business and other banking services as approved by the National Financial Regulatory Administration.

According to the interim report of Shengjing for the six months ended 30 June 2024, the total assets of Shengjing amounted to RMB1,068.305 billion, the total loans and advances to customers amounted to RMB492.708 billion, the operating income amounted to RMB4,560 million and the net profit amounted to RMB592 million.

From a long-term perspective, Shengjing appears to have good prospects and the Company considers its investment in Shengjing has strategic investment value.

2. ZhongAn Online P & C Insurance Co., Ltd. (“ZhongAn”) (Stock Code: 6060)

ZhongAn is an online Insurtech company in the PRC and is principally engaged in the provision of insurance products and solutions in the context of four major ecosystems, namely health, digital lifestyle, consumer finance and auto ecosystems.

According to the annual results announcement of ZhongAn for the year ended 31 December 2024, the total assets of ZhongAn amounted to approximately RMB45,285 million, the net assets amounted to approximately RMB20,926 million, the total income amounted to approximately RMB34,131 million and the net profit amounted to approximately RMB603 million.

After the Year, the Group disposed of all its investment in ZhongAn and ceased to hold any shares of ZhongAn.

3. Future Capital Group Limited (“Future Capital”)

Future Capital was incorporated in the Cayman Islands with limited liability and it principally engages in property investments.

Hong Kong’s government has abolished all property cooling measures and eased mortgage restrictions, to stimulate the buying power of real estates and attract investors to participate in Hong Kong real estate sector.

From a long-term perspective, Future Capital appears to have good prospects and the Company considers its investment in Future Capital has strategic investment value.

Going forward, the Group will continue to implement its corporate strategy through building a successful portfolio of investments that is resilient, sound and of value for our shareholders. Although the market sentiment is expected to gradually improve, the overall economic outlook still remains uncertain. The Group will continue to adopt prudent capital management and liquidity risk management policies and practices to preserve adequate capital to meet the challenges ahead. The Group did not have any plan for material investments or capital assets as at 31 December 2024.

FINANCIAL REVIEW

Review of Results

The Group recorded a total revenue of HK\$36.1 million for the Year, representing a decrease of 40.0% as compared with the amount of HK\$60.2 million for the Previous Year. Income from financial services segment amounted to HK\$10.5 million (Previous Year: HK\$25.7 million). Negative income from tactical and/or strategical investments segment amounted to HK\$3.4 million (Previous Year: income of HK\$19.9 million). Income from credit and lending services segment amounted to HK\$28.9 million (Previous Year: HK\$14.6 million).

The Group recorded a net loss of HK\$194.7 million for the Year (Previous Year: net loss of HK\$84.5 million). Such loss was mainly attributable to the combined effects of: (a) the net unrealised fair value loss on financial assets at fair value through profit or loss of HK\$43.0 million; and (b) the share of loss from associates of HK\$60.6 million. Basic and diluted loss per share for the Year were HK cents 3.15 and HK cents 3.15 respectively (Previous Year: basic and diluted loss per share of HK cents 1.38 and HK cents 1.38 respectively). The net profit of financial services segment was HK\$0.3 million (Previous Year: HK\$7.5 million). The net loss of tactical and/or strategical investments segment was HK\$60.8 million (Previous Year: HK\$50.8 million). The net loss of credit and lending services segment was HK\$22.6 million (Previous Year: net income of HK\$26.2 million).

Capital Structure

The Company has not conducted any equity fund raising activities during the Year. In January 2024, 75,000,000 new ordinary shares of the Company were issued pursuant to the vesting of awarded shares granted under the share award scheme adopted by the Company on 19 December 2019. In July 2024, 1,026,000 ordinary shares of the Company were cancelled in respect of repurchase of shares. As at 31 December 2024, the Company has 6,183,233,139 shares in issue.

The total asset value of the Group as at 31 December 2024 was HK\$3,217.8 million (2023: HK\$3,888.4 million). The net asset value of the Group as at 31 December 2024 was HK\$3,036.2 million (2023: HK\$3,731.0 million). The net asset value per share as at 31 December 2024 was HK\$0.49 (2023: HK\$0.61). Apart from financial assets being held by the Group for its tactical and/or strategical investments, the Group also holds substantive assets which mainly comprise tangible assets such as cash and bank balances and trade, loan and other receivables.

Charges on Group Assets

As at 31 December 2024, the Group's borrowings included margin loans of HK\$79.8 million (2023: HK\$10.1 million) and a secured bank loan of HK\$49.3 million (2023: HK\$51.2 million). The bank loan is secured by a property, the fair value of which as at 31 December 2024 was HK\$80.4 million. The margin loans are secured by pledge of equity securities to securities brokers as collaterals, with total market value of HK\$113.6 million as at 31 December 2024 (2023: HK\$129.3 million). As at 31 December 2024, the Group's borrowings are interest bearing at HIBOR plus 1.3% per annum or at a fixed rate of 7.2% per annum (2023: HIBOR plus 1.3% per annum or at HIBOR 1 month rate plus 3.8% per annum) and repayable on demand (2023: repayable on demand).

Liquidity and Financial Resources

The Group's cash and cash equivalents as at 31 December 2024 was HK\$282.4 million (2023: HK\$348.1 million). The cash and cash equivalents and financial assets at fair value through profit or loss in aggregate as at 31 December 2024 were HK\$432.2 million (2023: HK\$572.9 million).

The liquidity of the Group remained strong with a current ratio of 7.1 as at 31 December 2024 (2023: 7.5). The Group had borrowings of HK\$49.3 million as at 31 December 2024 (2023: HK\$51.2 million) and the gearing ratio of the Group (expressed as a percentage of total borrowings over total equity) as at 31 December 2024 was 1.6% (2023: 1.4%).

Exposure to Fluctuation in Exchange Rates and Related Hedges

Save for certain bank balances that are denominated in Renminbi ("RMB") and United States dollar ("USD"), most of the Group's business transactions, assets and liabilities are denominated in Hong Kong dollar. As at 31 December 2024, the bank balances denominated in RMB and USD amounted to HK\$13.7 million and HK\$75.7 million respectively. Therefore, the Group's exposure to the risk of foreign exchange rate fluctuations is not material. For the Year, the Group did not have any derivatives for hedging against the foreign exchange rate risk. The directors of the Company (the "Directors") will continue to monitor the foreign exchange exposure and will consider appropriate action to mitigate such risk, when necessary.

Capital Commitments

The Group did not have any capital commitments in respect of the acquisition of property and equipment as at 31 December 2024 (2023: Nil).

Contingent Liabilities

The Group did not have any material contingent liabilities as at 31 December 2024 (2023: Nil).

OUTLOOK AND CORPORATE STRATEGY

Looking ahead, the risk of economic downturns is growing as the global political and economic landscape experiences new challenges.

The Group will continue to adopt a wait and see approach in tackling the unstable and unpredictable economic conditions. The Group will adopt a conservative attitude but keep a watchful eye on the market.

Dealing with the future challenges, the Management will review and adjust business strategies on a regular basis with a prudent and balanced risk management approach.

MATERIAL TRANSACTIONS

On 8 May 2024, a wholly owned subsidiary of the Company entered into a memorandum of agreement with a third party in respect of the disposal of a yacht for a consideration of EUR14.6 million. The disposal was completed on 14 June 2024. For further details, please refer to the announcement of the Company dated 9 May 2024.

SIGNIFICANT EVENTS AFTER THE YEAR

From 2 October 2024 to 26 February 2025, the Company, through its wholly owned subsidiaries, disposed of a total of 18,479,000 shares of ZhongAn through a series of transactions on the open market for an aggregate consideration of HK\$254.6 million (exclusive of transaction costs). For further details, please refer to the announcement of the Company dated 28 February 2025.

FINAL DIVIDEND

The Board does not recommend payments of any final dividend for the Year (2023: Nil).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, the Group employed 23 (2023: 23) full time employees for its principal activities. The Group recognises the importance of high calibre and competent staff and continues to provide remuneration packages to employees with reference to prevailing market practices and individual performance. Remuneration packages consisted of salary as well as discretionary bonus. Other benefits include medical and retirement benefits and share options.

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

During the Year, 1,026,000 ordinary shares of the Company were repurchased on the Stock Exchange with the aggregate consideration paid (before expenses) amounting to HK\$141,288. Particulars of the share repurchases are as follows:

Month	Number of shares repurchased	Price paid per share		Aggregate consideration (before expenses) HK\$
		Highest HK\$	Lowest HK\$	
June 2024	1,026,000	0.142	0.127	141,288

The repurchased shares were cancelled in July 2024.

Save as disclosed above, there was no purchase, sale or redemption of the Company's listed shares by the Company or any of its subsidiaries during the Year.

AUDIT COMMITTEE

The audit committee (the “**Audit Committee**”) of the Company was established in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. As at the date of this announcement, the Audit Committee comprises four Independent Non-Executive Directors. The Audit Committee is chaired by Mr. Yu Chung Leung and the members of the Audit Committee are Hon. Chan Hak Kan, Mr. Hung Cho Sing and Mr. Lam John Cheung-wah. The Audit Committee meets regularly with the Company's senior management and the Company's auditor to consider the Company's financial reporting process, the effectiveness of internal controls, the audit process and risk management.

The annual results of the Group for the Year had been audited by the Company's auditor, Forvis Mazars CPA Limited, and had been reviewed by the Audit Committee.

CORPORATE GOVERNANCE

The Board is committed to maintaining high standards of corporate governance. During the Year, the Company has complied with the code provisions of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, the Company confirmed that in respect of the Year, all Directors have complied with the required standard set out in the Model Code.

ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The 2025 annual general meeting (“**AGM**”) of the Company is scheduled to be held on Friday, 13 June 2025. The notice of AGM will be published on the Company’s website at www.oshidoriinternational.com and the designated website of the Stock Exchange at www.hkexnews.hk in due course.

For determining the qualification as members of the Company to attend and vote at the AGM, the Company’s register of members will be closed from Tuesday, 10 June 2025 to Friday, 13 June 2025, both dates inclusive, during which period no transfers of shares will be registered. In order to qualify as members to attend and vote at the AGM, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 9 June 2025.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express our gratitude to all staff for their devoted efforts and hard work.

By Order of the Board
Oshidori International Holdings Limited
Sam Hing Cheong
Chairman & Executive Director

Hong Kong, 27 March 2025

As at the date of this announcement, the Board comprises the following directors:

Executive Directors:

Mr. Sam Hing Cheong (*Chairman*)
Ms. Wong Wan Men
Mr. Wong Yat Fai

Independent Non-Executive Directors:

Hon. Chan Hak Kan, *S.B.S., J.P.*
Mr. Hung Cho Sing, *B.B.S.*
Mr. Lam John Cheung-wah
Mr. Yu Chung Leung