

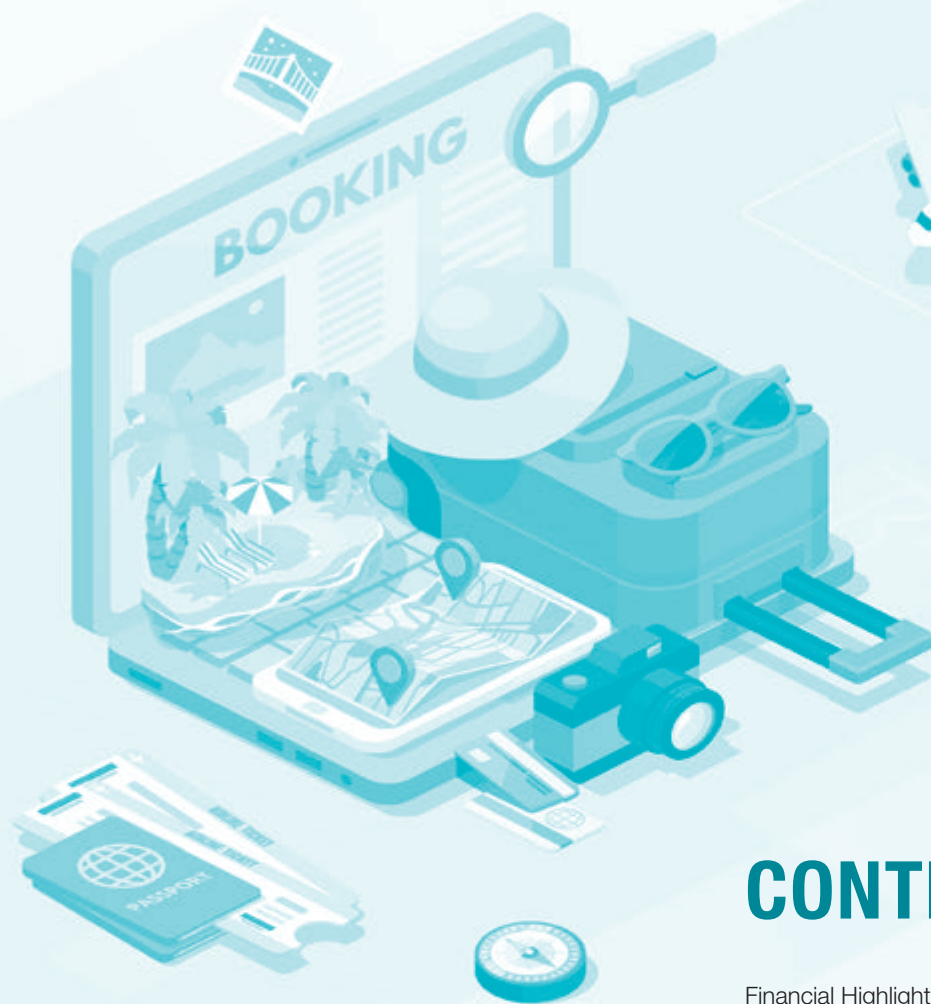
# Cinese International Group Holdings Limited 富盈環球集團控股有限公司

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

Stock Code: 1620



INTERIM REPORT  
**2025**



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# FINANCIAL HIGHLIGHTS

	Six months ended 30 June		
	2025 HK\$ million (Unaudited)	2024 HK\$ million (Unaudited)	Increase/ (decrease)
Revenue	47.7	50.1	(4.8%)
Gross profit	15.3	18.1	(15.5%)
Gross profit margin (%)	32.0	36.2	(11.6%)
Loss for the period	(12.8)	(28.8)	(55.6%)
Basic and diluted losses per share (HK cents)	(1.1)	(2.4)	(54.2%)

Financial Position	As at 30 June 2025 HK\$ million (Unaudited)	As at 31 December 2024 HK\$ million (Audited)	Increase/ (decrease)
Total assets	174.3	110.8	57.3%
Shareholders' equity	(9.2)	0.6	(1,633.3%)
Current ratio and quick ratio (times)	0.9	0.9	—
Gearing ratio (%)	(22.5)	415.9	(105.4%)





# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Dr. Kou Chung Yin Mariana  
(Chairperson)

Mr. Liu Xue Bin

Mr. Liu Jiefeng (Chief Executive Officer)

### Independent Non-executive Directors

Mr. Tan Wentao

Ms. Suen Yin Wah Chloe

Ms. Kwan Ka Yee

### AUDIT COMMITTEE

Ms. Kwan Ka Yee (Chairperson)

Mr. Tan Wentao

Ms. Suen Yin Wah Chloe

### REMUNERATION COMMITTEE

Mr. Tan Wentao (Chairperson)

Mr. Liu Xue Bin

Ms. Kwan Ka Yee

### NOMINATION COMMITTEE

Ms. Suen Yin Wah Chloe (Chairperson)

Dr. Kou Chung Yin Mariana

Mr. Tan Wentao

### COMPANY SECRETARY

Mr. Chow Kai Yu (HKICPA)

### AUTHORISED REPRESENTATIVES

Dr. Kou Chung Yin Mariana

Mr. Chow Kai Yu

### REGISTERED OFFICE

4th Floor, Harbour Place

103 South Church Street

PO Box 10240

Grand Cayman, KY1-1002

Cayman Islands

### HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

## PRINCIPAL PLACE OF BUSINESS IN CANADA

Suite 304

1090 Don Mills Road

Toronto, Ontario

Canada M3C 3R6

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited

2103B, 21st Floor, 148 Electric Road

North Point

Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Harneys Fiduciary (Cayman) Limited

4th Floor, Harbour Place

103 South Church Street

PO Box 10240

Grand Cayman KY1-1002

Cayman Islands

## AUDITOR

BDO Limited

Certified Public Accountants

Registered Public Interest Entity Auditor

## LEGAL ADVISERS AS TO HONG KONG LAW

Eric Chow & Co. in Association with

Commerce & Finance Law Offices

## PRINCIPAL BANKERS

HSBC Bank Canada

Industrial and Commercial Bank of China (Asia) Limited

## STOCK CODE

1620

## WEBSITE

[www.cighl.com](http://www.cighl.com)



# MANAGEMENT DISCUSSION AND ANALYSIS

The board of directors (the “**Directors**”) of Cinese International Group Holdings Limited (the “**Company**”) (the “**Board**”) hereby presents the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2025 together with the unaudited comparative figures for the six months ended 30 June 2024.

## BUSINESS REVIEW

The Group is a long-established air ticket consolidator, travel business process management provider and travel products and services provider, founded in 1976 and with more than 40 years of operating history. The principal businesses of the Group during the Reporting Period included (i) air ticket distribution in which it distributes air tickets to travel agents and travellers and issues air tickets directly on behalf of contracted airlines in Canada and the United States; (ii) travel business process management in which it provides mid-office and back-office support services to travel agents; and (iii) travel products and services in which it designs, develops and sells package tours, such as company-operated cultural tours, as well as other travel products and services to travel agents and travellers.

The total revenue of the Group decreased by approximately HK\$2.4 million or approximately 4.8%, from approximately HK\$50.1 million for the six months ended 30 June 2024 to approximately HK\$47.7 million for the six months ended 30 June 2025. Such decrease was mainly attributable to the decrease in revenue generated from the air ticket distribution segment as further discussed below. Alongside the decrease in revenue, the gross profit of the Group decreased by approximately HK\$2.8 million or approximately 15.5%, from approximately HK\$18.1 million for the six months ended 30 June 2024 to approximately HK\$15.3 million for the six months ended 30 June 2025. The overall gross profit margin of the Group decreased by approximately 4.2 percentage points, from approximately 36.2% for the six months ended 30 June 2024 to approximately 32.0% for the six months ended 30 June 2025, the decrease in gross profit margin was primarily attributable to the decrease in segment gross profit margin of the air ticket distribution segment.

Considering, among others, the deteriorating performance of the Group’s air ticket distribution business in Canada, and the anticipation that the operating environment will become more difficult with the Group’s air ticket distribution business in Canada showing no signs of recovery in the near future, which is particularly so in light of the continued sluggishness in air transportation volume between the PRC and North America due to geopolitical tensions as well as intensified competition, the Group entered into a share purchase agreement with an affiliate of one of its customers on 29 August 2025 to sell off the entire interest in an indirect wholly-owned subsidiary of the Company, BVTEHC Inc. along with its subsidiary, Tour East Holidays (Canada) Inc. (the “**Canada Group**”) for a consideration of CAD3.0 million (equivalent to approximately HK\$17.1 million), subject to adjustment (the “**Disposal**”). The Canada Group operates the Group’s air ticket distribution business, business process management business and travel products and services business in Canada. Completion of the Disposal took place on 29 August 2025. For details, please refer to the announcement of the Company dated 29 August 2025 and the circular of the Company dated 25 September 2025. .

Following completion of the Disposal, the Group has ceased to operate its air ticket distribution business, business process management business and travel products and services business in Canada. On the other hand, the Group will continue the existing business in the PRC, and will from time to time monitor and reassess its business model and strategy in the United States. While the Group currently has no concrete plan to downsize, cease or dispose of its business in the United States, the Group may, subject to the results of review and should suitable opportunities arise, consider whether any transformation or realisation or cessation of businesses in the United States will be appropriate in order to optimise and improve its business structure and enhance its overall financial performance. The Group will from time to time monitor and reassess its business portfolio, and where appropriate, take actions to optimise and improve its business structure and seek new business drivers, with a view to create value to shareholders of the Company (“**Shareholders**”).





## MANAGEMENT DISCUSSION AND ANALYSIS

### Travel products and services

Segment revenue increased by approximately 6.1% or approximately HK\$2.0 million from approximately HK\$32.7 million for the six months ended 30 June 2024, to approximately HK\$34.7 million for the six months ended 30 June 2025. Such increase was mainly attributable to the increase in transaction volume of company-operated cultural tours in the greater bay area (“**Greater Bay Area**”) of the People’s Republic of China (“**PRC**”) following the Group’s continued business development in this region. In such connection, the Group’s travel products and services business in the Greater Bay Area has demonstrated steady growth since its inception in 2023, and has become the largest business segment of the Group. The management will continue to consolidate and expand the Group’s presence in the Greater Bay Area through sourcing new customers and exploring new business opportunities.

### Travel business process management

Under this business segment, the Group provided a range of travel business process management including air ticket transaction processing, customer contact, BSP/ARC settlement and reconciliation, software development and travel licensing, compliance and other administrative matters to its customers. Segment revenue generated from travel business process management remained relatively stable at approximately HK\$10.8 million and HK\$11.2 million for the six months ended 30 June 2025 and 2024, respectively. The gross profit margin for the travel business process management segment remained relatively stable at approximately 72.0% and 72.5% for the six months ended 30 June 2025 and 2024, respectively. Given that the Group’s travel business process management business primarily operated in Canada, the Group’s travel business process management business is expected to downsize significantly following completion of the Disposal.

### Air ticket distribution

Segment revenue decreased by approximately 64.5% or approximately HK\$4.0 million, from approximately HK\$6.2 million for the six months ended 30 June 2024, to approximately HK\$2.2 million for the six months ended 30 June 2025. Such decrease was mainly attributable to the decrease in transaction volume of air tickets sales and gross sales proceeds generated from air tickets sales, primarily due to (i) the continued sluggishness in the air transportation volume between the PRC and North America due to geopolitical tensions; and (ii) the intensified competitions under the backdrop of (i) above, which affected the Group’s revenue as an air ticketing consolidator. As one of the International Air Transport Association (IATA) accredited travel agents in Canada and one of the Airlines Reporting Corporation (ARC) accredited travel agents in the United States, the Group is qualified to obtain ticketing authority to issue air tickets of all available flights (origins and destinations) on behalf of IATA member airlines and ARC member airlines and secure private fare deals directly from them. As at 30 June 2025, the Group had ticketing authority for more than 100 airlines, including top airlines based in Canada, the United States and the PRC. Notwithstanding the aforesaid, following the completion of the Disposal on 29 August 2025, the Group has ceased to be a IATA accredited travel agent, and has ceased to operate its air ticket distribution business in Canada.

## DIVIDENDS

In order to retain more cash to finance the working capital requirements and future development of the Group, the Board does not recommend the payment of interim dividend for the six months ended 30 June 2025 (2024: Nil). The Board will consider future dividend distribution in due course according to the Company’s dividend policy.



## MANAGEMENT DISCUSSION AND ANALYSIS

### FUTURE PROSPECT

Considering the deteriorating performance of the Group's air ticket distribution business in Canada, and the anticipation that the operating environment will become more difficult with the Group's air ticket distribution business in Canada showing no signs of recovery in the near future, which is particularly so in light of the continued sluggishness in air transportation volume between the PRC and North America due to geopolitical tensions as well as intensified competition, the Company considers that the Disposal serves to optimise the Group's business structure, thereby allowing the Group to better utilise its energy and resources to develop more promising business like the travel products and services business in the Greater Bay Area, and in capturing new business opportunities.

Going forward, the Group will continue to consolidate its presence in the travel industries of the Greater Bay Area. In such connection, the Group has been exploring business opportunities to diversify its service portfolio and income stream by leveraging its knowledge and experience in the travel and cultural sectors, to (i) further explore the health and wellness tourism sector; and (ii) to integrate its tourism-related resources with language and arts education services. For details, please refer to the announcements of the Company dated 27 June 2025 and 25 July 2025, respectively.

As regards the Group's business in the United States, the Group will from time to time monitor and reassess its business model and strategy. While the Group currently has no concrete plan to downsize, cease or dispose of its business in the United States, the Group may, subject to the results of review and should suitable opportunities arise, consider whether any transformation or realisation or cessation of businesses in the United States will be appropriate in order to optimise and improve its business structure and enhance its overall financial performance.

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

### FINANCIAL REVIEW

#### REVENUE

The following table sets forth the components of the Group's revenue by business segment for the periods indicated:

	For the six months ended 30 June			
	2025		2024	
	HK\$'000 (Unaudited)	% (Unaudited)	HK\$'000 (Unaudited)	% (Unaudited)
Air ticket distribution	2,215	4.6	6,174	12.3
Travel business process management	10,803	22.7	11,150	22.3
Travel products and services	34,662	72.7	32,729	65.4
Total	47,680	100.0	50,053	100.0

The Group's revenue decreased by approximately HK\$2.4 million or approximately 4.8%, from approximately HK\$50.1 million for the six months ended 30 June 2024 to approximately HK\$47.7 million for the six months ended 30 June 2025. Such decrease was mainly attributable to the decrease in revenue generated from air ticket distribution segment.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Air ticket distribution

The revenue from air ticket distribution segment decreased by approximately HK\$4.0 million, or approximately 64.5%, from approximately HK\$6.2 million for the six months ended 30 June 2024, to approximately HK\$2.2 million for the six months ended 30 June 2025. Such decrease in revenue was mainly attributable to a decrease in transaction volume of air tickets sales and gross sales proceeds generated from air tickets sales, primarily due to (i) the continued sluggishness in the air transportation volume between the PRC and North America due to geopolitical tensions; and (ii) the intensified competitions in the industry under the backdrop of (i) above.

### Travel business process management

The revenue from travel business process management segment remained relatively stable at approximately HK\$10.8 million and HK\$11.2 million for the six months ended 30 June 2025 and 2024, respectively.

### Travel products and services

The revenue from travel products and services segment increased by approximately HK\$2.0 million or approximately 6.1%, from approximately HK\$32.7 million for the six months ended 30 June 2024, to approximately HK\$34.7 million for the six months ended 30 June 2025. Such increase was mainly attributable to the increase in transaction volume of company-operated cultural tours in the Greater Bay Area following the Group's continued business development in this region.

## GROSS PROFIT AND GROSS PROFIT MARGIN

The following table sets forth the gross profit and gross profit margin of the Group's business segments for the periods indicated:

	For the six months ended 30 June			
	2025		2024	
	Gross profit HK\$'000 (Unaudited)	Gross profit margin % (Unaudited)	Gross profit HK\$'000 (Unaudited)	Gross profit margin % (Unaudited)
Air ticket distribution	(131)	(5.9)	3,726	60.3
Travel business process management	7,782	72.0	8,087	72.5
Travel products and services	7,608	21.9	6,329	19.3
Total	15,259	32.0	18,142	36.2

The gross profit of the Group decreased by approximately HK\$2.8 million or approximately 15.5%, from approximately HK\$18.1 million for the six months ended 30 June 2024 to approximately HK\$15.3 million for the six months ended 30 June 2025, primarily attributable to the gross loss of the air ticket distribution segment.

The overall gross profit margin of the Group decreased by approximately 4.2 percentage points, from approximately 36.2% for the six months ended 30 June 2024 to approximately 32.0% for the six months ended 30 June 2025, which was primarily attributable to the gross loss of the air ticket distribution segment.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Air ticket distribution

The air ticket distribution segment recorded a gross loss of approximately HK\$0.1 million for the six months ended 30 June 2025, as compared to a gross profit of approximately HK\$3.7 million for the six months ended 30 June 2024, which was primarily attributable to the decrease in the transaction volume of air tickets sales and the corresponding decrease in gross sales proceeds, primarily due to (i) the continued sluggishness in the air transportation volume between the PRC and North America due to geopolitical tensions; and (ii) the intensified competitions in the industry under the backdrop of (i) above. Correspondingly, the air ticket distribution segment recorded a gross loss margin of approximately 5.9% for the six months end 30 June 2025, as compared to the gross profit margin of approximately 60.3% for the six months ended 30 June 2024.

### Travel business process management

The gross profit attributable to the travel business process management segment decreased slightly from approximately HK\$8.1 million for the six months ended 30 June 2024 to approximately HK\$7.8 million for the six months ended 30 June 2025. The gross profit margin for the travel business process management segment remained relatively stable at approximately 72.0% and 72.5% for the six months ended 30 June 2025 and 2024, respectively.

### Travel products and services

The gross profit attributable to the travel products and service segment increased by approximately HK\$1.3 million or approximately 20.6%, from approximately HK\$6.3 million for the six months ended 30 June 2024 to approximately HK\$7.6 million for the six months ended 30 June 2025, which was primarily attributable to the increase in revenue of the travel products and service segment. The gross profit margin for the travel products and service segment increased by approximately 2.6 percentage points from approximately 19.3% for the six months ended 30 June 2024 to approximately 21.9% for the six months ended 30 June 2025, which was primarily attributable to a greater proportional increase in segment revenue than segment cost of sales.

### Selling expenses

The selling expenses decreased from approximately HK\$1.4 million for the six months ended 30 June 2024 to approximately HK\$0.9 million for the six months ended 30 June 2025, primarily attributable to decrease in rental related expenses by adaption of remote working arrangement in Canada.

### Administrative expenses

The administrative expenses increased from approximately HK\$18.2 million for the six months ended 30 June 2024 to approximately HK\$22.5 million for the six months ended 30 June 2025, primarily due to one-off early termination fee paid to a service provider.

### Expected credit losses (“ECLs”) allowance on financial assets

The ECLs allowance on financial assets decreased by approximately HK\$17.5 million or approximately 86.6%, from approximately HK\$20.2 million for the six months ended 30 June 2024 to approximately HK\$2.7 million for the six months ended 30 June 2025. Such decrease was mainly attributable to the improvement on aging of receivables balances as compared to the one as at the year ended 31 December 2024. Such improvement was resulted from settlement made by debtors for certain long outstanding receivables during the six months ended 30 June 2025.





## MANAGEMENT DISCUSSION AND ANALYSIS

### Loss for the period

The Group's loss before income tax decreased by approximately HK\$5.4 million or approximately 27.3%, from approximately HK\$19.8 million for the six months ended 30 June 2024 to approximately HK\$14.4 million for the six months ended 30 June 2025. Such decrease was mainly attributed to:

- a decrease in the Group's overall gross profit by approximately HK\$2.8 million or approximately 15.5%, from approximately HK\$18.1 million for the six months ended 30 June 2024 to approximately HK\$15.3 million for the six months ended 30 June 2025 as discussed in the sub-section headed "Gross profit and gross profit margin" above; and
- an increase in administrative expenses by approximately HK\$4.3 million or approximately 23.6%, from approximately HK\$18.2 million for the six months ended 30 June 2024 to approximately HK\$22.5 million for the six months ended 30 June 2025 as discussed in the sub-section headed "Administrative expenses" above,

partially offset by:

- a decrease in provision ECLs allowance on financial assets by approximately HK\$17.5 million or approximately 86.6%, from approximately HK\$20.2 million for the six months ended 30 June 2024 to approximately HK\$2.7 million for the six months ended 30 June 2025 as discussed in the sub-section headed "ECLs allowance on financial assets" above.

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the six months ended 30 June 2025, the Group's primary source of funding included, among others, its own working capital, the net proceeds from the listing and the credit facilities provided by the Group's principal bank in Canada.

Net cash generated from operating activities was approximately HK\$27.0 million for the six months ended 30 June 2025, as compared to the net cash generated from operating activities of approximately HK\$5.5 million for the six months ended 30 June 2024. Net cash used in investing activities was approximately HK\$21.8 million for the six months ended 30 June 2025, as compared to the net cash used in investing activities of approximately HK\$17,000 for the six months ended 30 June 2024. Net cash generated from financing activities was approximately HK\$1.3 million for the six months ended 30 June 2025, as compared to the net cash generated from financing activities of approximately HK\$3.6 million for the six months ended 30 June 2024.

As at 30 June 2025, the Group's cash and cash equivalents amounted to approximately HK\$38.9 million, representing an increase of approximately 28.0% from approximately HK\$30.4 million as at 31 December 2024.

The Group's gearing ratio is calculated based on total loans divided by the shareholders' equity at the end of the financial year/period and multiplied by 100%. The Group's gearing ratio was changed from positive percentage at 31 December 2024 to negative percentage as at 30 June 2025. Taking into consideration the Group's current cash and bank balances, together with the credit facilities available and the expected cash flow from operations, it is anticipated that the Group should have adequate financial resources to meet its ongoing operating and development requirements.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Net Current Liabilities

As at 30 June 2025, the Group had net current liabilities of approximately HK\$26.9 million as compared to the net current liabilities of approximately HK\$13.2 million as at 31 December 2024. Such increase was primarily attributable to the additional ECLs allowance on financial assets recognised by the Group during the period and increase in receipt in advance from a customer in relation to travel business process management, partly offset by the increase in prepayment, deposits and other receivables.

### Borrowings

As at 30 June 2025, the Group had interest-free borrowings from the Government of Canada under the Regional Economic Growth Through Innovation program of approximately HK\$2.1 million (31 December 2024: HK\$2.3 million), which were denominated in Canadian dollars, of which approximately HK\$0.8 million is repayable within one year, approximately HK\$0.8 million is repayable after one year but within two years, and approximately HK\$0.5 million is repayable after two years but within five years.

### Treasury policies

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

### Financial asset at FVTPL

The financial asset at FVTPL of approximately HK\$1.3 million as at 30 June 2025 (31 December 2024: HK\$1.4 million) represented a government bond issued by the Canadian government with an interest rate of 2.8% per annum with a maturity date of 8 March 2027 (31 December 2024: 3.6% per annum with a maturity date of 15 February 2025). Accordingly, the Group recorded non-current financial asset at FVTPL of approximately HK\$1.3 million as at 30 June 2025, and current financial asset at FVTPL of approximately HK\$1.4 million as at 31 December 2024.

As the highest applicable percentage ratio under Rule 14.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**") in respect of the subscription of government bond mentioned above was less than 5.0%, such transaction was exempted from the notification, publication and shareholders' approval requirements under Chapter 14 of the Listing Rules.

### Amount due to immediate holding company

As at 30 June 2025, the Group had amount due to immediate holding company of HK\$19.5 million, as compared to HK\$17.0 million as at 31 December 2024. Such amount due to immediate holding company was non-trade in nature, interest-free, unsecured, repayable on demand and on normal commercial terms or better, and constituted a fully exempt financial assistance received by the Group pursuant to Rule 14A.90 of the Listing Rules.





## MANAGEMENT DISCUSSION AND ANALYSIS

### EVENTS AFTER THE REPORTING PERIOD

On 29 August 2025, the Group entered into a share purchase agreement with the affiliate of one of its customers for the purposes of the Disposal. Completion of the Disposal took place on the same date. For details, please refer to the announcement of the Company dated 29 August 2025 and the circular of the Company dated 25 September 2025. .

In addition, with effect from 29 August 2025, Mr. Liu Jiefeng has been re-designated as an executive Director and has been appointed as the chief executive officer of the Company in place of Dr. Kou Chung Yin Mariana.

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

### FOREIGN EXCHANGE RISKS

The Group has foreign currency exposures that mainly arise from the balance of assets and liabilities in currencies other than the respective group companies' functional currencies. The Group's policy requires the management to control the Group's foreign exchange risk to an acceptable level by ensuring that the Group is able to obtain sufficient amount of United States dollar, Canadian dollar and Renminbi at acceptable exchange rate for meeting the payment obligations arising from business operations. Net foreign exchange losses of approximately HK\$3.6 million were recorded for the six months ended 30 June 2025 and net foreign exchange gains of approximately HK\$1.8 million were recorded for the six months ended 30 June 2024.

During the six months ended 30 June 2025, the Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its exposure to foreign currency risk.

### EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2025, the Group had a total of 80 employees as compared to 82 employees as at 31 December 2024. The total staff costs incurred by the Group for the six months ended 30 June 2025 were approximately HK\$14.7 million as compared to approximately HK\$15.3 million for the six months ended 30 June 2024. The Group will regularly review its remuneration policy and the benefits to its employees with reference to market practice and the performance of individual employees. In addition, the Company has adopted a share option scheme on 7 May 2018 to attract and retain individuals with experience and ability, and to reward them for their contributions. For details, please refer to the paragraph headed "Share option scheme" below.

### MATERIAL ACQUISITIONS AND DISPOSALS AND SIGNIFICANT INVESTMENTS

During the six months ended 30 June 2025, no material acquisition and disposal of subsidiaries, associates or joint ventures, or significant investments were conducted by the Group. The Group had no significant investments as at 30 June 2025.

On the other hand, as disclosed above, the Group entered into a share purchase agreement with the affiliate of one of its customers on 29 August 2025 for the purposes of the Disposal, and completion of the Disposal took place on the same date. For details, please refer to the announcement of the Company dated 29 August 2025 and the circular of the Company dated 25 September 2025. .



## MANAGEMENT DISCUSSION AND ANALYSIS

### PLEDGE OF ASSETS

As at 30 June 2025, the Group had government bond issued by the Canadian government of approximately HK\$1.3 million (31 December 2024: HK\$1.4 million). The bond is held as a security pledge for the operating permits required under the Quebec Travel Agents Act by the Québec L'Office de la protection du consommateur. The interest rate for the bond is 2.8 % per annum with a maturity date of 8 March 2025 (31 December 2024: 3.6% per annum with a maturity date of 15 February 2025).

### CONTINGENT LIABILITIES

As at 30 June 2025, the Group did not have any material contingent liabilities or guarantees.

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have plans for material investments and capital assets as at 30 June 2025.

### USE OF PROCEEDS FROM THE LISTING

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 28 June 2018, with net proceeds received by the Company from the share offer in the amount of approximately HK\$49.7 million after deducting underwriting commission and all related listing expenses. The net proceeds received from the share offer have been and will be used in the manner consistent with that set out in the section headed “Future plans and use of proceeds” of the prospectus of the Company dated 15 June 2018.

An analysis of the utilisation of the net proceeds received from the share offer from the listing date up to 30 June 2025 is set out below:

Use of net proceeds	Net proceeds from the share offer HK\$ million	Actual utilisation up to 30 June 2025 HK\$ million	Unutilised amounts as at 30 June 2025 HK\$ million	Expected year of full utilisation of remaining balance
Repayment of bank borrowings	21.5	21.5	—	—
Expansion of air ticket distribution business	13.4	1.0	12.4	2026
Upgrade the information technology infrastructure	6.7	4.8	1.9	2026
Expansion of the travel business process management business	6.9	6.9	—	—
Advertising and promotion	1.2	1.2	—	—
	49.7	35.4	14.3	





## MANAGEMENT DISCUSSION AND ANALYSIS

In light of the Disposal and to cope with the development strategy of the Group, the Company will reassess the timeline and/or usage of net proceeds from the share offer. The Company will make further announcement(s) in accordance with the Listing Rules should there be any change to the usage of net proceeds from the share offer.

### SHARE OPTION SCHEME

The Company has adopted a share option scheme on 7 May 2018 (the “**Share Option Scheme**”). Other than the Share Option Scheme, the Group has no share schemes under Chapter 17 of the Listing Rules. The Share Option Scheme is designed to motivate eligible participants, including executives and key employees, who may make a contribution to the Group, and enables the Group to attract and retain individuals with experience and ability and to reward them for their contributions. Since the adoption of the Share Option Scheme and up to the date of this report, no share options had been granted, exercised, lapsed or cancelled under the Share Option Scheme. There were 120,000,000 share options available for grant as at both 1 January 2025 and 30 June 2025, as no share options had been granted during the six months ended 30 June 2025.

### INTERIM DIVIDENDS

The Board resolved not to declare any payment of interim dividend for the six months ended 30 June 2025 and 2024.



# CORPORATE GOVERNANCE AND OTHER INFORMATION

## CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 to the Listing Rules during the six months ended 30 June 2025 except the following deviation:

### Code Provision C.2.1

CG Code provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Dr. Kou Chung Yin Mariana is the chairperson of the Board and the chief executive officer of the Company. The Board is of the opinion that vesting the roles of both chairman and chief executive in Dr. Kou has the benefit of ensuring consistent leadership within the Group thus enabling more effective and efficient strategic planning for the Group. The Board also believes that the balance of power and authority is not compromised and is adequately ensured by the composition of the existing Board. Therefore, the Directors consider that the deviation from the CG Code provision C.2.1 is appropriate in such circumstances.

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

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

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules (the “**Model Code**”). The Company has made specific enquiries to all Directors, and all Directors have confirmed that they have complied with the Model Code and its code of conduct during the six months ended 30 June 2025 and up to the date of this report.

The Board has also adopted the Model Code as the guidelines for its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the securities of the Company. No incident of non-compliance of the Model Code by the relevant employees was noted by the Company.

## AUDIT COMMITTEE

The Company has established an audit committee on 7 May 2018 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and CG Code provision C.3 as set out in Appendix C1 to the Listing Rules. The primary duties of the audit committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system of the Group, to oversee the audit process, to develop and review the policies and to perform other duties and responsibilities as assigned by the Board. It also acts as an important link between the Board and the Company’s auditor in matters within the scope of the group audit. Meetings of the audit committee shall be held at least twice a year. The audit committee currently consists of three independent non-executive Directors, namely Ms. Kwan Ka Yee, Mr. Tan Wentao and Ms. Suen Yin Wah Chloe, with Ms. Kwan Ka Yee serving as the chairperson.

## REVIEW OF ACCOUNTS

The unaudited interim results and financial report of the Group for the six months ended 30 June 2025 have been reviewed by the audit committee and the audit committee is of the view that the interim results and financial report for the six months ended 30 June 2025 are prepared in accordance with applicable accounting standards, rules and regulations and appropriate disclosures have been duly made. The external auditor has also reviewed the interim financial information of the Group for the six months ended 30 June 2025 in accordance with International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by Independent Auditor of the Entity” issued by the International Auditing and Assurance Standard Board.



## CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 30 June 2025, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such director or chief executive is taken or deemed to have under such provision of the SFO) or which were required pursuant to section 352 of the SFO, to be entered in the register of members of the Company, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange were as follows:

#### (i) Long Positions in the Company's Shares

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

Notes:

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

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

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

Notes:

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

Save as disclosed above, as at 30 June 2025, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register of members of the Company or which were required to be notified to the Company and the Stock Exchange, pursuant to the Model Code.



## CORPORATE GOVERNANCE AND OTHER INFORMATION

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

As at 30 June 2025, the interest and short positions of the persons in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or required to be recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

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

Notes:

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

Save as disclosed above, as at 30 June 2025, the Company had not been notified by any persons who had interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to Section 336 of the SFO, to be recorded in the register referred to therein.

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

During the six months ended 30 June 2025 and up to the date of this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### COMPETING BUSINESS

During the six months ended 30 June 2025 and up to the date of this report, none of the Directors and their respective associates has any interests in a business, apart from the business of the Group, which competes or may compete with the business of the Group or has any other conflict of interest with the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules.





# REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS



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

## INTRODUCTION

We have reviewed the condensed consolidated interim financial statements set out on pages 18 to 40, which comprise the condensed consolidated statement of financial position of Chinese International Group Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) as of 30 June 2025 and the related condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial statements to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board. The directors are responsible for the preparation and presentation of the condensed consolidated interim financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on the condensed consolidated interim financial statements based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## SCOPE OF REVIEW

We conducted our review in accordance with International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by International Audit and Assurance Standards Board. A review of interim financial information 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 International 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.

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with IAS 34.

### BDO Limited

Certified Public Accountants

Ng Wai Man

Practising Certificate No. P05309

Hong Kong, 29 August 2025



# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2025

	Notes	Six months ended 30 June	
		2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue	4	47,680	50,053
Cost of sales	6	(32,421)	(31,911)
<b>Gross profit</b>		<b>15,259</b>	18,142
Other income	5	6	7
Other (losses)/gains, net	5	(3,562)	1,846
Provision of expected credit losses ("ECLs") allowance on financial assets	23	(2,693)	(20,167)
Selling expenses	6	(866)	(1,355)
Administrative expenses	6	(22,481)	(18,154)
<b>Operating loss</b>		<b>(14,337)</b>	(19,681)
Finance income		10	3
Finance costs		(65)	(110)
Finance costs, net	7	(55)	(107)
<b>Loss before income tax</b>		<b>(14,392)</b>	(19,788)
Income tax credit/(expense)	8	1,593	(9,038)
<b>Loss for the period attributable to owners of the Company</b>		<b>(12,799)</b>	(28,826)
<b>Other comprehensive income/(expense)</b>			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
– Currency translation differences		3,000	(2,311)
<b>Other comprehensive income/(expense) for the period</b>		<b>3,000</b>	(2,311)
<b>Total comprehensive income/(expense) for the period attributable to owners of the Company</b>		<b>(9,799)</b>	(31,137)
Basic and diluted losses per share (HK cents)	10	(1.07)	(2.40)



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	Notes	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	11	325	401
Intangible assets		—	—
Right-of-use assets	21	674	1,396
Financial asset at fair value through profit or loss ("FVTPL")	14	1,333	—
Financial asset at fair value through other comprehensive income ("FVTOCI")	14	1,644	1,542
Deferred income tax assets		15,103	12,295
		19,079	15,634
<b>Current assets</b>			
Trade receivables	12	32,329	43,855
Prepayments, deposits and other receivables	13	61,300	18,805
Financial asset at FVTPL	14	—	1,435
Income tax recoverable		296	295
Restricted bank deposits		438	426
Term deposits with original maturity of more than 3 months		21,977	—
Cash and cash equivalents		38,913	30,377
		155,253	95,193
<b>Total assets</b>		<b>174,332</b>	<b>110,827</b>
<b>EQUITY</b>			
<b>Equity attributable to the owners of the Company</b>			
Share capital	15	120	120
Share premium		88,248	88,248
Other reserve		(41,256)	(41,256)
Financial asset at FVTOCI reserve		(1,500)	(1,500)
Exchange reserve		4,449	1,449
Statutory reserve		1,643	1,643
Accumulated losses		(60,945)	(48,146)
<b>(Capital deficiency)/Total equity</b>		<b>(9,241)</b>	<b>558</b>



## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

		As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
	Notes		
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Lease liabilities		140	286
Loan from government		1,265	1,570
		<b>1,405</b>	1,856
<b>Current liabilities</b>			
Trade payables	16	32,043	29,132
Accruals and other payables	17	127,500	58,692
Contract liabilities		105	279
Lease liabilities		553	1,155
Loan from government		813	751
Income taxes payable		1,654	1,404
Amount due to immediate holding company	18	19,500	17,000
		<b>182,168</b>	108,413
<b>Total liabilities</b>		<b>183,573</b>	110,269
<b>Total equity and liabilities</b>		<b>174,332</b>	110,827



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025

	Attributable to owners of the Company							
	Share capital HK\$'000 (Note 15)	Share premium HK\$'000	Other reserve HK\$'000	Financial asset at FVTOCI reserve HK\$'000	Exchange reserve HK\$'000	Statutory reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
<b>Balance at 1 January 2025</b>	120	88,248	(41,256)	(1,500)	1,449	1,643	(48,146)	558
<b>Comprehensive loss</b>								
Loss for the period	—	—	—	—	—	—	(12,799)	(12,799)
<b>Other comprehensive income</b>								
Currency translation differences	—	—	—	—	3,000	—	—	3,000
<b>Total comprehensive expense and other comprehensive income for the period</b>	—	—	—	—	3,000	—	(12,799)	(9,799)
<b>Balance at 30 June 2025 (unaudited)</b>	120	88,248	(41,256)	(1,500)	4,449	1,643	(60,945)	(9,241)
<b>Balance at 1 January 2024</b>	120	88,248	(41,256)	(1,500)	6,698	1,077	(3,105)	50,282
<b>Comprehensive loss</b>								
Loss for the period	—	—	—	—	—	—	(28,826)	(28,826)
<b>Other comprehensive expense</b>								
Currency translation differences	—	—	—	—	(2,311)	—	—	(2,311)
<b>Total comprehensive expense and other comprehensive expense for the period</b>	—	—	—	—	(2,311)	—	(28,826)	(31,137)
<b>Appropriations to statutory reserve</b>	—	—	—	—	—	199	(199)	—
<b>Balance at 30 June 2024 (unaudited)</b>	120	88,248	(41,256)	(1,500)	4,387	1,276	(32,130)	19,145



# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
<b>Cash flows from operating activities</b>		
Loss before income tax	(14,392)	(19,788)
Adjustments for:		
Depreciation of property, plant and equipment	105	174
Depreciation of right-of-use assets	764	962
Foreign exchange losses/(gains)	3,575	(1,813)
Loss on disposal of property, plant and equipment	4	—
Finance costs, net	55	107
Fair value change in financial assets at FVTPL	(17)	(33)
Provision of ECLs allowance on financial assets	2,693	20,167
<b>Operating net cash outflow before changes in working capital</b>	<b>(7,213)</b>	<b>(224)</b>
Changes in working capital:		
Trade receivables	13,291	(2,703)
Prepayments, deposits and other receivables	(43,485)	(796)
Trade payables	2,025	4,805
Accruals and other payables	62,676	4,660
Contract liabilities	(185)	—
Cash generated from operations	27,109	5,742
Interest paid on lease liabilities	(32)	(64)
Income tax paid	(124)	(213)
<b>Net cash generated from operating activities</b>	<b>26,953</b>	<b>5,465</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(28)	(20)
Purchase of financial asset at FVTPL	(1,271)	—
Proceed of redemption of financial asset at FVTPL	1,477	—
Interest received	10	3
Placement of term deposits with original maturity of more than 3 months	(21,977)	—
<b>Net cash used in investing activities</b>	<b>(21,789)</b>	<b>(17)</b>
<b>Cash flows from financing activities</b>		
Repayment of loan from government	(415)	(432)
Repayment of principal portion of lease liabilities	(791)	(983)
Advances from immediate holding company	2,500	5,000
<b>Net cash generated from financing activities</b>	<b>1,294</b>	<b>3,585</b>
<b>Net increase in cash and cash equivalents</b>	<b>6,458</b>	<b>9,033</b>
Cash and cash equivalents at beginning of the period	30,377	26,433
Effect of currency translation differences	2,078	(816)
<b>Cash and cash equivalents at end of the period</b>	<b>38,913</b>	<b>34,650</b>





# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION

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

The Company is an investment holding company. The Company and its subsidiaries (together, the “**Group**”) are engaged in air ticket distribution, travel business process management and provision of travel products and services (the “**Business**”) in Canada, the United States (the “**U.S.**”) and the People’s Republic of China (the “**PRC**”).

The Group operates under the licenses issued by the International Air Transport Association (“**IATA**”), the Travel Industry Council of Ontario (“**TICO**”), the Québec L’Office de la protection du consommateur (“**OPC**”) and the Business Practices & Consumer Protection Authority of British Columbia in Canada, which require the Group to comply with certain industry regulations.

## 2 BASIS OF PREPARATION AND GOING CONCERN ASSUMPTION

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2025 (the “**Interim Financial Statements**”) have been prepared in accordance with the International Accounting Standard (“**IAS**”) 34, “Interim financial reporting” issued by International Accounting Standards Board (the “**IASB**”) and the applicable disclosure required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The unaudited condensed consolidated interim financial statements is presented in Hong Kong dollar (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

The Interim Financial Statements does not include all the notes of the type normally included in an annual financial statements. Accordingly, this report should be read in conjunction with the annual financial statements for the year ended 31 December 2024 (“**2024 annual report**”) which have been prepared in accordance with IFRS Accounting Standards and any public announcements made by the Group during the interim reporting period.

For the six months ended 30 June 2025, the Group incurred a loss of approximately HK\$12,799,000 and, at the end of reporting period, the Group had net current liabilities and capital deficiency of approximately HK\$26,915,000 and HK\$9,241,000 respectively. These conditions may cast significant doubt on the Group’s ability to continue as a going concern.

In view of these circumstances, the directors have given careful consideration to the future liquidity and performance of the Group and its available sources of finance in the preparation of a cash flow forecast covering a 18-month period from the end of the reporting period for assessing whether the Group will have sufficient financial resources to continue as a going concern. In particular, the directors have considered the following:

- (a) The expected continuous growth in revenue generated from its travel products and services segment for provision of company-operated tours in the Greater Bay Area of Mainland China; and
- (b) The unutilised banking facilities approximately HK\$8,899,000 in total, which are available for the Group to finance its future operations and financial obligations.

Based on the cash flow forecast, the directors are of the opinion that the Group would have sufficient liquidity to finance its operations and meet its financial obligations as and when they fall due for the at least twelve months subsequent to end of reporting period. Accordingly, the directors consider that it is appropriate to continue to prepare the Interim Financial Statements on a going concern basis.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted are consistent with those of the 2024 annual report, except for the application of certain accounting policies which became relevant to the Group and the adoption of revised standards as set out below.

#### 3.1 Adoption of revised IFRS Accounting Standards

In the current interim period, the Group has applied, for the first time, the following amended IFRS Accounting Standards issued by the IASB that are potentially relevant to and effective for the annual period beginning on or after 1 January 2025 for the preparation of the Interim Financial Statements.

Amendments to IAS 21 and IFRS 1	Lack of Exchangeability
---------------------------------	-------------------------

The adoption of the above amended IFRS Accounting Standards has no material impact on the Group's result and financial position for the current or prior periods.

The Group has not early applied any new standards or interpretation that is not yet effective for the current accounting period.

#### 3.2 Use of judgements and estimates

In preparing the Interim Financial Statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the 2024 annual report.

### 4 REVENUE AND SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the chief operating decision makers that are used for making strategic decisions. The chief operating decision makers are identified as the executive directors of the Company. The chief operating decision makers regularly monitor and receive reports relating to the performance of the three lines of business the Group operates during the six months ended 30 June 2025. In this regard, management has identified three reportable operating segments, namely (1) Air ticket distribution, (2) Travel business process management, and (3) Travel products and services.

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

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



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 4 REVENUE AND SEGMENT INFORMATION (CONTINUED)

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

	Six months ended 30 June 2025 (Unaudited)			
	Air ticket distribution HK\$'000	Travel business process management HK\$'000	Travel products and services HK\$'000	Total HK\$'000
Revenue from external customers	2,215	10,803	34,662	47,680
Timing of revenue recognition				
At a point in time	2,215	10,803	—	13,018
Over time	—	—	34,662	34,662
<b>Segment results</b>	<b>(6,055)</b>	<b>3,809</b>	<b>5,329</b>	<b>3,083</b>
Other income				6
Other losses, net				(3,562)
Provision of ECLs allowance on financial assets				(2,693)
Employee benefit expenses (including directors' emoluments)				(9,001)
Depreciation of property, plant and equipment				(89)
Depreciation of right-of-use assets				(587)
Legal and professional fees				(1,030)
Other administrative expenses				(464)
Finance costs, net				(55)
Loss before income tax				(14,392)
Income tax credit				1,593
<b>Loss for the period</b>				<b>(12,799)</b>
<b>Other segment items:</b>				
Depreciation of property, plant and equipment	5	11	—	16
Capital expenditure	2	4	—	6
Depreciation of right-of-use assets	27	150	—	177



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 4 REVENUE AND SEGMENT INFORMATION (CONTINUED)

	Six months ended 30 June 2024 (Unaudited)			
	Air ticket distribution HK\$'000	Travel business process management HK\$'000	Travel products and services HK\$'000	Total HK\$'000
Revenue from external customers	6,174	11,150	32,729	50,053
Timing of revenue recognition				
At a point in time	6,174	11,150	77	17,401
Over time	—	—	32,652	32,652
<b>Segment results</b>	982	4,833	4,950	10,765
Other income				7
Other gains, net				1,846
Provision of ECLs allowance on financial assets				(20,167)
Employee benefit expenses (including directors' emoluments)				(9,750)
Depreciation of property, plant and equipment				(122)
Depreciation of right-of-use assets				(491)
Legal and professional fees				(963)
Other administrative expenses				(806)
Finance costs, net				(107)
Loss before income tax				(19,788)
Income tax expense				(9,038)
<b>Loss for the period</b>				(28,826)
<b>Other segment items:</b>				
Depreciation of property, plant and equipment	19	33	—	52
Capital expenditure	4	7	—	11
Depreciation of right-of-use assets	116	355	—	471

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 4 REVENUE AND SEGMENT INFORMATION (CONTINUED)

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

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Company A - travel business process management segment	10,803	11,150
Company B - travel products and services (note)	6,994	N/A
Company C - travel products and services (note)	6,139	N/A
Company D - travel products and services (note)	N/A	8,696
Company E - travel products and services (note)	N/A	6,684

Note: The customer did not contribute 10% or more of the total revenue of the Group in respective period.

There is no material inter-segment revenue.

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

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Canada	12,938	17,240
United States	80	161
Mainland China	34,662	32,652
	47,680	50,053



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 5 OTHER INCOME AND OTHER GAINS, NET

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
<b>Other income</b>		
Sundry income	6	7
	6	7
<b>Other (losses)/gains, net</b>		
Foreign exchange (losses)/gains	(3,575)	1,813
Loss on disposal of property, plant and equipment	(4)	—
Fair value change in financial asset at FVTPL	17	33
	(3,562)	1,846

### 6 EXPENSES BY NATURE

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Cost of package tours and tickets	26,340	26,400
Employee benefit expenses (including directors' emoluments)	14,726	15,328
Office, telecommunication and utility expenses	1,065	1,342
Depreciation of right-of-use assets (Note 21)	764	962
Short-term leases expenses	100	193
Credit card fees	8	9
Auditor's remuneration		
– Audit service	788	788
– Non-audit service	472	483
Depreciation of property, plant and equipment (Note 11)	105	174
Legal and professional fees	1,030	963
Service fees	8,266	3,258
Others	2,104	1,520
Total cost of sales, selling and administrative expenses	55,768	51,420

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 7 FINANCE COSTS, NET

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
<b>Finance income</b>		
– Bank interest income	10	3
<b>Finance costs</b>		
– Interest expense on lease liabilities	(32)	(64)
– Imputed interest expense on loan from government	(33)	(46)
	(65)	(110)
Finance costs, net	(55)	(107)

### 8 INCOME TAX EXPENSE

Canadian corporate income tax has been provided at the rate of approximately 26.5% for the six months ended 30 June 2025 (2024: approximately 26.5%) on the Group's respective taxable income. There is no assessable profit for Canadian corporate income tax for the six months ended 30 June 2025 (2024: Nil). United States federal income tax has been provided at the rate of 21% for the six months ended 30 June 2025 (2024: 21%) on the Group's respective taxable income and the United States state and city tax has been calculated on the estimated assessable profit at 14.95% for the six months ended 30 June 2025 (2024: 14.95%). PRC enterprise income tax has been provided at the rate of 25% for the six months ended 30 June 2025 (2024: 25%) on the Group's respective taxable income.

The Group operates in certain jurisdictions where the Pillar Two Rules are effective or enacted but not effective. However, as the Group's consolidated annual revenue is expected to be less than Euro 750 million (equivalent to approximately HK\$6.90 billion), the Management of the Group considered the Group is not liable to top-up tax under the Pillar Two Rules.

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
<b>Current income tax</b>		
– US state income tax	—	(1)
– PRC enterprise income tax	(330)	(282)
<b>Deferred income tax (note)</b>	1,923	(8,755)
<b>Income tax credit/(expense)</b>	1,593	(9,038)

Note: For the six months ended 30 June 2025, the deferred income tax mainly represents an increase in deductible temporary difference derived from unused tax losses and ECLs allowance on financial assets (For the six months ended 30 June 2024, the deferred income tax mainly represented a reduction of deferred income tax assets due to a reassessment of impact by a stagnated recovery in market demand of air tickets distribution services for flights between North America and Mainland China).



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 9 DIVIDENDS

The Board does not recommend the payment of any dividend for the six months ended 30 June 2025 (2024: Nil).

### 10 LOSSES PER SHARE

Basic losses per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective periods.

	Six months ended 30 June	
	2025 (Unaudited)	2024 (Unaudited)
Loss attributable to owners of the Company (HK\$'000)	(12,799)	(28,826)
Weighted average number of ordinary shares in issue (Number of shares in thousand)	1,200,000	1,200,000
Basic and diluted losses per share (HK cents)	(1.07)	(2.40)

Diluted losses per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Potential ordinary shares are dilutive when, and only when, their conversion to ordinary shares would increase losses per share. During the six months ended 30 June 2025 and 2024, the Group has no dilutive potential ordinary shares.

### 11 PROPERTY, PLANT AND EQUIPMENT

	HK\$000
<b>Six months ended 30 June 2025 (Unaudited)</b>	
Opening net book amounts as at 1 January 2025	401
Additions	28
Disposal	(4)
Depreciation (Note 6)	(105)
Exchange differences	5
<b>Closing net carrying amounts as at 30 June 2025</b>	<b>325</b>
<b>Six months ended 30 June 2024 (Unaudited)</b>	
Opening net book amounts as at 1 January 2024	602
Additions	20
Depreciation (Note 6)	(174)
Exchange differences	(6)
<b>Closing net carrying amounts as at 30 June 2024</b>	<b>442</b>



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 12 TRADE RECEIVABLES

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
Incentive commission receivables	730	1,793
Less: ECLs allowance	(213)	(776)
	517	1,017
Other trade receivables	31,923	43,818
Less: ECLs allowance	(111)	(980)
	31,812	42,838
	32,329	43,855

The payment periods from customers is generally ranged from 30 to 90 days.

The aging analysis of trade receivables based on invoice date is as follows:

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
0 to 60 days	12,395	11,496
61 to 180 days	19,423	15,835
Over 180 days	511	16,524
	32,329	43,855



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 13 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
Rental and other deposits	45,820	376
Prepaid expenses	228	2,229
Prepaid tour and air ticket costs	968	1,374
Receivables from travel companies for ticket costs	128,271	123,394
Other receivables	1,165	273
	176,452	127,646
Less: ECLs allowance	(115,152)	(108,841)
	61,300	18,805

### 14 FINANCIAL ASSET AT FVTPL/FVTOCI

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
<b>Non-current assets</b>		
<i>Financial asset at FVTPL</i>		
Government Bond (i)	1,333	—
<i>Financial asset at FVTOCI</i>		
Unlisted equity investments (ii)	1,644	1,542
<b>Current assets</b>		
<i>Financial asset at FVTPL</i>		
Government Bond (i)	—	1,435

#### Notes

- (i) It represents a listed government bond issued by the Canadian government. The carrying value of the government bond issued by the Canadian government was approximately Canadian dollar ("CAD") 230,000 (equivalent to approximately HK\$1,333,000) as at 30 June 2025 (31 December 2024: approximately CAD266,000, approximately HK\$1,435,000). The interest rate for the bond is approximately 2.8% with a maturity date of 8 March 2027 (31 December 2024: approximately 3.6% with a maturity date of 15 February 2025).

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

- (ii) The unlisted equity instrument measured at FVTOCI was acquired in June 2019. The directors of the Company classified the investment as financial asset as FVTOCI as the investment represented approximately 1.2% (31 December 2024: approximately 1.2%) of the equity interests and it is held for long term strategic gains and not for trading. The fair value of the unlisted equity instrument is a level 3 recurring fair value measurement. The fair value is measured with market approach. No fair value change on the unlisted equity instrument was recognised in other comprehensive income for the six months ended 30 June 2025 (2024: Nil).



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 15 SHARE CAPITAL

	Number of ordinary shares (‘000)	Nominal value of ordinary shares HK\$’000
<b>Authorised:</b> Ordinary shares of HK\$0.0001 each As at 1 January 2024, 31 December 2024 (audited) and 30 June 2025 (unaudited)	90,000,000	9,000
<b>Issued and fully paid:</b> As at 1 January 2024, 31 December 2024 (audited) and 30 June 2025 (unaudited)	1,200,000	120

### 16 TRADE PAYABLES

As at 30 June 2025 and 31 December 2024, the aging analysis of trade payables based on invoice date are as follows:

	As at 30 June 2025 HK\$’000 (Unaudited)	As at 31 December 2024 HK\$’000 (Audited)
0 to 30 days	10,005	3,053
31 to 60 days	—	3,164
61 to 90 days	4,726	1,658
Over 90 days	17,312	21,257
	32,043	29,132



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 17 ACCRUALS AND OTHER PAYABLES

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
Accrued staff costs and management fees	953	948
Accrued expenses	3,107	8,106
Payables to airlines	14,241	13,181
Receipt in advance from a customer in relation to travel business process management	102,888	27,092
Sales tax payable	404	314
Payables to travel companies	1,285	1,409
Other payables	4,622	7,642
	127,500	58,692

### 18 AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

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

### 19 BANKING FACILITIES

As at 30 June 2025, the Group has banking facilities available in the form of letters of guarantee of approximately HK\$14,384,000 (31 December 2024: approximately HK\$13,493,000) in which approximately HK\$5,485,000 (31 December 2024: approximately HK\$5,430,000) was utilised by the Group and secured by a Canadian Crown corporation, an enterprise wholly owned by the Government of Canada.

The Group was in compliance with all banking covenants as at 30 June 2025 and 31 December 2024.

### 20 CONTINGENT LIABILITIES

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





## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 21 RIGHT-OF-USE ASSETS

There was no addition and lease modification on right-of-use assets for the six months ended 30 June 2025 (31 December 2024: addition of approximately HK\$665,000 and lease modification of approximately HK\$198,000).

The depreciation on right-of-use assets for the six months ended 30 June 2025 was approximately HK\$764,000 (For the year ended 31 December 2024: approximately HK\$2,035,000).

### 22 RELATED PARTY TRANSACTIONS

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

Management is of the view that the following were related parties that had transactions with the Group during each of the six months ended 30 June 2025 and 30 June 2024.

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

Except for key management compensation, the Group has no related party transactions for the six months ended 30 June 2025 and 2024.

Key management compensation, including fees, salaries, allowances and benefits, amounted to approximately HK\$3,494,000 for the six months ended 30 June 2025 (2024: approximately HK\$4,549,000).



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 23 CREDIT RISK MANAGEMENT

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

The majority of the Group's trade receivables are in relation to margin income from sale of air ticket and incentive commissions from airlines, travel business process management income earned from travel companies and revenue earned from sales of travel products and services.

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

As at 30 June 2025 and 31 December 2024, the Group measures ECLs allowance for trade receivables and receivables from travel companies for ticket costs, at an amount equal to lifetime ECLs, which is calculated with reference to the aging of the receivable balances. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments and different travel companies, the ECLs allowance based on past due status is not further distinguished between the Group's different debtor bases. In view of the difference in the way in which to different debtor groups, loss rates are calculated separately for exposures in different segments.

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



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 23 CREDIT RISK MANAGEMENT (CONTINUED)

The following tables provide information about the Group's exposure to credit risk and ECLs for trade receivables and receivables from travel companies for ticket costs under other receivables as at 30 June 2025 and 31 December 2024:

30 June 2025 (Unaudited)	Current	Within 90 days past due	91 days to 180 days past due	181 days to 12 months past due	More than 12 months past due	Total
Expected loss rate (%)	1.9%	5.6%	26.3%	57.0%	100%	71.4%
Gross carrying amount (HK\$'000)	23,636	16,624	5,278	7,454	107,932	160,924
ECLs allowance (HK\$'000)	452	935	1,386	4,247	107,932	114,952

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

In respect of other receivables (excluding receivables from travel companies for ticket costs), the Group considered that the credit risk is low, and the ECLs allowance recognised during the period was therefore limited to 12 months ECLs. The allowance under ECLs was determined for other receivables (excluding receivables from travel companies for ticket costs), as at 30 June 2025 and 31 December 2024 as follows:

	30 June 2025 (Unaudited)	31 December 2024 (Audited)
Expected loss rate (%)	1.1%	0.9%
Gross carrying amount (HK\$'000)	46,985	649
ECLs allowance (HK\$'000)	524	6



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 23 CREDIT RISK MANAGEMENT (CONTINUED)

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

	Lifetime ECLs		12-month ECLs	
	Trade receivables	Receivables from travel companies for ticket costs	Other receivables	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 January 2024	502	83,388	4	83,894
ECLs allowance recognised/(reversed) during the year	1,315	28,404	2	29,721
Exchange differences	(61)	(2,957)	—	(3,018)
Balance at 31 December 2024 (Audited)	1,756	108,835	6	110,597
Write off	(760)	—	—	(760)
ECLs allowance recognised during the period	(700)	2,895	498	2,693
Exchange differences	28	2,898	20	2,946
Balance at 30 June 2025 (Unaudited)	<b>324</b>	<b>114,628</b>	<b>524</b>	<b>115,476</b>

For financial asset measured at FVTOCI, the management closely monitors the fair value of the investment and considers the credit risk is low because the investee company have a good financial position.

The Group's exposure to credit risk of trade receivables and receivables from travel companies for ticket costs is influenced mainly by the individual characteristics of each customer and travel company. At the end of reporting period, the Group has a certain concentration of credit risk as 54% and 57% of the Group's trade receivables was due from the Group's three largest customers as at 30 June 2025 and 31 December 2024 respectively while 77% and 76% of the Group's receivables from travel companies for ticket costs was due from the Group's five largest travel companies as at 30 June 2025 and 31 December 2024 respectively.

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



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## 24 FAIR VALUE MEASUREMENTS

The table below analyses the Group's financial instruments carried at fair value as at 30 June 2025 and 31 December 2024, by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

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

The following table presents the Group's assets that are measured at fair value as at 30 June 2025 and 31 December 2024.

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
<b>As at 30 June 2025 (Unaudited)</b>				
<b>Assets</b>				
Financial assets at FVTPL (note (a))	1,333	—	—	1,333
Financial asset at FVOCI (note (b))	—	—	1,644	1,644
	1,333	—	1,644	2,977
<b>As at 31 December 2024 (Audited)</b>				
<b>Assets</b>				
Financial assets at FVTPL (note (a))	1,435	—	—	1,435
Financial asset at FVOCI (note (b))	—	—	1,542	1,542
	1,435	—	1,542	2,977

Notes:

- (a) As at 30 June 2025 and 31 December 2024, the financial asset at FVTPL represents a listed government bond issued by the Canadian government, with a maturity date of 8 March 2027 and 15 February 2025 respectively (Note 14). The fair value is determined with reference to a quoted price in active markets. The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting periods.
- (b) The financial asset at FVTOCI represents an unlisted equity securities investment (Note 14). The methods and valuation techniques used for the purpose of measuring fair value are market approach. The fair value is determined with reference to recent transaction prices derived from buy-sale transactions of equity securities of the investee company occurred.

Increased transaction prices by 10% would increase the fair value of financial asset at FVTOCI by approximately HK\$164,000 (31 December 2024: approximately HK\$154,000) whilst decreased transaction prices by 10% would decrease the fair value of the financial asset at FVTOCI by approximately HK\$164,000 (31 December 2024: approximately HK\$154,000).

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



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 24 FAIR VALUE MEASUREMENTS (CONTINUED)

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

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
At the beginning of period/year	1,542	1,687
Exchange difference	102	(145)
At the end of period/year	1,644	1,542

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

### 25 SUBSEQUENT EVENT

On 29 August 2025, the Group entered into a Sales and Purchase Agreement (“SPA”) with an independent third party (“Purchaser”), in which the Group agreed to sell of and the Purchaser agreed to purchase the entire interest in an indirect wholly owned subsidiary of the Company, BVTEHC Inc. along with its subsidiary, Tour East Holidays (Canada) Inc. for a cash consideration of approximately CAD 3 million (equivalent to approximately HK\$17.1 million) and the disposal has been completed on the same day. Up to the date on which these condensed consolidated interim financial statements are authorised for issue, the Company is in process of finalising the accounting impact of the transaction.

