



Zijing International Financial Holdings Limited

紫荊國際金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8340)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2024

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement, for which the directors (the “Directors”) of Zijing International Financial Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

SUMMARY

- Revenue of the Group for the year ended 31 December 2024 amounted to approximately HK\$40.84 million (2023: approximately HK\$16.73 million).
- The loss attributable to owners of the Company for the year ended 31 December 2024 was approximately HK\$2.48 million compared with a loss attributable to owners of the Company approximately HK\$3.93 million in 2023.
- The Directors do not recommend any final dividend for the year ended 31 December 2024.

CONSOLIDATED RESULTS

The Board is pleased to announce the audited consolidated results of the Group for the year ended 31 December 2024 together with the comparative figures as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	2024 HK\$'000	2023 HK\$'000
Revenue	4(a)	40,840	16,733
Other income	4(a)	12	16
Depreciation	5(b)	(8,244)	(2,990)
Staff costs	5(a)	(9,735)	(10,236)
Impairment losses on trade receivables		(4,961)	(910)
Gain on disposal of items of property, plant and equipment		1,188	—
Other operating expenses		<u>(20,086)</u>	<u>(6,139)</u>
Loss from operations		(986)	(3,526)
Finance cost	5	<u>(1,491)</u>	<u>(402)</u>
Loss before taxation	6	(2,477)	(3,928)
Income tax expense	7	<u>—</u>	<u>—</u>
Loss for the year attributable to owners of the Company		<u>(2,477)</u>	<u>(3,928)</u>
Other comprehensive (loss) income			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods (net of tax):			
Exchange differences on translation of foreign operations		<u>(247)</u>	<u>66</u>
Other comprehensive income for the year, net of tax		<u>(247)</u>	<u>66</u>
Total comprehensive loss for the year attributable to owners of the Company		<u>(2,724)</u>	<u>(3,862)</u>
Loss per share (expressed in HK cents per share)	8		
— Basic and diluted		<u>(8.7)</u>	<u>(42.2)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

	<i>Notes</i>	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment		27,014	8,841
Right-of-use assets		1,598	981
Intangible assets		1,632	—
Prepayment for exclusive operational licence	<i>9</i>	18,990	3,850
		49,234	13,672
Current assets			
Trade and other receivables	<i>9</i>	30,240	17,629
Cash and cash equivalents		13,227	11,460
		43,467	29,089
Current liabilities			
Accrued expenses and other payables		4,857	1,159
Lease liabilities		433	1,023
Tax payable		1	—
Note payables		11,472	16,000
		16,763	18,182
Net current assets		26,704	10,907
Total assets less current liabilities		75,938	24,579
Non-current liabilities			
Lease liabilities		1,193	—
NET ASSETS		74,745	24,579
Capital and reserves			
Share capital		53,760	8,960
Reserves		20,985	15,619
TOTAL EQUITY		74,745	24,579

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024

	Attributable to the owners of the Company						
	Reserves					Subtotal	Total equity
	Share capital	Share premium	Merger reserve	Exchange reserve	Retained earnings/ (Accumulated losses)		
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
Balance at 1 January 2023	6,400	11,887	9,900	185	(4,317)	17,655	24,055
Changes in equity for 2023:							
Loss for the year	—	—	—	—	(3,928)	(3,928)	(3,928)
Other comprehensive income	—	—	—	66	—	66	66
Total comprehensive loss for the year	—	—	—	66	(3,928)	(3,862)	(3,862)
Issue of shares	2,560	1,875	—	—	—	1,875	4,435
Share issue expenses	—	(49)	—	—	—	(49)	(49)
Balance at 31 December 2023 and 1 January 2024	8,960	13,713	9,900	251	(8,245)	15,619	24,579
Changes in equity for 2024:							
Loss for the year	—	—	—	—	(2,477)	(2,477)	(2,477)
Other comprehensive loss	—	—	—	(247)	—	(247)	(247)
Total comprehensive loss for the year	—	—	—	(247)	(2,477)	(2,724)	(2,724)
Issue of shares under rights issue	44,800	8,871	—	—	—	8,871	53,671
Share issue expenses	—	(781)	—	—	—	(781)	(781)
Balance at 31 December 2024	<u>53,760</u>	<u>21,803</u>	<u>9,900</u>	<u>4</u>	<u>(10,722)</u>	<u>(20,985)</u>	<u>74,745</u>

NOTES

1. GENERAL INFORMATION

Zijing International Financial Holdings Limited, (the “Company”) was incorporated and registered as an exempted company with limited liability under the Companies Law of the Cayman Islands and acts as an investment holding company. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 20 May 2008. The addresses of the registered office and principal place of business of the Company are Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands and Suite 2112, 21/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong respectively. The principal activity of the Company is investment holding and those of its subsidiaries are engaged in the provision of financial services and car rental business in Hong Kong and Singapore and online game business in overseas markets, of which car rental business and online game business are commenced and scaled up during the year ended 31 December 2024.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group is disclosed below.

The HKICPA has issued certain amendments to HKFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

The consolidated financial statements for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as “the Group”).

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of the financial statements in conformity with HKFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

The Group has applied the following amendments to HKFRS Accounting Standards issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Noncurrent and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

4. REVENUE, OTHER INCOME AND SEGMENT REPORTING

a) Revenue and other income

Disaggregation of revenue is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Revenue from contracts with customers within the scope of HKFRS 15:		
Income from provision of corporate financial advisory service and advising on securities and asset management service recognised over time	15,749	16,679
Income from online game business recognised over time	<u>20,670</u>	<u>—</u>
	36,419	16,679
Revenue from sources other than HKFRs 15:		
Rental income from leasing of motor vehicles	<u>4,421</u>	<u>54</u>
	40,840	16,733
Other income:		
Interest income on financial assets measured at amortised cost	<u>12</u>	<u>16</u>
	<u><u>40,852</u></u>	<u><u>16,749</u></u>

Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its services contracts such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for provision of financial advisory service that had an original expected duration of one year or less.

b) Segment reporting

The following is an analysis of the Group's revenue and results by operating segment, based on information provided to the chief operating decision maker ("CODM") representing the board of directors of the Company, for the purpose of allocating resources to segments and assessing their performance, this is also the basis upon which the Group is arranged and organised.

The CODM makes decisions according to the operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

During the year ended 31 December 2024, the Group commenced to develop a car rental business in Mainland China and provision of online game business in several countries. This resulted in a new operating segment in 2024. The comparative figures have been restated to conform with current year's presentation.

The Group's operations are currently organised into four (2023: three) reporting and operating segments under HKFRS 8, namely corporate financial advisory services and asset management services, however, no revenue has yet been generated from provision of online game business for the year ended 31 December 2023.

Segment revenue and results

	Segment revenue		Segment (losses) profits	
	Year ended 31 December		Year ended 31 December	
	2024	2023	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Corporate financial advisory services	15,259	16,200	10,171	6,867
Advising on securities and asset management services	490	480	(284)	(695)
Online game business	20,670	—	1,524	—
Car rental business	4,421	53	(559)	(202)
Total	<u>40,840</u>	<u>16,733</u>	<u>10,852</u>	<u>5,970</u>
Unallocated expenses			<u>(13,329)</u>	<u>(9,898)</u>
Loss before taxation			<u>(2,477)</u>	<u>(3,928)</u>

Other segment information

Other segment information included in the consolidated statement of profit or loss are as follows:

Amounts included in the measure of segment profit or loss:

For the year ended 31 December 2024

	Corporate financial advisory services <i>HK\$'000</i>	Advising on securities and asset management services <i>HK\$'000</i>	Car rental business <i>HK\$'000</i>	Online game <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Interest income (included in other income)	4	1	—	—	7	12
Depreciation of property, plant and equipment	—	—	(7,187)	—	(52)	(7,239)
Depreciation of right-of-use assets	—	—	—	—	(1,005)	(1,005)
Amortisation of intangible assets	—	—	—	(781)	—	(781)
Staff costs	(1,038)	(690)	—	(1,554)	(6,453)	(9,735)
Finance costs	—	—	—	—	(1,491)	(1,491)
Impairment losses on trade receivables	(2,226)	(32)	(555)	(2,148)	—	(4,961)

For the year ended 31 December 2023

	Corporate financial advisory services <i>HK\$'000</i>	Advising on securities and asset management services <i>HK\$'000</i>	Car rental business <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Interest income (included in other income)	13	1	—	2	16
Depreciation of property, plant and equipment	(279)	—	(256)	(52)	(587)
Depreciation of right-of-use assets	(1,422)	—	—	(981)	(2,403)
Staff costs	(2,296)	(745)	—	(7,195)	(10,236)
Finance costs	(257)	—	—	(145)	(402)
Impairment losses on trade receivables	(896)	(14)	—	—	(910)

Geographical information

The Group operates in three principal geographical areas as shown in the following table:

Revenue from major customers

The Group's revenue from external customers by location of operations for years ended 31 December 2024 and 2023 are detailed below:

	Revenue from external customers	
	Year ended 31 December	
	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong	40,775	15,261
Mainland	65	—
Singapore	—	1,472
	<hr/>	<hr/>
Total	40,840	16,733
	<hr/> <hr/>	<hr/> <hr/>

Revenue from customers contributing 10% or more of the total revenue of the Group are as follows:

	2024	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Customer A	—	1,760
	<hr/> <hr/>	<hr/> <hr/>

* The corresponding revenue did not contribute 10% or more of the Group's revenue for the year.

5. FINANCE COST

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Interest on lease liabilities	20	303
Interest on note payables	1,471	99
	<u>1,491</u>	<u>402</u>

6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
a) Staff costs (including directors' remuneration):		
Contributions to defined contribution retirement plan	167	248
Salaries and other benefits	9,568	9,988
	<u>9,735</u>	<u>10,236</u>
	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
b) Other items:		
Auditor's remuneration		
— audit services	450	320
— non-audit service	92	—
	<u>450</u>	<u>320</u>
Depreciation of owned plant and equipment	7,239	587
Depreciation of right-of-use assets	1,005	2,403
Net loss on early termination of lease arrangement	—	566
Impairment losses of trade receivables	890	910
Amortisation of intangible assets	781	—
	<u>781</u>	<u>—</u>

7. INCOME TAX

Taxation in the consolidated statement of profit or loss and other comprehensive income

The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the year ended 31 December 2024, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2,000,000 of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The Singapore Corporate Income Tax is determined by applying the Singapore tax rate of 17%.

No provision for Hong Kong Profits tax have been provided for in the financial statements as the Group had utilized its available tax losses to offset the assessable profit the year ended 31 December 2024. No provision for Singapore Corporate Income Tax have been provided for in the financial statements as the Group had no estimated assessable profit for the year ended 31 December 2024.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to income tax in these jurisdictions.

8. LOSS PER SHARE

a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to the owners of the Company of approximately HK\$2,477,000 (2023: loss attributable to the owners of the Company of approximately HK\$3,928,000 and the weighted average of 28,345,329 (2023 (restated): 9,318,169) ordinary shares in issue during the year.

b) Diluted loss per share

There were no dilutive potential ordinary shares in issue during the years ended 31 December 2024 and 2023, and diluted loss per share is the same as basic loss per share.

For the years ended 31 December 2023 and 2024, the weighted average number of ordinary shares used to calculate basic and diluted loss per share has been adjusted to reflect: (i) the issuance of new shares via a rights issue completed on 8 August 2024; and (ii) the consolidation of every ten (10) issued and unissued ordinary shares with a par value of HK\$0.10 each into one (1) consolidated share with a par value of HK\$1.00 each, which took place on 17 January 2025, prior to the date of authorisation of the consolidated financial statements.

9. TRADE AND OTHER RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Trade receivables	35,906	18,239
Less: allowance for doubtful debts	<u>(6,516)</u>	<u>(1,555)</u>
	29,390	16,684
Prepayments and deposits (<i>note 1</i>)	<u>19,840</u>	<u>4,795</u>
	<u>49,230</u>	<u>21,479</u>
Analysed as:		
Non-current	18,990	3,850
Current	<u>30,240</u>	<u>17,629</u>
	<u>49,230</u>	<u>21,479</u>

Note 1: As at 31 December 2024, included in prepayment approximately of HK\$18,990,000 (2023: HK\$3,850,000) is the non-refundable prepayment made for the exclusive operational licence in relation to online game business as detailed in the announcement dated 14 December 2023, 9 January and 8 February 2024.

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables (which are included in trade and other receivables), based on invoice dates, which approximate the revenue recognition dates, and net of allowance is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Within 3 months	11,448	2,441
After 3 months	<u>17,942</u>	<u>14,243</u>
	<u>29,390</u>	<u>16,684</u>

Trade receivables are due within 90 days (2023: 90 days) from the date of billing.

10. DIVIDENDS

The board did not recommend the payment of a final dividend for the years ended 31 December 2024 and 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

Business review

During the year, the Group continued to focus on its principal business in relation to (i) the provision of corporate finance related services, including but not limited to general corporate finance advisory, placing and underwriting as well as initial public offerings related projects and advising on securities services; (ii) advising on securities and asset management services; (iii) car rental business; and (iv) online games business.

Corporate finance advisory business

The Hong Kong IPO applicants remained cautious in the first half of 2024 due to high interest rates and slowing global economic growth and started to pick up in September 2024 with a number of sizeable listings and upon the US Fed cut its interest rate for the first time in four years and China introduced economic stimuli. Hong Kong ranked fourth globally in terms of IPO funds raised in 2024 and reclaimed its position among top five global IPO markets. According to the HKEX Market Statistic 2024, the number of new listed companies (i) in main board of the Stock Exchange (excluding the number of transfer of listing from GEM to main board) were 71 in 2024 as compared to that of 70 in 2023, representing a slight increase of approximately 1.4%; (ii) in GEM was 0 both in 2024 and 2023; and (iii) transferred from GEM to main board were 0 in 2024 as compared to that of 3 in 2023, which demonstrated a slight decrease of the total number of newly listed companies of 71 in 2024 as compared to 74 in 2023.

In light of the above, the performance of this segment in the first half of 2024 had been affected in certain degree as a result of sluggish market sentiment and keen competition in pricing for corporate finance advisory services deals, while the improvement in the market sentiment in the second half of 2024 provided positive momentum to the operational performance of this segment. The revenue generated from this segment was increased as compared with that of last year. Despite the unstable market situations, we have completed over 23 projects as of 31 December 2024.

Advising on securities and Asset management business

The Group has been granted with the licenses to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (“SFO”) in March 2022. During the year under review, revenue was generated from the operations in advising on securities by the provision of security research reports. Furthermore, the Group had set up two open-ended fund companies (the “OFC”) under the SFO. The Group established the first OFC (the “First OFC”) and the second OFC with the Securities Futures Commission in May 2022 and August 2023 respectively. Two sub-funds had been established under the First OFC. As at 31 December 2024, four investors had each subscribed for one fund unit at the price of

HK\$5,000,000, with assets under management of a sub-fund amounted to HK\$20,000,000 under the First OFC. Revenue was generated by receiving management fee charged under the sub-fund.

Car Rental Business

The Group expanded its principal business by developing car rental business in the Guangdong-Hong Kong-Macao Greater Bay Area (the “GBA”) (the “Car Rental Business”) at the end of 2023. As at 31 December 2024, the Group had a fleet of eight motor vehicles, comprising luxury and up-scale cars under renowned brands such as Bentley and Rolls Royce with a focus on high-end market. All the motor vehicles have been successfully rented out. The Group’s car rental business primarily focuses on offering car rentals catering to the needs and preferences of different customers. The Group offers car rental on a daily, weekly or monthly basis up to a maximum period of six months.

Online Game Business

The Group expanded its principal business by engaging in online game business in overseas markets through licensing collaboration with game developers. Leveraging its distribution network relationships and game marketing and promotional capabilities, the Group entered into licensing agreements with licensors, pursuant to which the licensors granted the Group the exclusive, transferrable and sub-licensable rights to promote, operate, publish, reproduce and distribute the licensed games and the products and services related thereto within the authorized territories for certain period of time. As at 31 December 2024, the Group had been granted the sub-licensable rights of six online games of which 5 games were released during 2024. The details of these online games are as follows:

《錦繡江湖》was released on the platform for the regions of the Hong Kong, the Macau Special Administrative Region and Taiwan in the first quarter of 2024. It is a unique fusion of idle card gameplay and traditional Chinese martial arts culture.

《Beyond Warrior》《武林間俠》was released on the platform for the regions on Europe and North America in the first quarter of 2024. It is an idle and oriental-style roleplaying game with martial arts features.

《少女A計劃》was released on the platform for the regions on Europe, North America and Southeast Asia in the first quarter of 2024. It is a captivating anime-style idle card game that incorporates character development elements.

《Girls Evo》was released on the platform for the regions on Europe, North America and South America in 2023 and the Group was granted the sub-licensable rights in the second quarter of 2024. It is an idle fantasy adventure roleplaying game which features a storyline campaign mode, as well as several other PVE and PVP battle modes.

《Ultimate Myth: Rebirth》《神仙道3》was released on the platform for the regions worldwide in exclusion of the PRC, Hong Kong, the Macau Special Administrative Region, Taiwan, Japan, Vietnam and the Republic of Korea in the fourth quarter of 2024. It is an idle card game built upon the decade-long legacy of 《神仙道》, continuing its theme of Chinese mythological legends. The game features a rich cast of characters drawn from classic Chinese literary works.

《虛無之印》will be released on the platform for the regions worldwide in exclusion of the PRC, Hong Kong, the Macau Special Administrative Region, Taiwan and the Republic of Korea. It is an action-packed roguelike adventure roleplaying game that deeply integrates combat skills and strategic thinking. No revenue was generated from this online game during the year under review. It is expected to be released on the platform in the third quarter of 2025.

FINANCIAL REVIEW

For the year ended 31 December 2024, the consolidated revenue of the Group amounted to approximately HK\$40.84 million (2023: approximately HK\$16.73 million). Out of the consolidated revenue of HK\$40.84 million, HK\$40.78 million (2023: approximately HK\$16.73 million), HK\$65,000 (2023: nil) and nil (2023: HK\$1.47 million) was generated from the market in Hong Kong, the PRC and Singapore respectively. During the year under review, the consolidated revenue was comprised of: (i) income from corporate finance advisory business of HK\$15.26 million; (ii) income from advising on securities and asset management business of HK\$0.49 million; (iii) income from car rental business of HK\$4.42 million; and (iv) income from online game business of HK\$20.67 million. The increase in revenue was mainly contributed by the segment of online game business.

Corporate finance advisory business

During the year 2024, all the revenue of HK\$15.26 million (2023: HK\$14.78 million) from this segment was generated from the market in Hong Kong and related to the provision of corporate finance related services, including but not limited to general corporate finance advisory, placing as well as underwriting related projects.

Advising on securities and Asset management business

During the year 2024, HK\$0.41 million (2023: HK\$0.48 million) and HK\$80,000 (2023: nil) was generated from the provision of advising on securities services and asset management services.

Car rental business

The Group established a motor vehicle fleet to operate car rental business in the GBA. The motor vehicle fleet mainly comprised luxury and up-scale motor vehicle with a focus on high-end market. The Group put up its own motor vehicles for rental without offering or providing any services in relation to hired driving or carriage of passengers. During the year 2024, HK\$4.42 million (2023: HK\$53,000) was generated from this segment.

Online game business

The online game business commenced to contribute revenue to the Group in 2024. A total of HK\$20.67 million (2023: nil) was generated by five online games for the year ended 31 December 2024, comprised as follows:

	<i>HK\$'000</i>
《錦繡江湖》	14,529
《Beyond Warrior》《武林間俠》	2,955
《少女A計劃》	257
《Girls Evo》	2,740
《Ultimate Myth: Rebirth》《神仙道3》	124
Other	65
	<hr/>
	20,670
	<hr/> <hr/>

The loss attributable to owners of the Company for the year ended 31 December 2024 was approximately HK\$2.48 million (2023: loss attributable to owners of the Company of approximately HK\$3.93 million), represented a decrease of approximately 36.9% as compared with that of previous year. The decrease in loss incurred in the current year was mainly contributed by the increase in revenue from the new business during the year. The gain of disposal of items of property, plant and equipment represented the gain of disposal of motor vehicles during the year. The increase in other operating expenses was mainly due to the marketing and promotion expenses incurred for the online game business during the year.

At the end of the reporting year, the directors performed an impairment assessment on the expected credit losses (“ECL”) for trade receivables arising from corporate finance advisory services; advising on securities and asset management services, car rental business and online game business with reference to a valuation prepared by an independent professional valuer. Having performed the impairment assessment, the directors concluded that an allowance for ECL for trade receivables of approximately HK\$6.51 million (2023: HK\$1.55 million) was required for the year ended 31 December 2024. As such, an additional allowance for ECL for trade receivables amounted to HK\$4.96 million was recognised for the year ended 31 December 2024. The allowance for ECL for trade receivables were assessed on both individual and collective basis. The increase in allowance for ECL for trade receivables in the current year reflected the increase in credit risks since initial recognition. The directors of the Company strive to adhere to the credit policy of the Group and vigorously pursued effective recovery strategies of the Group’s accounts receivable.

As at 31 December 2024, the Group had total assets of approximately HK\$92.70 million (2023: approximately HK\$42.76 million). The increase in total assets was mainly contributed by the acquisition of motor vehicles and the acquisition of intangible assets and prepayment for exclusive operational licence of online games, which was mainly financed by the proceeds from Rights Issue completed during the year. The net assets value of the Group was approximately HK\$74.75 million as at 31 December 2024 (2023: approximately HK\$24.58 million).

The cash and cash equivalents of the Group amounted to approximately HK\$13.23 million as at 31 December 2024. The Group’s net current assets and current ratio were approximately HK\$26.70 million (31 December 2023: approximately HK\$10.91 million) and 2.6 times (31 December 2023: 1.6 times) respectively. The Group’s gearing ratio, defined as the Group’s total borrowings divided by total equity, was 15.3% (2023: 65.1%). The Board will continue to follow a prudent treasury policy in managing its bank balances and cash and maintain a strong and healthy liquidity position to ensure that the Group is well positioned to achieve its business objectives and strategies.

Capital structure

The capital of the Group comprises only ordinary shares. As at 31 December 2024, the Company has 537,600,000 shares of HK\$0.1 each in issue.

- (a) On 25 March 2024, the Company proposed to raise gross proceeds of up to approximately HK\$53.8 million by issuing up to 448,000,000 rights shares by way of rights issue at the subscription price of HK\$0.120 per rights share on the basis of five rights shares for every one existing share held by the qualifying shareholders at the close of business on the record date (the “Rights Issue”). The maximum net proceeds from the rights issue was expected to be approximately HK\$52.8 million. The net price per rights share after deducting the relating expenses of the rights issue was approximately HK\$0.118. The Company intended to apply the net proceeds from the Rights Issue as to (i) approximately HK\$30.0 million for repayment of borrowings of the Group; (ii) approximately HK\$13.0 million for strengthening the motor vehicles fleet; (iii) approximately HK\$7.0 million for expansion of online-game business; and (iv) approximately HK\$2.8 million for enhancing the general working of the Group. Details of the Rights Issue were set out in the Company’s announcement dated 25 March 2024, the Company’s circular dated 27 May 2024 and the Company’s prospectus dated 28 June 2024. The Rights Issue was completed on 8 August 2024.
- (b) As at 31 December 2024, the total borrowings of the Group amounted to HK\$11,472,000 (31 December 2023: HK\$16,000,000), representing short term unsecured borrowings, which are repayable within one year.

Save as disclosed above, there was no change in the Company’s capital structure during the year ended 31 December 2024.

Use of Proceeds from Fund Raising Activities

As at 31 December 2024, all the net proceeds from the Rights Issue had been utilized as intended.

Charge on Group’s assets

As at 31 December 2024, the Group did not have any charge on its assets (2023: nil).

Exchange Rate Risk

The Group does not have a foreign currency hedging policy but foreign currency transactions have been translated into the functional currencies using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies were recognised in profit or loss. In the event of fluctuating foreign exchange rates, there is a risk exposure to that settlement of payment for customers and suppliers may not be reconciled. The exposed amount of foreign currencies would be monitored regularly, forward contracts would be entered for hedging the risks if considered necessary.

Information on employment

As at 31 December 2024, the Group had a workforce of 18 staffs (2023: 19). The total staff costs, including the directors' emoluments, amounted to HK\$9.74 million for the year under review (2023: approximately HK\$10.24 million).

The Group's remuneration policies were determined by reference to market terms as well as the performance, qualification and experience of each individual staff.

Contingent liabilities

As at 31 December 2024, the Group did not have any significant contingent liabilities (2023: nil).

Significant investment

The Group did not hold any significant investment for the year ended 31 December 2024 (2023: nil).

Material acquisitions and disposals of subsidiaries and affiliated companies

During the year ended 31 December 2024, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

Event after reporting period

On 15 November 2024, the Company proposed capital reorganization which involved: (i) every ten issued and unissued existing shares of par value of HK\$0.10 each in the share capital of the Company be consolidated into one consolidated share (the “Consolidated Share(s)”) of par value of HK\$1.00 each in the share capital of the Company (the “Share Consolidation”); (ii) immediately upon the Share Consolidation becoming effective, the capital reduction (the “Capital Reduction”) be implemented, pursuant to which, (a) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; and (b) the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK\$0.99 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.01; and (iii) immediately following the Capital Reduction becoming effective, each of the authorized but unissued Consolidated Shares of par value of HK\$1.00 each will be sub-divided into 100 new shares of the Company of par value of HK\$0.01 each (the “Share Sub-division”). The new shares of the Company will rank pari passu in all respects with each other in accordance with the memorandum and the articles of association of the Company. Details of the capital reorganization were set out in the Company’s announcements dated 15 November 2024 and 28 March 2025. The Share Consolidation was effective on 17 January 2025. Up to the date of this announcement, the Capital Reduction and Share Sub-division has not yet been completed.

Saving as disclosed above, there was no significant event after the year ended 31 December 2024 and up to the date of this announcement.

Outlook

Looking ahead, uncertainty around trade policies and geopolitics, particularly due to the new US administration and China economic performance are key factors that will affect market liquidity and investment and listing sentiment. Despite the macroeconomic and geopolitical uncertainties, the management remains cautiously optimistic about a positive outlook for 2025. Since the beginning of 2025, the daily average turnover of Hong Kong stock market has surpassed 200 billion Hong Kong dollars. The Hang Seng Index climbed above 24,500 for the first time since February 2022 and has risen by more than 30% since mid-January 2025. The Group has actively maintained frequent communication and meetings with existing customers and potential new customers in relation to potential corporate finance related opportunities. With the Group’s health pipeline of deals, good and well-established connection in the industry as well as the new listing regime for specialist technology companies, which came into effect on 31 March 2023, and the GEM listing reform, which came into effect on 1 January 2024 will generate more business opportunities, and abundant room to develop the Group’s core business. Although the business operations of the Group continued to experience severe competitions from competitors, the Group would continue to use its best endeavor to improve the efficiency and effectiveness of the operation.

In light of the GBA development plan of the PRC government, especially the launch of the “Northbound Travel for Macau Vehicles” policy (澳車北上) and the “Northbound Travel for Hong Kong Vehicles” policy (港車北上), it is expected that there will be an increase in demand for cross-border transportation and car rental services in the GBA. In order to seize more business opportunities and expand its market share in the car rental industry, the Group will focus on enhancing its existing fleet of motor vehicles by actively searching for and acquiring suitable motor vehicles. The Group aims to strengthen its competitiveness and attract a wider customer base by offering a diverse range of motor vehicles which cater to different customers’ requirements and preferences in the GBA.

Additionally, the Group will continuously monitor market trends and customer feedback to identify emerging demands and adapt its offerings accordingly. By staying attuned to evolving customer preferences, the Group will be able to proactively adjust its car rental services, ensuring they remain competitive and in line with the expectations of customers in the GBA. Through these strategic initiatives, the Group aims to solidify its presence in the car rental market of the GBA, capitalising on the favourable conditions provided by the PRC government’s development plan.

For the online game business, the Group plans to further expand its online-game business by (i) securing additional online-game licenses; (ii) building an in-house team specialised in the operation of the licensed games by recruiting personnel with the relevant skills, knowledge and experience in the relevant industry; and (iii) strengthening the promotion and marketing activities in respect of the licensed online games. The Board considers that the Group will be able to capture the potential growth in the global mobile online game industry and diversify its existing business portfolio and broaden its source of income.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to ensure a high standard of corporate governance in the interests of the shareholders and devotes considerable effort to maintain high level of business ethics and corporate governance practices.

Throughout the financial year ended 31 December 2024 the Group had complied with the code provisions in the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules (the “CG Code and Report”), except for the deviations to Code Provision A.2.1 as explained in the Corporate Governance Report which will be included in the annual report to be published by the Company in due course.

The board of Directors (the “Board”) has continued to monitor and review the Group’s progress in respect of corporate governance practices to ensure compliance.

AUDIT COMMITTEE

The Company's Audit Committee was formed on 22 April 2008 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's internal control procedures and financial statements, annual reports and half-year reports and to provide advice and comments thereon to the board of Directors. The Audit Committee currently comprises three independent non-executive Directors, Ms. Lau Mei Suet, Mr. Choi Tak Fai and Mr. Chen Yilun. The Audit Committee members have reviewed this Annual Report and have provided advice and comments thereon.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year.

By Order of the Board
Zijing International Financial Holdings Limited
Lee Chun Wai
Chairman and Executive Director

Hong Kong, 31 March 2025

As at the date hereof, the Board comprises Mr. Lee Chun Wai and Ms. Ji Yi being the executive Directors; and Mr. Choi Tak Fai, Mr. Chen Yilun and Ms. Lau Mei Suet being the independent non-executive Directors.

This announcement will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> for at least 7 days from the date of its posting and on the website of the Company at <http://www.hklistco.com/8340>.