联洋智能
PAD

Pan Asia Data Holdings Inc.
聯洋智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1561)

ANNOUNCEMENT OF AUDITED RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

The board (the "**Board**") of directors (the "**Directors**") of Pan Asia Data Holdings Inc. ("**Company**") is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively referred to as the "**Group**") for the year ended 31 December 2024 together with the comparative figures for the year ended 31 December 2023 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
Continuing operations			
Revenue	4	**168,832**	563,539
Cost of sales		**(68,203)**	(161,149)
Gross profit		**100,629**	402,390
Other income	5	**1,507**	2,638
Other gains and losses, net	6	**24,847**	(94,840)
Impairment losses recognised on non-financial assets	13	**(357,606)**	–
Impairment losses under expected credit loss model, net of reversal	7	**(71,426)**	(1,147)
Distribution and selling expenses		**(47,108)**	(117,578)
Administrative expenses		**(92,389)**	(104,187)
Research and development expenses		**(36,087)**	(222,054)
Finance costs	8	**(20,509)**	(10,936)
Share of result of an associate		**–**	(402)
Loss before taxation	9	**(498,142)**	(146,116)
Income tax credit	10	**1,772**	13,653
Loss for the year from continuing operations		**(496,370)**	(132,463)
Discontinued operation			
Loss for the year from discontinued operation		**–**	(5,814)
Loss for the year		**(496,370)**	(138,277)

	Note	2024 HK$'000	2023 HK$'000
Other comprehensive income/(expense)			
Item that may be reclassified subsequently to profit or loss:			
– Exchange differences arising on translation of foreign operations		**195**	(15,090)
– Share of other comprehensive expense of associates		**–**	(3,151)
Other comprehensive income/(expense) for the year, net of tax		**195**	(18,241)
Total comprehensive expense for the year		**(496,175)**	(156,518)
Loss for the year attributable to:			
– Owners of the Company		**(283,748)**	(59,900)
– Non-controlling interests		**(212,622)**	(78,377)
		(496,370)	(138,277)
Loss for the year attributable to owners of the Company arises from:			
– Continuing operations		**(283,748)**	(55,709)
– Discontinued operation		**–**	(4,191)
		(283,748)	(59,900)
Total comprehensive expense for the year attributable to:			
– Owners of the Company		**(284,062)**	(73,343)
– Non-controlling interests		**(212,113)**	(83,175)
		(496,175)	(156,518)
Total comprehensive expense for the year attributable to owners of the Company arises from:			
– Continuing operations		**(284,062)**	(58,589)
– Discontinued operation		**–**	(14,754)
		(284,062)	(73,343)
Loss per share			
From continuing and discontinued operations			
Basic and diluted *(in HK cents)*	*12*	**(26.6)**	(6.6)
From continuing operations			
Basic and diluted *(in HK cents)*	*12*	**(26.6)**	(6.1)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2024

	Notes	2024 HK$'000	2023 HK$'000
Non-current assets			
Property, plant and equipment		**1,474**	16,527
Right-of-use assets		**1,632**	13,814
Intangible assets		**22,885**	367,599
Interest in an associate		**–**	–
Financial assets at fair value through profit or loss		**86,836**	88,281
Deferred tax assets		**–**	9,148
		112,827	495,369
Current assets			
Inventories		**189**	146
Trade and other receivables	*14*	**307,791**	370,977
Financial assets at fair value through profit or loss		**5,400**	22,070
Retained interest in the deconsolidated subsidiaries		**–**	508,618
Restricted bank deposits		**85,054**	109,356
Bank balances and cash		**37,949**	122,176
		436,383	1,133,343
Current liabilities			
Trade and other payables	*15*	**336,983**	464,692
Lease liabilities		**4,374**	4,662
Penalty payable		**95,822**	97,434
Borrowings		**80,683**	5,277
Convertible bonds		**60,458**	55,501
Financial guarantee contract liabilities		**–**	526,961
		578,320	1,154,527
Net current liabilities		**(141,937)**	(21,184)
Total assets less current liabilities		**(29,110)**	474,185
Non-current liabilities			
Deferred tax liabilities		**3,432**	14,031
Borrowings		**–**	210
Lease liabilities		**3,687**	3,202
		7,119	17,443
Net (liabilities)/assets		**(36,229)**	456,742

	2024	2023
	HK$'000	*HK$'000*
Capital and reserves		
Share capital	**10,654**	10,654
Reserves	**(64,993)**	219,069
(Deficit)/equity attributable to owners of the Company	**(54,339)**	229,723
Non-controlling interests	**18,110**	227,019
Total (deficit)/equity	**(36,229)**	456,742

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

1 GENERAL

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law (2007 Revision) Chapter 22 of the Cayman Islands. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Company is an investment holding company. The Group is principally engaged in big data services and third-party payment services.

Rookwood Investments Limited ("**Rookwood**"), the then wholly-owned subsidiary of the Company, was deconsolidated in 2023 due to the default event of a loan. As Rookwood and its subsidiaries formed a separate operating segment of coatings business, and therefore it was classified as a discontinued operation during the year ended 31 December 2023.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**") which is also the functional currency of the Company, unless otherwise stated.

2 APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

2.1 Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which are mandatorily effective for the Group's 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 Non-current 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 amendments to HKFRS Accounting Standards in the current year had no material impact on the Group's financial position and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2.2 New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following amendments to HKFRS Accounting Standards that have been issued but not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial instruments[3]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity[3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[1]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11[3]
Amendments to HKAS 21	Lack of Exchangeability[2]
HKFRS 18	Presentation and Disclosure in Financial Statements[4]

[1] Effective for annual periods beginning on or after a date to be determined.
[2] Effective for annual periods beginning on or after 1 January 2025.
[3] Effective for annual periods beginning on or after 1 January 2026.
[4] Effective for annual periods beginning or after 1 January 2027.

Except for the new HKFRS Accounting Standard mentioned below, the Directors anticipate that the application of these new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 "Presentation and Disclosure in Financial Statements" ("HKFRS 18")

HKFRS 18 which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 "Presentation of Financial Statements" ("**HKAS 1**"). This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and HKFRS 7 "Financial Instruments: Disclosures". Minor amendments to HKAS 7 "Statement of Cash Flows" and HKAS 33 "Earnings per Share" are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

3 BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**") and by the Hong Kong Companies Ordinance ("**CO**").

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period.

During the year, the Group incurred a net loss from continuing operations of approximately HK$496,370,000 for the year ended 31 December 2024, and, as of that date, the Group had net current liabilities and a net deficit of approximately HK$141,937,000 and HK$36,229,000, respectively. As at 31 December 2024, the Group defaulted on repayment of convertible bonds with principal amounts of HK$46,000,000 and accrued interest of approximately HK$14,458,000; and had a penalty payable of approximately RMB88,731,000 (equivalent to approximately HK$95,822,000) regarding the administrative penalty issued by the People's Bank of China ("**the PBOC**"), all of which are repayable on demand. In addition, the Group had certain interest-bearing borrowings with principal amounts of approximately HK$80,683,000 and accrued interest of approximately HK$17,004,000 which are repayable within one year. These liabilities of approximately HK$253,967,000 in total exceed the Group's cash and cash equivalents of approximately HK$37,949,000 as at 31 December 2024. Furthermore, for the big data services segment, due to certain new regulations implemented by the People's Republic of China (the "**PRC**") government with effect from July 2024 and the non-renewal of a major license contract, revenue declined significantly for the year ended 31 December 2024; whilst for the third-party payment services segment, the Group was in the process of applying for renewal of the license required for carrying out the third-party payment services during the year ended 31 December 2024 and was subsequently rejected by the PBOC in January 2025. The above conditions indicated the existence of a material uncertainty, which may cast significant doubt about the ability of the Group to continue as a going concern.

In assessing the appropriateness of the adoption of the going concern basis in the preparation of the Group's consolidated financial statements, the Directors prepared a cash flow forecast covering a period of fifteen months from the end of the reporting period ("**Cash Flow Forecast**") with careful consideration to the future liquidity and financial performance of the Group and its available sources of financing. In preparing the Cash Flow Forecast, the Directors have taken into account the following measures, which the Group makes every effort to implement:

(i) seeking additional funding through equity financing and long-term debt financing from unutilised banking facilities to finance the Group's operating and financing cash flows;

(ii) obtaining proceeds through the disposal of the Group's investments in the financial products and early redemption of unlisted equity investments measured at fair value through profit or loss;

(iii) actively negotiating with the holders of the convertible bonds for a favourable settlement plan for defaulted principal and interests;

(iv) looking for and contacting various license providers to renew or enter into license contract(s) to improve the revenue of the big data services segment and generate additional operating cash inflows; and

(v) disposal of the loss-making third-party payment services segment to avoid future resource injections, strengthen the Group's financial position, and enhance the Group's cash flows. Details of the disposal are set out in note 16.

Based on the Cash Flow Forecast, assuming the above measures can be successfully implemented as planned, the Directors are of the opinion that the Group would have sufficient working capital to finance its operations and to meet its financial obligations to enable the Group to continue as a going concern. Accordingly, the Directors consider that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, material uncertainty exists as to whether the Group is able to achieve its plans and measures as described above, which incorporate assumptions about future events and conditions that are subject to inherent uncertainties. Should the Group be unable to achieve the above plans and measures such that it would not operate as a going concern, adjustments would have to be made to reduce the carrying values of the Group's assets to their recoverable amounts and to provide for financial liabilities which might arise. The effect of these adjustments has not been reflected in the consolidated financial statements.

4 REVENUE AND SEGMENTAL INFORMATION

Disaggregation of revenue from contracts with customers from continuing operations within the scope of HKFRS 15 "Revenue from Contracts with Customers":

	2024	2023
	HK$'000	*HK$'000*
From continuing operations:		
Provision of big data services		
– Data analytics services	**167,673**	561,399
Provision of third-party payment services		
– Commission income	**552**	930
– Others	**607**	1,210
	1,159	2,140
	168,832	563,539
Timing of revenue recognition		
– A point in time	**168,832**	563,539

Operating segments

The Group has determined the operating segments based on the internal reports reviewed and used by the executive directors of the Company, who are the chief operating decision makers ("**CODM**"), for strategic decision making.

The CODM consider the business from a product and service perspective. The Group is organised into certain business units according to the nature of the products sold or services provided. The CODM review operating results and financial information of each business unit separately. Accordingly, each business unit is identified as an operating segment. These operating segments with similar economic characteristics and similar nature of products sold or services provided have been aggregated into the following reporting segments.

Big data services	–	Provision of big data services (continuing operation)
Third-party payment services	–	Provision of third-party payment services (continuing operation)
Coatings	–	Manufacturing and trading of coatings (discontinued operation)

The Group deconsolidated a subsidiary, Rookwood, which Rookwood and its subsidiaries represented a separate operating segment of coatings business during the year ended 31 December 2023 and was classified as a discontinued operation. The segment information reported as below does not include any amounts for the discontinued operation separated presented.

Segment revenues and results from continuing operations

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

Year ended 31 December 2024

	Big data services *HK$'000*	**Third-party payment services** *HK$'000*	**Total** *HK$'000*
Segment revenue and external revenue	**167,673**	**1,159**	**168,832**
Results			
Segment losses	**(360,468)**	**(104,138)**	**(464,606)**
Interest income			**411**
Unallocated corporate other income			**540**
Unallocated corporate expenses			**(38,633)**
Unallocated corporate other gains and losses, net			**24,655**
Finance costs			**(20,509)**
Loss before taxation from continuing operations			**(498,142)**
Income tax credit			**1,772**
Loss for the year from continuing operations			**(496,370)**

Year ended 31 December 2023

	Big data services *HK$'000*	Third-party payment services *HK$'000*	Total *HK$'000*
Segment revenue and external revenue	561,399	2,140	563,539
Results			
Segment profits/(losses)	49,435	(123,657)	(74,222)
Interest income			874
Unallocated corporate other income			206
Unallocated corporate expenses			(62,787)
Unallocated corporate other gains and losses, net			1,151
Finance costs			(10,936)
Share of result of an associate			(402)
Loss before taxation from continuing operations			(146,116)
Income tax credit			13,653
Loss for the year from continuing operations			(132,463)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment (losses)/profits represent the (loss from)/profit earned by each segment without allocation of corporate items, including interest income, net (loss)/gain on disposal of property, plant and equipment, central administration cost, gain on fair value change of convertible bonds, (loss)/gain on disposal of subsidiaries, gain on derecognition of financial guarantee contract liabilities, finance costs and share of result of an associate. This is the measure reported to the management of the Group for the purpose of resources allocation and performance assessments.

5 OTHER INCOME

	2024 ***HK$'000***	2023 *HK$'000*
From continuing operations:		
Interest income	**411**	874
Service income	**618**	206
Government grants *(Note)*	**478**	1,558
	1,507	2,638

Note: Government grants mainly represent subsidies received from government authority for the support of the development of the Group's subsidiaries as new and high technology enterprise and contribution to local economic development. There is no specified condition attached to these subsidies.

6 OTHER GAINS AND LOSSES, NET

	2024	2023
	HK$'000	*HK$'000*
From continuing operations:		
Gain on derecognition of financial guarantee contract liabilities	**18,343**	–
Waiver of director's emoluments in respect of previous years	**7,275**	–
(Loss)/gain disposal of subsidiaries	**(709)**	831
Gain on disposal of an associate	**21**	–
Gain on fair value change of financial assets at fair value through profit or loss	**662**	1,170
Net gain on lease modification	**46**	–
Penalty expense *(Note)*	**–**	(97,434)
Net exchange gain	**41**	13
Net (loss)/gain on disposal of property, plant and equipment	**(355)**	180
Gain on fair value change of convertible bonds	**–**	76
Others	**(477)**	324
	24,847	(94,840)

Note: It represented the penalty expense of approximately HK$97,434,000 charged to the Group during the year ended 31 December 2023.

7 IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

	2024	2023
	HK$'000	*HK$'000*
From continuing operations:		
Impairment losses recognised in respect of:		
– Trade receivables	**59,559**	1,064
– Other receivables and deposits	**11,867**	83
	71,426	1,147

8 FINANCE COSTS

	2024	2023
	HK$'000	*HK$'000*
From continuing operations:		
Interest on bank borrowings and other borrowings	**15,093**	5,077
Interest on lease liabilities	**459**	343
Effective interest expense on convertible bonds	**4,957**	5,516
	20,509	10,936

9 LOSS BEFORE TAXATION

	2024	2023
	HK$'000	*HK$'000*
Loss before taxation from continuing operations has been arrived at after charging:		
Directors' emoluments		
– Fee	**718**	720
– Salaries and other benefits	**3,961**	9,965
– Discretionary bonuses	**759**	1,551
– Retirement benefit scheme contributions	**217**	253
	5,655	12,489
Other staff costs:		
– Salaries and other benefits	**60,816**	107,443
– Retirement benefit scheme contributions	**5,058**	9,440
Total staff costs	**71,529**	129,372
Impairment losses recognised on non-financial assets *(Note 13)*		
– Property, plant and equipment	**2,473**	–
– Right-of use assets	**12,378**	–
– Intangible assets	**342,755**	–
Total impairment losses	**357,606**	–
Depreciation of property, plant and equipment	**13,022**	16,332
Depreciation of right-of-use assets	**5,665**	7,789
Amortisation of intangible assets	**1,959**	1,959
Total depreciation and amortisation	**20,646**	26,080
Auditor's remuneration		
– Audit services	**1,300**	2,650
– Non-audit services	**950**	1,060

10 INCOME TAX CREDIT

	2024	2023
	HK$'000	*HK$'000*
From continuing operations:		
Deferred tax credit	**(1,772)**	(13,653)

The Company and its subsidiaries incorporated in the Cayman Islands and the British Virgin Islands ("**BVI**") are exempted from profits tax under the tax laws of the Cayman Islands and the BVI.

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million. For the years ended 31 December 2024 and 31 December 2023, there are no assessable profits derived from the subsidiaries in Hong Kong.

Under the Law of the PRC on Enterprise Income tax (the "**EIT Law**") and Implementation Regulations of the EIT Law, the applicable tax rate for the Group's subsidiaries registered in the PRC are 25% for both years. One of the Group's subsidiaries, 聯洋國融（北京）科技有限公司 (Lian Yang Guo Rong (Beijing) Science and Technology Co., Ltd.*) ("**LYGR (Beijing)**") renewed its qualification as a high and new technology enterprise on 2 December 2024, which is valid for three years. Hence, LYGR (Beijing) is subject to the preferential tax treatment and the applicable tax rate for the year ended 31 December 2024 is 15% (2023: 15%).

Pursuant to the EIT Law, an additional tax deduction is allowed on research and development expenses incurred, subject to the approval by the tax authorities. Certain subsidiaries of the Group has obtained the approval, and an additional deduction is calculated at 100% of the actual research and development expenses incurred starting from 1 January 2021.

11 DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the years ended 31 December 2024 and 2023, nor has any dividend been proposed after the end of reporting period.

12 LOSS PER SHARE

For continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to the owners of the Company is based on the following data:

	2024	2023
	HK$'000	*HK$'000*
Loss for the year attributable to owners of the Company	**(283,748)**	(59,900)
Less: loss for the year from discontinued operation attributable to owners of the Company	**–**	4,191
Loss for the purpose of basic loss per share from continuing operations	**(283,748)**	(55,709)

	2024	2023
	'000	*'000*
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	**1,065,454**	913,358

For the year ended 31 December 2023, the weighted average number of ordinary shares for the purpose of basic loss per share had been adjusted for share capitalisation and subscriptions completed on 18 April 2023, 30 June 2023, 20 October 2023 and 30 October 2023.

For continuing and discontinued operations

The calculation of the basic and diluted loss per share from continuing and discontinued operations attributable to the owners of the Company is based on the following data:

	2024	2023
	HK$'000	*HK$'000*
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	**(283,748)**	(59,900)

The denominators used to calculate loss per share of continuing and discontinued operations and loss per share of continuing operations are the same as those detailed above for both basic and diluted loss per share.

The computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible bonds and share options since their assumed exercises would result in a decrease in loss per share.

For discontinued operation

For the year ended 31 December 2023, basic diluted loss per share for the discontinued operation was HK0.5 cent per share, based on the loss for the year from the discontinued operation of approximately HK$4,191,000 and the denominators detailed above for both basic and diluted loss per share.

13 IMPAIRMENT LOSS RECOGNISED ON NON-FINANCIAL ASSETS

Impairment assessment in respect of LYGR CGU

During the year ended 31 December 2024, as the major license contract was not yet renewed, there was a huge decline of revenue generated from the big data services segment, which was acquired through business combinations of Lian Yang Guo Rong Holdings Limited ("**LYGR**"). As a result, the management of the Group concluded there is an indication of impairment for non-current assets in the LYGR cash generating unit ("**CGU**"), as those non-current assets are expected to generate less future cash flows in the foreseeable future. For the purpose of impairment assessment, property, plant and equipment, right-of-use assets and intangible assets of approximately HK$2,595,000, HK$13,619,000 and HK$365,640,000 respectively have been allocated to the LYGR CGU.

During the year ended 31 December 2023, for the purpose of annual impairment testing, goodwill and supplier relationship with an indefinite useful life acquired through business combinations of LYGR in the amounts of approximately HK$114,545,000 and HK$238,529,000, respectively, was allocated to the LYGR CGU.

The recoverable amount of the LYGR CGU has been determined by reference to the higher of the value in use and fair value less cost of disposal. The recoverable amount of LYGR CGU is amounted to approximately HK$74,232,000 (2023: HK$1,259,755,000) as at 31 December 2024, which is determined based on a value in use ("**VIU**") calculation performed by an independent qualified professional valuer not connected with the Group. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering a 5-year (2023: 5-year) period with a pre-tax discount rate of 21.3% (2023: 19.1%) as at 31 December 2024. Cash flows beyond the 5-year period are extrapolated using 2% (2023: 2%) average growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the VIU calculation relate to the estimation of cash inflows/outflows which include budgeted revenue and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

Based on the above assessments, the Directors have consequently determined the impairment of property, plant and equipment, right-of-use assets and intangible assets directly related to LYGR CGU amounting to approximately HK$2,473,000, HK$12,378,000 and HK$342,755,000 respectively based on the VIU calculation. The aggregate impairment losses of HK$357,606,000 has been included in profit or loss during the year ended 31 December 2024.

The key parameters adopted as at 31 December 2024 are as follows:

Average revenue growth rate of LYGR CGU between the Financial Year ("**FY**") of 2025 and FY2029	4%–10%
Gross profit margin of LYGR CGU between FY2025 and FY2029	68.0%–75.0%
Net profit margin of LYGR CGU between FY2025 and FY2029	-7.1%–6.5%
Terminal growth rate	2.0%
Pre-tax discount rate	21.3%

No impairment of the carrying amounts of goodwill and supplier relationship with an indefinite useful life as at 31 December 2023 was recognised based on the VIU calculation as there was sufficient headroom available as at 31 December 2023.

The key parameters adopted as at 31 December 2023 were as follows:

Average revenue growth rate of LYGR CGU between the FY2024 and FY2028	24.6%
Gross profit margin of LYGR CGU between FY2024 and FY2028	67.0%–78.0%
Net profit margin of LYGR CGU between FY2024 and FY2028	7.7%–28.3%
Terminal growth rate	2.0%
Pre-tax discount rate	19.1%

14 TRADE AND OTHER RECEIVABLES

	2024	2023
	HK$'000	*HK$'000*
Trade receivables	**135,661**	227,394
Less: loss allowance on trade receivables	**(87,016)**	(30,462)
	48,645	196,932
Other receivables, deposits and prepayments		
– Trade deposits paid to merchants	**130,207**	133,770
– Other receivables and prepayments	**128,939**	40,275
	259,146	174,045
	307,791	370,977

As at 1 January 2023, trade receivables from contracts with customers, net of allowance of credit losses, amounted to approximately HK$253,701,000.

The normal credit period for customers is 30–90 (2023: 30–90) days. The following is an aged analysis of trade receivables net of loss allowance presented based on the invoice date at the end of the reporting period.

	2024	2023
	HK$'000	*HK$'000*
0–30 days	**210**	11,743
31–60 days	**–**	54,014
61–90 days	**–**	50,478
91–180 days	**48,004**	19,952
Over 180 days	**431**	60,745
	48,645	196,932

15 TRADE AND OTHER PAYABLES

	2024	2023
	HK$'000	*HK$'000*
Trade payables	**133,250**	193,150
Accrued staff cost	**23,370**	28,887
Payables to merchants	**44,709**	51,828
Unutilised float funds *(Note)*	**39,089**	94,455
Other payables and accruals	**96,565**	96,372
	336,983	464,692

Note: The balances represented amounts prepaid by the third-party payment accounts' holders to the Group and unutilised at the end of the reporting periods. The Group is required to pay to the merchants from these funds when the third-party payment accounts' holders make purchase transactions with respective merchants. The settlement terms with merchants vary and are dependent on the negotiation between the Group and individual merchants and number of purchase transactions.

The credit period on purchases of goods and service granted from suppliers is 30–60 days (2023: 30–60 days). The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2024	2023
	HK$'000	*HK$'000*
0–30 days	**125**	37,877
31–60 days	**–**	8,580
61–90 days	**–**	9,232
Over 90 days	**133,125**	137,461
	133,250	193,150

16 EVENT AFTER REPORTING PERIOD

On 27 March 2025, the Company entered into a sale and purchase agreement with an independent third party, pursuant to which, the Company has conditionally agreed to sell the entire issued share capital of the Pan Asia Data (BVI) Inc., a direct wholly-owned subsidiary of the Company and also the holding company of third-party payment segment, at a consideration of HK$1 (the "**Disposal**"). Details of the Disposal were set out in the announcement of the Company dated 27 March 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS AND FINANCIAL OVERVIEW

The Group had a consolidated revenue from continuing operations of approximately HK$168,832,000 (2023: HK$563,539,000) for the year ended 31 December 2024. This represented a decrease of approximately 70.0% compared with that for the previous year mainly due to significant decrease in the business activities of the Group's big data services segment.

The Group generated revenue from provision of big data services of approximately HK$167,673,000 (2023: HK$561,399,000), provision of third-party payment services of approximately HK$1,159,000 (2023: HK$2,140,000) for the year ended 31 December 2024.

Loss from continuing operations for the year ended 31 December 2024 amounted to approximately HK$496,370,000 (2023: HK$132,463,000), which was mainly attributable to (i) the decrease in gross profit due to significant decrease in the business activities of the Group's big data services segment, (ii) substantial impairment losses on the Group's non-financial assets and (iii) increase in impairment losses under expected credit loss model, net of reversal.

Loss per share from continuing operations for the year ended 31 December 2024 was approximately HK26.6 cents (2023: HK6.1 cents).

The Group's net liabilities value per share attributable to owners of the Company as at 31 December 2024 was approximately HK$0.05 (2023: net assets value of HK$0.22).

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2024 (2023: Nil).

BUSINESS REVIEW

Big Data Business

LYGR, a subsidiary of the Company, and its subsidiaries (the "**LYGR Group**") are principally engaged in the development of big data mining, modelling and analytics in general, and the provision of digital risk management and other digital services in retail financial services in particular (the "**Big Data Services Segment**"). The independent SaaS/PaaS cloud platform established by the LYGR Group has provided support on the artificial intelligence ("**AI**") empowered algorithm solutions, digital operation and management capabilities applied to retail finance to a large number of core customers including major banks, leading licensed consumer finance companies and large-scale personal credit digital transformation providers in China.

In 2024, we witnessed the ongoing turbulence and complexity of the global economic and market environment. Amid the wave of domestic structural adjustments, the market and our company's development faced unprecedented new challenges. Although the domestic economy showed a steady recovery and demand for consumer credit gradually picked up, fluctuations in the growth rate of the number of bank accounts and credit cards per capita, coupled with intensified industry competition and enhanced regulation, exerted significant pressure on our business environment.

In February 2024, the National Financial Supervision and Administration Authority*（國家金融監督管理總局）issued the "Personal Loan Management Measures"*（《個人貸款管理辦法》）, "Fixed Asset Loan Management Measures"*（《固定資產貸款管理辦法》）and "Working Capital Loan Management Measures"*（《流動資金貸款管理辦法》）. These new regulations officially came into effect on July 1st, setting a new benchmark for the industry's compliant development. Faced with rising compliance costs, compressed loan interest rates, and a decline in profitability, the overall growth rate of the consumer credit industry has slowed down. During the year ended 31 December 2024, as the major license contract was not yet renewed, there was a huge decline of revenue generated from the Big Data Services Segment.

Against this backdrop, our Group took a series of cost-reducing and efficiency-enhancing measures in 2024, focusing on the development of core capabilities and conducting business around the needs of core, high-quality customers.

The Big Data Services Segment contributed revenue of approximately HK$167,673,000 (2023: HK$561,399,000), which represented a decrease of approximately 70.1%, and segment loss of approximately HK$360,468,000 (2023: segment profit of approximately HK$49,435,000) to the Group for the year ended 31 December 2024.

Third-Party Payment Services Business

Day's Enterprise Company Limited*（得仕股份有限公司）("**Days Services**"), a member of the Group and a non-wholly owned subsidiary of the Company, operates a digital payment platform, which provides third-party payment services through the following services and products, namely, (1) Internet payment services, (2) prepaid card issue and management services and (3) others (the "**Third-Party Payment Services Segment**").

The Third-Party Payment Services Segment contributed revenue of approximately HK$1,159,000 (2023: HK$2,140,000), which represented a decrease of approximately 45.8%, and the segment loss decreased to approximately HK$104,138,000 (2023: HK$123,657,000) for the year ended 31 December 2024.

Days Services holds a license issued by the PBOC authorising the provision of third-party payment services in the PRC (the "**Payment License**") which was expired on 28 August 2021. An application had been made for a renewal of the Payment License (the "**Application**"). On 29 August 2021, Days Services was informed that the PBOC had decided to suspend the review process pending further clarification and/or verification of certain information in relation to Days Services suitability to continue to be a licensee, and will resume the review process of the renewal afterwards. In the meantime, Days Services has obtained confirmation from the PBOC that Days Services is permitted to conduct its business as usual.

In December 2023, Days Services received an Administrative Penalty Decision (Shang Hai Yin Fa Zi[2023] No.30)*（《行政處罰決定書》（上海銀罰字[2023]30號））dated 19 December 2023 issued by the PBOC Shanghai Branch whereby the PBOC had completed the special enforcement investigation against Days Services pursuant to the relevant laws and it was found that Days Services had committed certain violations against the rules of Measures for the Administration of the Bank Card Acquiring Business*（銀行卡收單業務管理辦法）, Administrative Measures for the Online Payment Business of Non-bank Payment Institutions*（非銀行支付機構網絡支付業務管理辦法）and Notice by the People's Bank of China of Matters concerning Further Strengthening Administration of Payment and Settlement to Prevent New Types of Telecommunications and Online Illegal and Criminal Activities*（中國人民銀行關於進一步加強支付結算管理防範電信網絡新型違法犯罪有關事項的通知）. The PBOC had decided to impose a penalty of approximately RMB88,731,000 (equivalent to approximately HK$97,434,000) (the "**Penalty**") which is due within 15 business days.

On 9 February 2024, Days Services was informed that the PBOC had decided to resume the review process in respect of the Application submitted in 2021. However, on 20 January 2025, PBOC served Days Services with a written notice deciding not to approve the Application (the "**PBOC Decision**"). As such, Days Services filed an administrative lawsuit with Beijing Financial Court on 11 February 2025 against the PBOC Decision. Beijing Financial Court formally accepted the case on 27 February 2025 and scheduled the first hearing to be on 20 May 2025.

The Company will continue to monitor the situation and updates will be announced as soon as further material information becomes available. In view of the negative contributions derived from the Third-Party Payment Services Segment over the past year, the Company decided to dispose of its entire interest in this segment. Details of the Disposal were set out in the announcement of the Company dated 27 March 2025.

Overall Performance

For the year ended 31 December 2024, the consolidated gross profit from continuing operations and gross profit margin from continuing operations of the Group decreased to approximately HK$100,629,000 (2023: HK$402,390,000) and approximately 59.6% (2023: 71.4%) respectively mainly due to substantial decrease in the business activities of the Group's Big Data Services Segment.

Other income from continuing operations of the Group decreased to approximately HK$1,507,000 (2023: HK$2,638,000) for the year ended 31 December 2024, mainly due to decrease in government grants.

Other gains from continuing operations of the Group amounted to approximately HK$24,847,000 (2023: other losses of approximately HK$94,840,000) for the year ended 31 December 2024. This was primarily due to (i) decrease in penalty expense of approximately HK$97,434,000 and (ii) increase in gain on derecognition of financial guarantee contract liabilities of approximately HK$18,343,000.

Impairment losses recognised on non-financial assets from continuing operations of the Group amounted to approximately HK$357,606,000 (2023: nil) for the year ended 31 December 2024. For details, please refer to Note 13 to the consolidated financial statements in this announcement.

Impairment losses under expected credit loss model, net of reversal, from continuing operations of the Group increased to approximately HK$71,426,000 (2023: HK$1,147,000) for the year ended 31 December 2024, mainly due to impairment of long outstanding trade and other receivables from Third-Party Payment Services Segment.

Distribution and selling expenses from continuing operations of the Group decreased to approximately HK$47,108,000 (2023: HK$117,578,000) for the year ended 31 December 2024, mainly due to decrease in staff costs related to marketing staffs from Big Data Services Segment, decrease in sampling cost and advertising.

Administrative expenses from continuing operations of the Group decreased to approximately HK$92,389,000 (2023: HK$104,187,000) for the year ended 31 December 2024. The decrease was mainly attributable to decrease in staff costs from the Big Data Services Segment and the Company.

Research and development expenses from continuing operations of the Group decreased to approximately HK$36,087,000 (2023: HK$222,054,000) for the year ended 31 December 2024, mainly due to decrease in staff costs and technical services expenses from the Big Data Services Segment.

Finance costs from continuing operations of the Group increased to approximately HK$20,509,000 (2023: HK$10,936,000) for the year ended 31 December 2024, mainly due to the increase in interest on bank borrowings and other borrowings.

Income tax credit from continuing operations of the Group decreased to approximately HK$1,772,000 (2023: HK$13,653,000) for the year ended 31 December 2024, which mainly due to a reversal of deferred tax liabilities in respect of fair value adjustments on intangible assets, which net off with a reversal of deferred tax assets in respect of unused tax losses.

LIQUIDITY, FINANCIAL RESOURCES, CAPITAL STRUCTURE, CHARGE ON ASSETS AND EXPOSURES TO FLUCTUATIONS IN EXCHANGE RATES

As at 31 December 2024, the Group's non-current assets of approximately HK$112,827,000 (2023: HK$495,369,000) consisted of property, plant and equipment of approximately HK$1,474,000 (2023: HK$16,527,000), right-of-use assets of approximately HK$1,632,000 (2023: HK$13,814,000), intangible assets of approximately HK$22,885,000 (2023: HK$367,599,000), interest in an associate of approximately HK$nil (2023: HK$nil), financial assets at fair value through profit and loss of approximately HK$86,836,000 (2023: HK$88,281,000) and deferred tax assets of approximately HK$ nil (2023: HK$9,148,000). These non-current assets are principally financed by the shareholders' funds and borrowings of the Group. As at 31 December 2024, the Group's net current liabilities amounted to approximately HK$141,937,000 (2023: HK$21,184,000).

As at 31 December 2024, the Group had total indebtedness of approximately HK$149,202,000 (2023: HK$595,813,000) which comprised borrowings, financial guarantee contract liabilities, convertible bonds and lease liabilities of approximately HK$80,683,000 (2023: HK$5,487,000), HK$nil (2023: HK$526,961,000), HK$60,458,000 (2023: HK$55,501,000) and HK$8,061,000 (2023: HK$7,864,000), respectively.

As at 31 December 2024, all the borrowings of the Group, except for amounts equivalent to approximately HK$68,066,000 (2023: HK$210,000) which was denominated in Renminbi, were denominated in Hong Kong dollars. As at 31 December 2024 and 31 December 2023, all borrowings carried fixed interest rates. As at 31 December 2024 and 31 December 2023, the convertible bonds bear interest of 6% per annum and were denominated in Hong Kong dollars. As at 31 December 2024, subsequent to the default of the convertible bonds, an additional interest has been accrued at the rate of 10% (2023: 10%) per annum from the date of occurrence of default until all sums due in respect of such convertible bonds are fully settled. Interest rates for all leases are fixed on the contract dates.

As at 31 December 2024, out of the total borrowings, approximately HK$80,683,000 (2023: HK$5,277,000) was repayable within one year and HK$nil (2023: HK$210,000) was repayable after one year.

The Group monitored its capital sufficiency using gearing ratio. As of 31 December 2024, the Group's gearing ratio (total liabilities/total assets) was 1.1 times (2023: 0.7 times). The current ratio, calculated by dividing current assets by current liabilities, as at 31 December 2024 was approximately 0.8 times (2023: 1.0 times).

As at 31 December 2024 and 31 December 2023, the Group did not have any assets under charge/ pledge.

The Group's operations are mainly located in the PRC and its transactions, related working capital and borrowing are primarily denominated in Renminbi and Hong Kong dollars. The Group closely monitors its foreign exchange exposure and considers hedging significant currency exposure should the need arise.

As at 31 December 2024 and 31 December 2023, the Group did not have any material capital commitments and contingent liabilities.

MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in this announcement, the Group did not have any other significant investments or other material acquisitions or disposals during the year ended 31 December 2024 and there was no plan authorised by the Board for other material investments or additions of capital assets up to the date of this announcement.

SUBSEQUENT IMPORTANT EVENTS

Save as disclosed in this announcement, subsequent to 31 December 2024 and up to the date of this announcement, no other material event affecting the Group had occurred.

EMPLOYEES AND REMUNERATION POLICIES

The Group had 172 (2023: 171) employees as at 31 December 2024. The Group seeks to ensure that its employees are remunerated in line with market conditions and individual performance and the remuneration policies are reviewed on a regular basis.

LYGR CGU

The Directors consider LYGR as a CGU and the goodwill of approximately HK$114,545,000 and other intangible assets of approximately HK$238,529,000 were allocated to the LYGR CGU at the date of acquisition.

In assessing and evaluating the impairment of LYGR's goodwill and other intangible assets, the Company engaged an independent external professional qualified valuer (the "**Valuer**") to conduct a valuation of the fair value of the LYGR Group as at 31 December 2023. The Company and the Valuer adopted an income approach, specifically the discounted cash flow method to derive the value in use of the LYGR Group to derive the fair value of LYGR as at 31 December 2023 (the "**2023 Impairment Valuation**").

Key assumptions adopted in income approach for the 2023 Impairment Valuation include (1) the average revenue growth rate of the LYGR Group between FY2024 and FY2028 of approximately 24.6%; (2) gross profit margin of the LYGR Group between FY2024 and FY2028, ranging from approximately 67.0% to 78.0%; (3) net profit margin of the LYGR Group between FY2024 and FY2028, ranging from approximately 7.7% to 28.3%; (4) terminal growth rate of 2.0%; and (5) pre-tax discount rate of approximately 19.1%.

Based on the 2023 Impairment Valuation, the recoverable amount of the LYGR CGU is higher than the carrying amount. The Company therefore did not record any impairment of LYGR's goodwill and other intangible assets during the year ended 31 December 2023.

During the year ended 31 December 2024, as the major license contract was not yet renewed, there was a huge decline of revenue generated from the Big Data Services Segment during the current year. As a result, the management of the Group concluded there is indication of impairment for non-current assets in the LYGR CGU, as those non-current assets are expected to generate less future cash flow in the foreseeable future. For the purposes of impairment assessment, property, plant and equipment, right-of-use assets and intangible assets of approximately HK$2,595,000, HK$13,619,000 and HK$365,640,000 respectively have been allocated to the LYGR CGU.

In assessing and evaluating the impairment of LYGR's non-financial assets, the Company engaged the Valuer to conduct a valuation of the fair value of the LYGR Group as at 31 December 2024. The Company and the Valuer adopted an income approach, specifically the discounted cash flow method to derive the value in use of the LYGR Group to derive the fair value of LYGR as at 31 December 2024 (the "**2024 Impairment Valuation**").

Key assumptions adopted in income approach for the 2024 Impairment Valuation include (1) the revenue growth rate of the LYGR Group between FY2025 and FY2029 of approximately 4.0% to 10.0%; (2) gross profit margin of the LYGR Group between FY2025 and FY2029, ranging from approximately 68.0% to 75.0%; (3) net profit margin of the LYGR Group between FY2025 and FY2029, ranging from approximately –7.1% to 6.5%; (4) terminal growth rate of 2.0%; and (5) pre-tax discount rate of approximately 21.3%.

The Directors have consequently determined impairment of property, plant and equipment, right-of-use assets and intangible assets directly related to LYGR CGU amounting to approximately HK$2,473,000, HK$12,378,000 and HK$342,755,000 respectively based on the VIU calculation. The impairment loss has been included in statement of profit or loss and other comprehensive income during the current year.

Comparing with 2023 and 2024 valuations of LYGR Group's fair value (i.e. under the income approach), there were no material changes on the gross profit margin of LYGR Group, terminal growth rates and the pre-tax discount rates adopted. The major changes between 2023 and 2024 Impairment Valuations were the average revenue growth rate and net profit margin of LYGR Group adopted. In 2023 Impairment Valuation, as LYGR Group was still in rapid development stage, it was considered that the current level of net profits (i.e. FY2023 net profits) could not truly reflect its value and the 5-year financial budgets between FY2024 and FY2028 were derived from the forecasted 2024 net profit of LYGR Group ("**2024 Forecasted Net Profit**") was adopted, which was considered to provide a reasonable indication of the profitability of LYGR Group from market participants' perspective. In 2024 Impairment Valuation, the actual 2024 financial performance had missed the 2024 Forecasted Net Profit after a period of actual operation, 5-year financial budgets of LYGR Group between FY2025 and FY2029 were adjusted downward to reflect the market situation of the big data industry.

In the review of methods and assumptions adopted by the Valuer for the 2024 Impairment Valuation of LYGR's goodwill and other intangible assets, the Company has taken into account the following factors:

The Company noted that the Valuer primarily took into account the financial budget and forecast prepared by management of the LYGR Group when adopting the income approach for valuation, with reference to (1) the average revenue growth rate of the LYGR Group between FY2025 and FY2029; (2) gross profit margin of the LYGR Group between FY2025 and FY2029; (3) net profit margin of the LYGR Group between FY2025 and FY2029; (4) terminal growth rate; and (5) pre-tax discount rate. When assessing the fairness and reasonableness of this valuation methodology, the Company reviewed the internal control procedures in formulating and reviewing the financial budgets and forecast prepared, which includes the following:

(a) the product team of the LYGR Group assessed and estimated certain key performance indicators including consumption volume of big data services and an expected revenue based on the fees per unit charged by the LYGR Group to their customers; and

(b) the finance team of the Company further assessed the accuracy and reasonableness of the financial budgets and forecast initially proposed by the LYGR Group and submitted the same to the Board for final review.

The Company also considered the financial performance of comparable companies in the market to assess and evaluate the reasonableness of the LYGR Group's financial budgets and forecast.

PROSPECTS AND STRATEGIES

In 2024, the global economy struggled to recover amidst persistent inflationary pressures and geopolitical conflicts. World Bank data indicates a slowdown in global GDP growth to 2.4%. China's financial sector exhibited a paradoxical "dual narrative" during structural transformation: while the marketization of data elements accelerated significantly, the growth rate of technology expenditures in banking plummeted from previous double-digit levels. Against this backdrop, the Group proactively realigned its strategic focus through "strategic retrenchment and capability consolidation," successfully transitioning from scale-driven growth to value creation.

Confronted with market contraction, the Group's operating performance declined substantially year-on-year, with 2024 revenue from Big Data Services Segment totaling approximately HK$168 million. Adopting strategic refinement over expansion, we achieved breakthrough progress in serving key clients and enhancing operational efficiency through technological infrastructure reinforcement, client value optimization, and cost structure streamlining – laying solid foundations for the next growth cycle.

Despite short-term pressures, long-term industry fundamentals remain intact: China's fintech market is projected to exceed RMB580 billion by 2027 at a CAGR of 12%, with AI-related investments continuing to accelerate as the core growth driver. The Group will leverage dual engines of "technological depth + ecosystem expansion" to break through current constraints. We maintain R&D and market investments, focusing on AI large model development and multimodal data integration while building compliance infrastructure aligned with new data governance regulations. Through accumulated technological expertise, we aim to deepen industrial chain integration and establish an open ecosystem, collaborating with regulators and partners to construct compliant data circulation frameworks and advance generative AI applications across financial services.

While macroeconomic volatility will eventually subside, the compound effects of technological specialization endure. In 2025, the Group will embrace market changes with enhanced agility and foster ecosystem collaboration through open innovation. We are ready to partner with shareholders in navigating cyclical uncertainties to realize long-term value creation.

To continuously enhance shareholder value, the Group will implement dynamic strategic evaluation mechanisms, flexibly adjusting resource allocation according to market changes through portfolio optimization, synergistic M&A, business spin-offs and capital operations. Material developments will be disclosed in compliance with the Listing Rules of the Hong Kong Stock Exchange through separate announcements.

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2024.

CORPORATE GOVERNANCE PRACTICES

The Board believes that good corporate governance is essential to the success of the Company and the enhancement of shareholders' value. Accordingly, the Company has adopted various measures to ensure that a high standard of corporate governance is maintained.

Throughout the year ended 31 December 2024, the Company has applied the principles and complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the "**CG Code**") as listed out in Appendix 14 of the Listing Rules. The current practices will be reviewed and continuously updated.

To the best knowledge of the Board, throughout the year ended 31 December 2024, the Company complied with all the code provisions set out in the CG Code.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct regarding Directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 of the Listing Rules (the "**Model Code**"). A copy of the Model Code was sent to each Director and the relevant employees of the Group who are required to comply with the Model Code. Enquiries have been made to the Directors and all the Directors have confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2024.

AUDIT COMMITTEE REVIEW

The audit committee of the Company has reviewed with the management of the Company the accounting principles and practices adopted by the Group and the consolidated financial statements for the year ended 31 December 2024.

EXTRACT OF INDEPENDENT AUDITOR'S OPINION

The following is an extract of the independent auditor's report on the Group's audited consolidated financial statements for the year ended 31 December 2024.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Material uncertainty related to going concern

We draw your attention to Note 3.1(c) to the consolidated financial statements, which indicates that the Group incurred a net loss from continuing operations of HK$496,370,000 for the year ended 31 December 2024 and, as of that date, the Group had net current liabilities and a net deficit of HK$141,937,000 and HK$36,229,000, respectively. These conditions, along with other matters as described in Note 3.1(c) to the consolidated financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

SCOPE OF WORK OF MESSRS. BAKER TILLY HONG KONG LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 December 2024 as set out in this announcement have been agreed by the Group's auditor, Messrs. Baker Tilly Hong Kong Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Messrs. Baker Tilly Hong Kong Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by Messrs. Baker Tilly Hong Kong Limited on this announcement.

ANNUAL GENERAL MEETING

A notice convening the forthcoming annual general meeting of the Company will be published and (if applicable) despatched to the shareholders of the Company in the manner required by the Listing Rules in due course.

PUBLICATION OF FINANCIAL INFORMATION

This announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.irasia.com/listco/hk/pad/). The Company's annual report for the year ended 31 December 2024 containing all information required by the Listing Rules will be dispatched to the Shareholders of the Company (if applicable) and available on the above websites in due course.

By order of the Board
Pan Asia Data Holdings Inc.
Gu Zhongli
Chairman

Hong Kong, 31 March 2025

At the date of this announcement, the Board comprises Mr. Gu Zhongli (Chairman), Dr. Wang Bangyi, Mr. Li Yunjiu and Mr. Jin Peiyi as executive Directors; Mr. Sze Siu Ming and Mr. Sze Ka Ho as non-executive Directors and Ms. Xu Yanqiong, Ms. Yung Hoi Yan, JP and Mr. So Ching Tung, JP as independent non-executive Directors.

* *English translated name is for identification purpose only*