

Unity Enterprise Holdings Limited

盈滙企業控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 2195

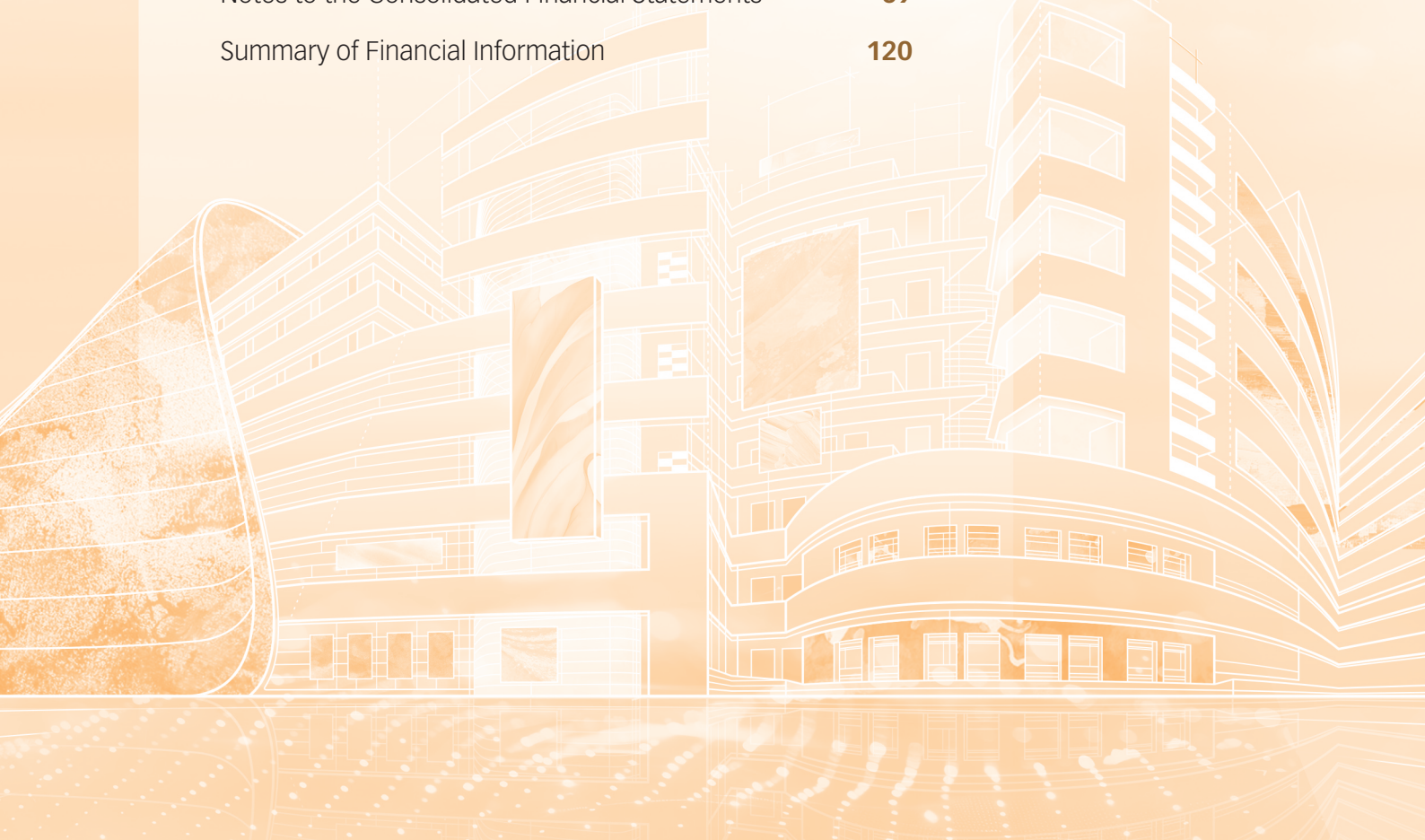
ANNUAL REPORT

2025



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Leung (*Chairman and Chief Executive Officer*)

Independent non-executive Directors

Mr. Mak Alexander

Ms. Chan Mei Wah

Ir. Wu Hak Ping

AUDIT COMMITTEE

Ms. Chan Mei Wah (*Chairperson*)

Mr. Mak Alexander

Ir. Wu Hak Ping

REMUNERATION COMMITTEE

Mr. Mak Alexander (*Chairperson*)

Ms. Chan Mei Wah

Ir. Wu Hak Ping

NOMINATION COMMITTEE

Ir. Wu Hak Ping (*Chairperson*)

Ms. Chan Mei Wah

Mr. Mak Alexander

COMPANY SECRETARY

Ms. Leung Sau Fong

(member of Hong Kong Institute of Chartered Secretaries)

AUTHORISED REPRESENTATIVES

Mr. Chan Leung

Mr. Mak Alexander

AUDITOR

OOP CPA & Co.

Certified Public Accountants

Registered Public Interest Entity Auditor

Unit A, 21/F, LL Tower

2-4 Shelley Street

Central

Hong Kong

PRINCIPAL BANKER

Nanyang Commercial Bank Limited

151 Des Voeux Road Central

Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

PO Box 500

Suite 210

2nd Floor, Windward III,

Regatta Office Park,

Grand Cayman KY1-1106

Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1610, 16/F,

Horizon East,

1 Tsat Po Street,

San Po Kong

Kowloon

Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Global Services (Cayman) Limited

PO Box 500

Suite 210

2nd Floor, Windward III,

Regatta Office Park,

Grand Cayman KY1-1106

Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

Shops 1712-1716

17th Floor

Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

COMPANY'S WEBSITE

www.hongdau.com.hk

INVESTOR RELATIONS CONTACT

E-mail: info@hongdau.com.hk

STOCK CODE

2195

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Unity Enterprise Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group"), I wish to present to our shareholders the annual report of the Group for the year ended 31 December 2025.

BUSINESS REVIEW

The Group is a contractor specialising in repair, maintenance, alteration and addition ("RMAA") works in Hong Kong. The Group undertook repair and maintenance services, involving the upkeep, restoration and improvement of existing buildings and facilities, including the services of re-roofing, external and internal walls refurbishment, floor screeding and retiling, spalling repair, scaffolding, repairing and replacement of windows and door, plastering, painting, improvement of fire services system, plumbing and drainage works and the Group also provided additional ancillary services, such as alteration and addition works of building layout and structural works, design of new structural works and checking of structural adequacy of existing constructions and interior decoration works to the existing premises. After acquisitions, the Group also engaged in provision of EV Advising and Installation services and the distributionship of building materials in Hong Kong.

During the year ended 31 December 2025, the Group executed a transformative strategic acquisition of Suntec Construction & Engineering Limited ("Suntec") and Newco Construction Engineering Limited ("Newco"), a move designed to consolidate market share and achieve significant cost synergies.

The acquisitions provided the Group with several core advantages. First, by integrating these construction firms, the Group expanded its pool of technical experts and acquired additional registered licenses. This allowed the Group to legally certify a wider range of specialized repair works internally, thereby reducing the need for expensive external consultants.

Second, the acquisitions streamlined the Group's corporate structure, making it easier to qualify as an approved contractor for major housing estates and main contractors. Previously, many of these entities required a more robust group structure as a prerequisite for tender submissions.

Third, the enlarged scale of the consolidated Group provided the financial and operational backing necessary to bid for significantly larger-scale projects and high-value tenders that were previously beyond the Group's individual capacity.

Finally, the consolidation of the companies enabled the Group to purchase construction materials in bulk. This increased volume granted the Group greater bargaining power to negotiate substantial discounts from suppliers, directly improving project margins and overall cost efficiency.

Revenue increased by approximately HK\$58.2 million or 38.4% from approximately HK\$151.5 million for the year ended 31 December 2024 to approximately HK\$209.7 million for the year ended 31 December 2025, which was mainly attributable by the acquisitions which contributed revenue from their existing projects, including two residential projects in Tuen Mun, a residential project in Mei Foo, a commercial and industrial project in Kwai Chung.

As at 31 December 2025, the Group had 86 projects (31 December 2024: 9 projects) on hand with backlog value of approximately HK\$234.4 million (31 December 2024: approximately HK\$185.2 million).

CHAIRMAN'S STATEMENT

PROSPECTS

Looking ahead, the prospects for the Hong Kong RMAA sector remain positive and steady. As a significant portion of buildings in Hong Kong exceeds 30 years of age, the demand for mandatory inspections under the Mandatory Building Inspection Scheme (MBIS) continues to grow. This provides a constant flow of essential work that is less affected by the overall economy. Furthermore, Government subsidies provide financial support for property owners, making it easier for them to start large-scale maintenance projects. The Group is also well-positioned to benefit from the acquisitions. By leveraging its expanded scale and technical expertise, the Group is confident in its ability to capture these emerging opportunities and deliver sustainable value to its stakeholders.

Unity Enterprise Holdings Limited

Chan Leung

Chairman and Executive Director

25 March 2026

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue

Revenue increased by approximately HK\$58.2 million or 38.4%, from approximately HK\$151.5 million for the year ended 31 December 2024 to approximately HK\$209.7 million for the year ended 31 December 2025. Such increase was mainly contributed by the acquisition of Wonder Holdings Limited and its subsidiaries (“Wonder Group”), Suntec and Newco which contributed revenue from their existing contracts, including two residential projects in Tuen Mun, a residential project in Mei Foo, a commercial and industrial project in Kwai Chung.

Gross Profit/(Loss) and Gross Profit/(Loss) Margin

For the year ended 31 December 2025, the gross profit amounted to approximately HK\$3.2 million (2024: gross loss of approximately HK\$1.5 million). The change of gross loss to gross profit was mainly contributed to the completion of several low-margin and loss-making projects.

The gross profit margin was approximately 1.5% (2024: gross loss margin of approximately 1.0%) for the year ended 31 December 2025. The gross loss margin turned to the gross profit margin improved for the year ended 31 December 2025 as the acquisitions of Wonder Group, Suntec and Newco brought some profitable projects to the Group, offsetting rectification works from other projects.

Other Income and Gain, net

For the year ended 31 December 2025, the net other income and gain amounted to approximately HK\$2.0 million, which was mainly contributed by the non-operating service income from a related company amounting to approximately HK\$1.0 million and the written-off of trade and other payables amounting to approximately HK\$1.0 million.

For the year ended 31 December 2024, the net income amounted to approximately HK\$1.0 million, which was mainly contributed by the non-operating service income from a related company.

Impairment losses on trade receivables and contract assets

The expected loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without due costs or efforts.

The Group recognised loss allowances of approximately HK\$31.0 million (2024: approximately HK\$19.8 million) on trade receivables and contract assets during the year ended 31 December 2025.

Impairment loss on goodwill

During the year ended 31 December 2025, the Group recognized an impairment loss on goodwill of approximately HK\$19.5 million (2024: Nil). The impairment was driven by the unexpected decrease in number of tenders awarded by the Wonder Group.

Administrative Expenses

Administrative expenses primarily comprise staff costs, depreciation, office expenses, audit fee and professional fees. The administrative expenses increased from approximately HK\$6.5 million for the year ended 31 December 2024 to approximately HK\$8.4 million for the year ended 31 December 2025, representing an increase of approximately HK\$1.9 million or 28.8%. Such increase was mainly attributable to expansion the Group by the acquisitions and thus the increase in overhead expenses.

MANAGEMENT DISCUSSION AND ANALYSIS

Finance Costs

The Group's finance costs increased from approximately HK\$96,000 for the year ended 31 December 2024 to approximately HK\$157,000 for the year ended 31 December 2025. Such increase was mainly attributable to the increase in interest on bank borrowings and the interest on lease liabilities.

Income Tax Expense

The income tax expense increased from approximately HK\$0.1 million for the year ended 31 December 2024 to approximately HK\$1.1 million for the year ended 31 December 2025. Such increase was main contributed by the assessable profits arising from Suntec.

Loss and Total Comprehensive Expense for the Year

The loss and total comprehensive expenses for the year amounted to approximately HK\$54.9 million (2024: approximately HK\$27.0 million) for the year ended 31 December 2025. Such increase in loss was mainly caused by the impairment loss of goodwill and the increase in impairment losses on trade receivables and contract assets.

The net loss margin was approximately 26.2% (2024: approximately 17.8%) for the year ended 31 December 2025.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The liquidity requirements are primarily attributable to the working capital for the business operations. The principal sources of liquidity are cash generated from the operations and the proceeds from the Listing, bank borrowings and promissory notes. As at 31 December 2025, the Group maintained a healthy liquidity position with net current assets balance and cash and bank balances of approximately HK\$11.2 million (31 December 2024: approximately HK\$101.0 million) and approximately HK\$13.0 million (31 December 2024: approximately HK\$9.7 million) respectively. The cash and bank balances were denominated in Hong Kong dollars. As at 31 December 2025, the capital structure of the Company comprised mainly net debt, which includes cash and bank balances, bank borrowings, promissory notes and equity attributable to owners of the Company, comprising issued share capital and reserves.

Bank Borrowings and Promissory Notes

As at 31 December 2025, the Group had outstanding bank borrowings of approximately HK\$6.1 million (31 December 2024: approximately HK\$1.4 million). Such loan were denominated in Hong Kong dollars and bear interest at floating rate.

During the year ended 31 December 2025, the Group issued unsecured interest-free promissory notes amounting to approximately HK\$56.5 million to acquire Suntec and Newco. Such promissory notes were denominated in Hong Kong dollars and interest-free.

Gearing Ratio

The Group's gearing ratio is calculated as bank borrowings and promissory notes divided by the total equity. As at 31 December 2025, the Group's gearing ratio was approximately 69.2% (31 December 2024: approximately 1.1%). Such increase in gearing ratio was mainly contributed by the issue of promissory notes to acquire Suntec and Newco for the year ended 31 December 2025.

Net Debt to Equity Ratio

Net debt to equity ratio is calculated as net debt (i.e. bank borrowings and promissory notes, net of cash and cash equivalents) divided by the total equity. The net debt to equity ratio was approximately 54.8% as at 31 December 2025, which was because the Group issued the promissory notes during the year ended 31 December 2025.

The Group recorded net cash position as at 31 December 2024.

MANAGEMENT DISCUSSION AND ANALYSIS

Treasury Policy

The Group has adopted a prudent financial management approach towards its treasury policy with an aim of preserving the assets of the Group. No investment assets were held by the Group other than cash and bank deposits as at 31 December 2025. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities, and other commitments can meet its funding requirements all the time.

Capital Commitments

As at 31 December 2025, the Group had no material capital commitments.

Pledge of Assets

As at 31 December 2025 and 2024, the bank borrowings was guaranteed by the SME Financing Guarantee Scheme executed by the Government of Hong Kong Special Administrative Region, in which HKMC Insurance Limited provided full guarantee. As at 31 December 2025, the bank borrowings are also secured by personal guarantees provided by the a director of a subsidiary of the Group.

Capital Expenditures

During the year ended 31 December 2025, addition of right-of-use assets amounted to HK\$0.6 million was recorded, which HK\$0.3 million was arising from acquisition of Suntec and HK\$0.3 million being the renewal of an office lease, respectively.

During the year ended 31 December 2024, addition of property, plant and equipment amounted to approximately HK\$0.1 million was recorded which arising from acquisition of Wonder Group.

CONTINGENT LIABILITIES

In the ordinary course of the Group's business, the Group has been subject to a number of claims of personal injuries suffered by employees of the Group or of the Group's subcontractors in accidents arising out of and in the course of their employment. The Directors are of the opinion that such claims are substantially covered by insurance and would not result in material adverse impact on the financial position or results and operations of the Group.

At the end of the reporting period, the Group had outstanding performance bonds as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Performance bonds for guarantee of completion of projects issued by insurance companies | 6,613 | 6,613 |

Save as disclosed above, the Group had no other material contingent liabilities as at 31 December 2025.

FOREIGN EXCHANGE EXPOSURE

The Group has a minimal exposure to foreign currency risk as most of the business transactions and assets and liabilities of the Group are principally denominated in Hong Kong dollars. As such, the Directors consider the Group's risk in foreign exchange is insignificant and no foreign exchange hedging was conducted by the Group or no hedging instrument transaction was entered into during the year ended 31 December 2025.

SIGNIFICANT INVESTMENT HELD

During the year ended 31 December 2025 and up to the date of this report, the Group did not hold any significant investments.

MANAGEMENT DISCUSSION AND ANALYSIS

ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

References are made to the announcements of the Company dated 22 October 2024 and 24 December 2024 and the circular of the Company dated 12 December 2024.

On 22 October 2024, Keybase Assets Limited, a directly wholly-owned subsidiary of the Company (“Keybase”), entered into a sale and purchase agreement (the “Suntec Sale and Purchase Agreement”) with Mr. Yau Chung Chor, an Independent Third Party (the “Suntec Vendor”), pursuant to which Keybase conditionally agreed to acquire, and the Suntec Vendor conditionally agreed to sell the entire issued share capital of Suntec (the “Suntec Sale Shares”), at a consideration of HK\$45,700,000 (the “Suntec Consideration”), which shall be settled (a) as to HK \$13,390,476.19 by the issue and allotment of the 234,920,635 consideration shares of the Company (the “Suntec Consideration Share(s)”) to the Suntec Vendor at the issue price of HK\$0.057 per Suntec Consideration Share and (b) as to the remaining balance of HK\$32,309,523.81 by the issue of the promissory notes (the “Suntec Promissory Notes”) in the principal amounts by Keybase to the Suntec Vendor (the “Suntec Acquisition”). Suntec is a company incorporated in Hong Kong with limited liability and is principally engaged in the construction business. In January 2025, the Company issued (a) the 234,920,635 Suntec Consideration Shares to the Vendors, representing approximately 16.67% of the enlarged issued share capital of the Company immediately after the allotment and issuance of the Suntec Consideration Shares, and (b) the Suntec Promissory Notes to the Vendors.

References are made to the announcements of the Company dated 6 August 2025 and the circular of the Company dated 30 September 2025.

On 6 August 2025, Silver Crest Global Limited, a directly wholly-owned subsidiary of the Company (“Silver Crest”), entered into a sale and purchase agreement (the “Newco Sale and Purchase Agreement”) with Mr. Yuen Kin Wai, an Independent Third Party (the “Newco Vendor”), pursuant to which Silver Crest conditionally agreed to acquire, and the Newco Vendor conditionally agreed to sell the entire issued share capital of Newco Construction Engineering Limited (the “Newco Sale Shares”), at a consideration of HK\$35,000,000 (the “Newco Consideration”), which shall be settled (a) as to HK\$10,853,333.34 by the issue and allotment of the 28,190,476 consideration shares of the Company (the “Newco Consideration Share”) to the Newco Vendor at the issue price of HK\$0.385 per Newco Consideration Share (after taking into effect the share consolidation on 28 October 2025) and (b) as to the remaining balance of HK\$24,146,666.66 by the issue of the promissory notes (the “Newco Promissory Notes”) in the principal amounts by Silver Crest to the Newco Vendor (the “Newco Acquisition”). Newco is a company incorporated in Hong Kong with limited liability and is principally engaged in the construction business. In 7 November 2025, the Company issued (a) the 28,190,476 Newco Consideration Shares to the Newco Vendor, representing approximately 16.67% of the enlarged issued share capital of the Company immediately after the allotment and issuance of the Newco Consideration Shares, and (b) the Newco Promissory Notes to the Newco Vendor.

Saved as disclosed above, there were no other material acquisitions or disposals of subsidiaries and associated companies and joint ventures during the year ended 31 December 2025.

PROFIT GUARANTEES RELATING TO ACQUISITIONS OF THE GROUP

Profit guarantee relating to the acquisition of the Wonder Group

References is made to the announcements of the Company dated 25 March 2024, 16 April 2024 and 30 April 2024 (the “Wonder Group Announcements”) in relation to the acquisition of the entire equity interests in Wonder Holdings Limited by the Company. Unless otherwise defined, capitalized terms used in this section shall have the same meanings as defined in the Wonder Group Announcements.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the Sale and Purchase Agreement, the Vendor warrants and undertakes to the Purchaser that the Actual Net Profit for each of the three years ending 31 December 2024, 31 December 2025 and 31 December 2026, as derived in its management accounts or audited financial statements (whichever is applicable) as prepared in accordance with the terms of the Sale and Purchase Agreement for the corresponding year, shall not be less than HK\$3 million, HK\$3 million and HK\$3 million, respectively.

As per the relevant audited financial statements of Subsidiary B, being the principal operating subsidiary of the Wonder Holdings Limited, for the period between 16 August 2023 (date of incorporation) and 31 December 2024. Adjusting for (i) a management fee of HK\$3,300,000 charged by the Group during the period; and (ii) an allowance for expected credit loss on trade receivables and contract assets of approximately HK\$413,000 recognised in consistent with the financial reporting standards adopted by the Group, the adjusted audited net profit after tax of Subsidiary B is approximately HK\$3,189,000.

As per the relevant management accounts of Subsidiary B, being the principal operating subsidiary of the Wonder Holdings Limited, for the year 31 December 2025. Adjusting for (i) a management fee of HK\$4,610,000 charged by the Group during the period; and (ii) an allowance for expected credit loss on trade receivables and contract assets of approximately HK\$643,000 recognised in consistent with the financial reporting standards adopted by the Group, the adjusted net profit after tax of Subsidiary B is approximately HK\$4,464,000.

Profit guarantee relating to the acquisition of Suntec

References is made to the announcements of the Company dated 22 October 2024 and 24 December 2024 and the circular of the Company dated 11 December 2024 (the "Suntec Circular") in relation to the Suntec Acquisition. Unless otherwise defined, capitalized terms used in this section shall have the same meanings as defined in Suntec Circular.

Pursuant to the Sale and Purchase Agreement, the Vendor warrants and undertakes to the Purchaser that the audited consolidated net profit after tax excluding all extraordinary items of the Target Company (including the management fees charged by the Company) (the "First Batch Actual Net Profit") for the three years ending 31 December 2026, as derived in its respective audited financial statements shall not be less than HK\$15 million in aggregate ("Guaranteed Profit").

The management fees, if any, are expected to be accrued from the provision of project management services by the Company to the Target Company, which would be added back together with the net profit after tax of the Target Company before assessing the Guaranteed Profit, given after the negotiation with the Vendor, the Board is of the view that such fees could be considered as inter-group costs and it is not reasonable to place such management fees as burden on the Target Company.

As per the relevant management accounts of Suntec, for the year ended 31 December 2025, adjusting for a reversal of expected credit loss on trade receivables and contract assets of approximately HK\$63,000 recognised in consistent with the financial reporting standards adopted by the Group, the adjusted net profit after tax of Suntec is approximately HK\$6,427,000.

MANAGEMENT DISCUSSION AND ANALYSIS

Profit guarantee relating to the acquisition of Newco

References is made to the announcements of the Company dated 6 August 2025 and the circular of the Company dated 30 September 2025 (the "Newco Circular") in relation to the Newco Acquisition. Unless otherwise defined, capitalized terms used in this section shall have the same meanings as defined in Newco Circular.

Pursuant to the Sale and Purchase Agreement, the Vendor warrants and undertakes to the Purchaser that the audited consolidated net profit after tax excluding all extraordinary items of the Target Company (including the management fees charged by the Company) (the "First Batch Actual Net Profit") for the three years ending 31 December 2027, as derived in its respective audited financial statements shall not be less than HK\$15 million in aggregate ("Guaranteed Profit").

Any management fees that may be charged are expected to arise from the provision of project management services by the Company to the Target Company. Such fees will be added back to the net profit after tax of the Target Company when assessing the Guaranteed Profit. Following negotiations with the Vendor, the Board considers these fees to be inter-group costs, and therefore believes it would not be reasonable to treat such management fees as a burden on the Target Company.

As per the management accounts of Newco, for the year ended 31 December 2025, adjusting for an allowance for expected credit loss on trade receivables and contract assets of approximately HK\$465,000 recognised in consistent with the financial reporting standards adopted by the Group, the adjusted net profit after tax of Newco is approximately HK\$6,872,000.

Assessment on the profit guarantees

Regarding the management fee, such fee relates to the provision of project management services by the Company to the relevant target company/group, and the Board is of the view that such fees could be considered as inter-group costs and it is not reasonable to place such management fees as burden on the target company/group in assessing the guaranteed profit. Therefore, the Board classifies the management fee as extraordinary items in assessing the guaranteed profit.

Regarding the allowance for expected credit loss, this allowance, recognised in accordance with HKFRS Accounting Standards, reflects changes in credit expectations due to external risks and the economic environment, but not the company's operating performance, while such credit expectations were not assessable by the target company/group as a SME by the time of the acquisition. As such, the Board is of the view that such allowance does not relate to the actual performance of the target company/group and it is not reasonable to consider allowance for expected credit loss in assessing the guaranteed profit. Therefore, the Board classifies the allowance for expected credit loss as extraordinary items in assessing the guaranteed profit.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2025, the Group had 22 employees (31 December 2024: 17 employees) who were directly employed by the Group and based in Hong Kong. The Group offers remuneration package to the employees which includes salary, bonuses and options which may be granted under the share option scheme adopted by the Company. Generally, the Group considers employees' salaries based on each of their performance, qualifications, position and seniority. The Company has an annual review system to appraise the performance of the employees, which constitutes the grounds of its decision as to the salary raises, bonuses and promotions. The Group also arranges induction training for newly joined employees and continuous trainings to existing employees regularly. The remuneration of the Directors and members of the senior management is decided by the Board upon the recommendation from the remuneration committee of the Company having regard to the Group's operating results, individual performance and comparable market statistics.

MANAGEMENT DISCUSSION AND ANALYSIS

DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company (the “Shareholders”) during the year ended 31 December 2025, nor has any dividend been proposed since the end of the year ended 31 December 2025.

USE OF PROCEEDS

The amount of gross proceeds from the Listing is HK\$140 million and the amount of net proceeds from the Listing is approximately HK\$90.7 million after deducting underwriting commissions and the finalised expenses relating to the Listing (the “Net Proceeds”).

The Net Proceeds have been and will be used in the manner consistent with the disclosure in the section headed “Future Plans and Use of Proceeds” of the Prospectus, the announcement of the Company dated 29 April 2022 and the announcement of the Company headed “Further Change in Use of Proceeds” dated 6 June 2023, details of which are outlined below:

| Purposes | Original intended use of Net Proceeds HK\$ million | Revised intended use of Net Proceeds as at 29 April 2022 HK\$ million | Revised intended use of Net Proceeds as at 6 June 2023 HK\$ million | Utilised amount as at 31 December 2025 HK\$ million | Unutilised amount as at 31 December 2025 HK\$ million | Expected timeline for utilising the unutilised Net Proceeds |
|---|---|--|--|--|--|---|
| Upgrading the construction equipment and enhancing the safety measures through the provision of metal scaffolding system (“Plan 1”) | 57.5 | 9.6 | – | – | – | N/A |
| Meeting working capital requirement and paying certain upfront costs and expenses (“Plan 2”) | 25.7 | 73.6 | 83.2 | 83.2 | – | N/A |
| Further strengthening our manpower (“Plan 3”) | 7.5 | 7.5 | 7.5 | 7.5 | – | N/A |
| Total | 90.7 | 90.7 | 90.7 | 90.7 | – | |

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at the date of this report, the Group did not have other plans for material investments and capital assets.

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Chan Leung (陳亮先生), aged 62, was appointed as an executive Director on 25 March 2019. He also serves as the chairman and chief executive officer of the Group. He is primarily responsible for the supervision of operation of the Group. He was approved by the Buildings Department to be an Authorised Signatory for Hong Dau Construction Company Limited (“HDC”) as a Registered General Building Contractor in November 2013 and to become a Technical Director of HDC in January 2016. He is also a director of HDC.

Mr. Chan has over 25 years of experience in the construction industry. Mr. Chan joined the Group as Authorised Signatory in November 2013 and has been promoted to act as a director of HDC in September 2014. Before joining the Group, Mr. Chan joined Tom Ip & Partners, Architects, Engineers & Development Consultants Limited as a clerk of works in May 1987 and left as an assistant project officer in March 1990. Mr. Chan was a clerk of works of Simon Kwan & Associates Limited from April 1990 to March 1991.

Mr. Chan then worked as a clerk of works in Chows Architects Limited from November 1991 to February 1996, in Alex Wong & Partners Limited from March 1996 to November 1996, in Chows Architects Limited from December 1996 to August 1998 and in Cheung Kong (Holdings) Limited from September 1998 to January 1999. He joined Vigers Building Consultancy Limited as a clerk of works in February 1999 and left as a senior project manager in March 2008. He was a director of Ymt Engineering Company Limited from March 2016 to March 2019 and Yso Engineering Company Limited from January 2013 to November 2019, respectively.

Mr. Chan obtained a higher diploma in structural engineering from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1987. In November 1997, Mr. Chan further obtained a post-experience certificate in clerks of works studies from The Hong Kong Polytechnic University.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chan Mei Wah (陳美樺小姐) (formerly known as Ms. Chan Kit Fun (陳潔芬小姐)), aged 57, was appointed as an independent non-executive Director on 15 March 2021.

Ms. Chan has been in the field of accounting for over 25 years. Ms. Chan joined Li, Tang, Chen & Co. in August 1992 and left in July 2010 as a senior audit manager. She was a senior audit manager of Moore Stephens Associates Limited from December 2010 to July 2011. Ms. Chan has been a director of SAA Corporate Services Limited (formerly known as King Charter Development Limited) and SAA CPA Limited since May 2011 and October 2011, respectively.

Ms. Chan graduated from City University of Hong Kong with a bachelor’s degree of arts in accountancy in November 1992. She has been an associate of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) since June 1997.

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Mak Alexander (麥曉峯先生), aged 57, was appointed as an independent non-executive Director on 15 March 2021.

Mr. Mak has been in the legal practice for over 29 years. Mr. Mak was admitted as a solicitor in Hong Kong in June 1997 and a lawyer in New South Wales, Australia in July 1995. He has been appointed as a Civil Celebrant of Marriages since May 2006 and a China-Appointed Attesting Officer since December 2015. Since October 2012, he has been the founder and sole proprietor of Mak Solicitors. Mr. Mak is also a director of Greenest Limited, which principally engages in the provision of consultancy services.

Mr. Mak graduated from The University of New South Wales with a bachelor's degree of commerce in accounting and a bachelor's degree of law in October 1994. He subsequently obtained from City University of Hong Kong a master's degree of laws in Chinese and comparative law in November 2003 and a master's degree of arts in arbitration and dispute resolution in November 2006.

Ir. Wu Hak Ping (胡克平先生), aged 62, was appointed as an independent non-executive Director on 15 March 2021.

Ir. Wu has over 30 years of experience in the field of engineering. Ir. Wu joined Wormald Engineering Services Limited as electrical engineer in June 1989 and left as an electrical manager in July 1993. He then joined Meinhardt (M&E) Limited as residential engineer from November 1993 to April 1997 and joined Notifier Pacific Rim as regional sales manager in April 1997. Ir. Wu was a director of Martech Building Consultants Limited, a company engaging in the provision of building renovation consultancy services, from January 2003 to May 2008, of Mak Tai Construction & Engineering Limited, a building renovation contractor, from February 2005 to September 2006 and of Diploma Construction Limited, a building contractor, from July 2006 to November 2010, respectively.

Since December 2012 and May 2015, respectively, Ir. Wu has been a director and the chief executive officer of Modern Testing Consultants Limited, a company engaging in the provision of building consultancy services. Ir. Wu has also been a director of Nixon Wu Engineering Consultant Limited, a company engaging in the provision of building consultancy services, since July 2015. Ir. Wu graduated from The Queen's University of Belfast in Northern Ireland, the United Kingdom with a bachelor's degree of electrical and electronic engineering in July 1989 and further obtained a bachelor's degree of fire engineering from The University of Central Lancashire in the United Kingdom in September 1997 through a distance learning programme. Ir. Wu has become a member of the Institute of Energy and a chartered engineer of the Engineering Council in the United Kingdom since April 1999 and May 1999, respectively. He has been admitted as a member of the Hong Kong Institute of Engineers since November 2012. He has also become a level-III certified infrared thermographer of the Infrasppection Institute since March 2023. He is currently a registered professional engineer of the Engineers Registration Board and a registered remote pilot with Civil Aviation Safety Authority.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE CODE

The Group is committed to ensuring high standards of corporate governance and business practices. The Company had adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 of the Listing Rules as its own corporate governance code. Mr. Chan Leung will perform both of the roles as the chairman and the chief executive officer of the Company. This deviates from code provision C.2.1 of the CG Code, which requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company. The Board currently comprises an executive Director and three independent non-executive Directors and therefore has a fairly strong independence in its composition, and they meet regularly to discuss issues relating to the operation of the Company in order to provide adequate safeguards to protect the interests of the Company and its Shareholders. In addition, after taking into account the past experience of Mr. Chan Leung, the Board is of the opinion that vesting the roles of the chairman and the chief executive officer of the Company in Mr. Chan Leung helps to facilitate the execution of the Group’s business strategies and enhance the effectiveness of its operation. Hence, the aforesaid deviation is appropriate and in the best interest of the Company at the present stage.

CULTURE AND CORPORATE STRATEGY

The corporate value of the Company is acting in lawful, ethical and responsible manner. Such culture instills and continually reinforces across the corporate values. During the year, the Company dedicated to provide the quality construction service to customers in order to increase market share of construction services and to enhance safety measures in order to provide a safe working environment to the workers.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 of the Listing Rules as the required standards for securities transactions by the Directors. All Directors, after specific enquiries being made by the Company, confirmed that they have complied with the required standards set out in the Model Code for the year ended 31 December 2025.

BOARD OF DIRECTORS

The Board is responsible for the formulation of business policies and strategies of the Group, the nomination and appointment of Directors, and to ensure the availability of resources as well as the effectiveness of its system of internal control. The senior management was delegated the authority and responsibilities by the Board for the day-to-day management and operations of the Group. In addition, the Board has also established Board committees and has delegated to these Board committees various duties and responsibilities as set out in their terms of reference respectively. Each Director shall ensure that he carries out his duty in good faith in compliance with the standard of applicable laws and regulations, and acts in the interests of the Company and its shareholders at all times.

Board Composition

Up to the date of this report, the Board comprised four Directors, including one Executive Director and three Independent Non-executive Directors. Details of their composition by category are as follows:

Executive Director

Mr. Chan Leung (*Chairman and Chief Executive Officer*)

Independent Non-executive Directors

Ms. Chan Mei Wah

Mr. Mak Alexander

Ir. Wu Hak Ping

CORPORATE GOVERNANCE REPORT

The details of Directors are set out in the section headed “Biography of Directors and Senior Management” of this annual report.

The Company is governed by the Board which has the responsibility for leadership and monitoring of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs.

BOARD MEETINGS

The Board sets strategies and directions for the Group’s activities with a view to developing its business and enhancing shareholders’ value. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board’s policies and strategies to the executive Directors and management of the Group.

During the year ended 31 December 2025, seven Board meetings were held and the attendance of each Director is set out below:

| Directors | Number of Attendance |
|--|----------------------|
| <i>Executive Director</i> | |
| Mr. Chan Leung | 7/7 |
| <i>Independent Non-executive Directors</i> | |
| Mr. Mak Alexander | 7/7 |
| Ms. Chan Mei Wah | 7/7 |
| Ir. Wu Hak Ping | 7/7 |

During the year ended 31 December 2025, three general meetings were held and the attendance of each Director is set out below:

| Directors | Number of Attendance |
|--|----------------------|
| <i>Executive Director</i> | |
| Mr. Chan Leung | 3/3 |
| <i>Independent Non-executive Directors</i> | |
| Mr. Mak Alexander | 3/3 |
| Ms. Chan Mei Wah | 3/3 |
| Ir. Wu Hak Ping | 3/3 |

The Company has received from each of the Independent Non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and considered that the Independent Non-executive Directors to be independent in accordance with the independence guidelines set out in the Listing Rules. Upon the recommendation of the Nomination Committee, the Board considers all independent non-executive Directors to be independent in light of the independence guidelines set out in the said Listing Rules.

CORPORATE GOVERNANCE REPORT

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The Executive Director has entered into a service contract for a term of three years with the Company which renewed automatically upon expiry of the initial term unless otherwise terminated by either party by giving to the other not less than three months' prior written notice.

Each of the Independent Non-executive Directors has entered into a letter of appointment for a term of one year with the Company which renewed automatically upon expiry of the initial term unless otherwise terminated by either party by giving to the other not less than three month's prior written notice.

In accordance with Article 108 of the Articles of Association of the Company, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation and re-election. Each Director shall retire from office at least once every three years.

In accordance with Article 112 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board shall hold office until the following general meeting (in the case of filling a causal vacancy) or the next following annual general meeting (in the case of an additional Director) and shall then be eligible for election.

Board Independence

The Company recognises that Board independence is pivotal in good corporate governance and Board effectiveness.

Following mechanisms are adopted by the Board and reviewed annually by the Board to ensure their effectiveness and the Board considered that the mechanism was effective for the year under review:

1. The Board must have at least three Independent Non-Executive Directors and must appoint Independent Non-Executive Directors representing at least one-third of the Board.
2. On an annual basis, all Independent Non-Executive Directors are required to confirm in writing their compliance of independence requirements pursuant to the Listing Rules, and to disclose the number and nature of offices held by them in public companies or organisations and other significant commitments.
3. External independent professional advice is available as and when required by individual Directors.
4. The Chairman of the Board meets with Independent Non-Executive Directors annually without the presence of the Executive Directors.

CORPORATE GOVERNANCE REPORT

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

To ensure that the Directors' contribution to the Board remains informed and relevant and in compliance with provision code C.1.4 of the CG Code, the Company would arrange and fund suitable continuous professional development for the Directors to participate in order to develop and refresh their knowledge and skills.

The training each director received during the year ended 31 December 2025 is summarised as below:

| | Attending seminars/ in house workshop relevant to the Company's business, Listing Rules regulatory and statutory updates | Reading newspapers, journals and other relevant materials regarding regulatory update and corporate governance matters |
|--|--|--|
| <i>Executive Director</i> | | |
| Mr. Chan Leung | √ | √ |
| <i>Independent Non-executive Directors</i> | | |
| Ms. Chan Mei Wah | √ | √ |
| Mr. Mak Alexander | √ | √ |
| Ir. Wu Hak Ping | √ | √ |

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the "Board Diversity Policy") pursuant to requirement of the CG Code. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development.

In designing the Board's composition, board diversity has been considered from a wide range of aspects, including but not limited to gender, age, cultural background and educational background, ethnicity, professional experience and qualifications, skills, knowledge and length of service, and any other factors that the Board may consider relevant and applicable from time to time. High emphasis is placed on ensuring a balanced composition of skills and experience at the Board level in order to provide a range of perspectives, insights and challenge that enable the Board to discharge its duties and responsibilities effectively, support good decision making in view of the core businesses and strategy of the Group, and support succession planning and development of the Board. For achieving an optimal board, additional measurable objectives/specific diversity targets may be set and reviewed from time to time to ensure their appropriateness.

Selection of candidates will be based on the Company's nomination policy and will take into account the Board Diversity Policy. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

CORPORATE GOVERNANCE REPORT

The Board currently has one female Director out of four Directors with about 25% female representation sitting on the Board. The Company is of the view that gender diversity in respect of the Board has been achieved. As at 31 December 2025, 7 out of 22 employees of the Group, with about 32% are female. The Company considers that gender diversity is also achieved in its workforce as well.

During the year ended 31 December 2025, the Board reviewed the implementation and effectiveness of the Diversity Policy and discussed the above measurable objectives and agreed that these measurable objectives were achieved for the diversity of the Board which contributed to the corporate strategy and the business development of the Company.

The Board will take opportunities to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of Directors who have direct experience in the Group's core markets, with different ethnic backgrounds, and reflecting the Group's strategy.

BOARD COMMITTEES

The Board has established three board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee with terms of reference to assist them in the efficient implementation of their functions.

AUDIT COMMITTEE

The Company has established the Audit Committee on 15 March 2021 with written terms of reference. The composition of the Audit Committee meets the requirement of Rule 3.21 of the Listing Rules. The primary duties of the Audit Committee are to make recommendations to the Board on the appointment, reappointment and removal of external auditor, review the financial statements and provide material advice in respect of financial reporting, oversee the financial reporting process, internal control, risk management systems and audit process of the Company and perform other duties and responsibilities assigned by the Board. The Audit Committee comprises three Independent Non-executive Directors, namely Ms. Chan Mei Wah, Mr. Mak Alexander and Ir. Wu Hak Ping. Ms. Chan Mei Wah is the chairperson of the Audit Committee.

Meetings of the Audit Committee shall be held not less than twice a year. Details of the authority and duties of Audit Committee are set out in the Audit Committee's terms of reference which are available on the websites of the Stock Exchange and the Company.

The following is a summary of the work performed by the Audit Committee during the year ended 31 December 2025:

- reviewed the consolidated financial statements for the year ended 31 December 2024 and for the six months ended 30 June 2025, the annual report for the year ended 31 December 2024 and the interim report for the six months ended 30 June 2025, the related accounting principles and practices adopted by the Group, the report from the management on the Company's review of the risk management and internal control systems, and recommendation of the change of auditor and the re-appointment of the external auditor;
- reviewed the annual audit plan of the external auditor including the nature and scope of the audit, the fee payable to them, their reporting obligations and their work plan; and
- reviewed the effectiveness and performance of the Company's financial reporting system, risk management and internal control systems and internal audit plan.

There is no disagreement between the Board and the Audit Committee regarding the appointment of external auditor.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2025, three Audit Committee meetings were held and the attendance of each committee member is set out below:

| Member | Number of Attendance |
|-------------------------------------|----------------------|
| Independent Non-executive Directors | |
| Ms. Chan Mei Wah | 3/3 |
| Mr. Mak Alexander | 3/3 |
| Ir. Wu Hak Ping | 3/3 |

Remuneration Committee

The Company has established the Remuneration Committee on 15 March 2021 with written terms of reference. The primary duties of the Remuneration Committee are to review and approve the management's remuneration proposals, make recommendations to the Board on the remuneration package of the Directors and senior management and ensure none of the Directors determine their own remuneration. The Remuneration Committee comprises three Independent Non-executive Directors, namely Mr. Mak Alexander, Ms. Chan Mei Wah and Ir. Wu Hak Ping. Mr. Mak Alexander is the chairman of the Remuneration Committee.

Meetings of the Remuneration Committee shall be held at least once a year. Details of the authority and duties of Remuneration Committee are set out in the Remuneration Committee's terms of reference which are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2025, one Remuneration Committee meeting was held and the attendance of each committee member is set out below:

| Member | Number of Attendance |
|-------------------------------------|----------------------|
| Independent Non-executive Directors | |
| Mr. Mak Alexander | 1/1 |
| Ms. Chan Mei Wah | 1/1 |
| Ir. Wu Hak Ping | 1/1 |

The following is a summary of the work performed by the Remuneration Committee during the year ended 31 December 2025:

- reviewed the remuneration of the Directors and senior management; and
- made recommendations to the Board on the remuneration of individual Directors and senior management.

Details of the Directors' remuneration in the Group and the five highest paid individuals are set out in note 13 to the consolidated financial statements.

CORPORATE GOVERNANCE REPORT

Pursuant to code provision E.1.5 of the CG Code, the remuneration paid to the members of the senior management (excluding Directors) by band during the year ended 31 December 2025 is set out below:

| Remuneration band (HK\$) | Number of person(s) |
|--------------------------|---------------------|
| Nil to 1,000,000 | 3 |

Nomination Committee

The Company established the Nomination Committee on 15 March 2021 with written terms of reference. The primary duties of the Nomination Committee are to review the structure, size, composition and diversity of the Board, and select or make recommendations on the selection of individuals nominated for directorships. The Nomination Committee consists of three Independent Non-executive Directors, namely Ir. Wu Hak Ping, Mr. Mak Alexander and Ms. Chan Mei Wah. Ir. Wu Hak Ping is the chairman of the Nomination Committee.

The Company adopted a nomination policy on 15 March 2021. In conjunction with the Board Diversity Policy, the Board shall consider a number of criteria on the appointment of the Directors, and succession planning for the Directors, as well as re-appointment of the Directors. The criteria include character and integrity, professional qualifications, skills, knowledge, experience, potential contributions to the Board, as well as willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board commitment(s).

Meetings of the Nomination Committee shall be held at least once a year. Details of the authority and duties of Nomination Committee are set out in the Nomination Committee's terms of reference which are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2025, one Nomination Committee meeting was held and the attendance of each committee member is set out below:

| Member | Number of Attendance |
|-------------------------------------|----------------------|
| Independent Non-executive Directors | |
| Ir. Wu Hak Ping | 1/1 |
| Ms. Chan Mei Wah | 1/1 |
| Mr. Mak Alexander | 1/1 |

The following is a summary of the work performed by the Nomination Committee during the year ended 31 December 2025:

- reviewed the board diversity policy; and
- reviewed the independence of the independent non-executive Directors.

CORPORATE GOVERNANCE REPORT

NOMINATION POLICY

The Company has adopted a nomination policy (the “Nomination Policy”) which sets out the approach and procedures the Board adopts for the nomination and selection of Directors of the Company, including the appointment of additional Directors, replacement of Directors, and re-election of Directors. The Nomination Committee has been delegated with the overall responsibility for implementation, monitoring and periodic review of the policy, and the summary of which is set out below:

Nomination Criteria

In evaluating and selecting any candidate for the directorship, the following criteria would be considered by the Nomination Committee and the Board:

- the candidate’s character and integrity;
- the candidate’s qualifications including professional qualifications, skills, knowledge and experience, and diversity aspects under the Board Diversity Policy that are relevant to the Company’s business and corporate strategy;
- any measurable objectives adopted for achieving diversity on the Board;
- for independent non-executive Directors, whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- willingness and ability of the candidate to devote adequate time to discharge duties as a member of the Board and/ or Board committee(s) of the Company; and
- such other perspectives that are appropriate to the Company’s business and succession plan and where applicable may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

Nomination Procedures

The Company has put in place the following director nomination procedures:

Appointment of New and Replacement Directors

- i. If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable Director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.
- ii. Upon compilation and interview of the list of potential candidates, the Nomination Committee will shortlist candidates for consideration by the Nomination Committee and/or the Board based on the selection criteria and such other factors that it considers appropriate. The Board has the final authority on determining suitable Director candidate for appointment.

CORPORATE GOVERNANCE REPORT

Re-election of Directors and Nomination from Shareholders

- i. Where a retiring Director, being eligible, offers himself for re-election, the Nomination Committee and/or the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.
- ii. Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the company secretary of the Company within the lodgement period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) written confirmation from such nominated candidate of his willingness to stand for election, and (c) biographical details of such nominated candidate as required under the Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplementary circular.

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICY

The policies of Anti-corruption and whistleblowing policy are contained in the section headed "Anti-corruption" and "Whistleblowing Policy" in this annual report.

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing and has performed in compliance with the corporate governance duties as set out in the CG Code which includes to develop and review the Group's policies and practices on corporate governance and make recommendations to the Board; to review and monitor the training and continuous professional development of the Directors and senior management; to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements; to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and to review the Group's compliance with the CG Code and disclosure in this Corporate Governance Report.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group in accordance with accounting principles generally accepted in Hong Kong. The statement by the auditor of the Company about their responsibilities for the financial statements is set out in the independent auditor's report contained in this annual report. There are no material uncertainties relating to events or conditions that may cast significant doubt of the Company's ability to continue as a going concern.

AUDITOR'S REMUNERATION

The remuneration paid and payable for the year ended 31 December 2025 to the Company's external auditor, OOP CPA & Co., is set out as follows:

| Services rendered to the Group | HK\$'000 |
|--------------------------------|----------|
| Audit services | 650 |
| Non-audit services | 350 |

CORPORATE GOVERNANCE REPORT

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibility for maintaining an adequate system of internal controls and risk management of the Company and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal control and risk management systems to safeguard the interest of shareholders and the Group's assets. The Board has reviewed the effectiveness of the internal control and risk management systems of the Group through Audit Committee. The Audit Committee assists the Board in the review of the effectiveness of the Group's risk management and internal control systems on an ongoing basis. The Directors through the Audit Committee are kept informed of significant risks that may impact on the Group's performance.

The Audit Committee has received the risk management and internal control evaluation reports prepared by the external internal control review consultant. The reports summarised information relating to the work carried out in the following areas:

1. the results of selective testing of internal control procedures, operation, and the financial records of the Company;
2. a general evaluation of risk management and internal control systems installed by the Company; and
3. an outline of major control issues, if any, noticed during the year under review.

The Audit Committee has reviewed the reports and discussed with the management of the Company. The Audit Committee acknowledged that the management of the Company has been progressively implementing adequate and effective risk management and internal control systems in order to ensure the effective functioning of the Company's operations. The Board is therefore of the view that the risk management and internal control systems of the Group are effective and adequate. The review on the risk management and internal control systems of the Group would be done on an annual basis. Although, the Group does not have an internal audit function, the Board considers that the review on the risk management and internal control systems by the Audit Committee and the Board on a regular basis as well as engaging external internal control review consultant to review the adequacy and effectiveness of the Group's internal control systems would be sufficient to ensure the effective operation of the Group.

COMPANY SECRETARY

Ms. Leung Sau Fong is the Company Secretary of the Company. Ms. Leung is a director of a corporate secretarial services provider in Hong Kong. Mr. Chan Leung, the Chairman and executive Director, is the primary corporate contact person of the Company with the Company secretary. In compliance with Rule 3.29 of the Listing Rules, Ms. Leung has undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2025.

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene an extraordinary general meeting

The following procedures for shareholders of the Company to convene an extraordinary general meeting (the "EGM") of the Company are prepared in accordance with Article 64 of the Articles of Association of the Company:

1. One or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings may, by written requisition to the Board or the Company Secretary of the Company require an EGM to be called by the Board for the transaction of any business specified in such requisition.
2. The EGM shall be held within 2 months after the deposit of such requisition.

If the Directors fail to proceed to convene such meeting within 21 days of such deposit of requisition, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

Procedures for raising enquires

1. Shareholders should direct their enquires about their shareholdings to the Company's branch share registrar in Hong Kong by post to Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
2. Shareholders may raise questions, request for publicly available information and provide comments and suggestion to the Directors and management of the Company and can be addressed to the Company by post to Room 1610, 16/F, Horizon East, 1 Tsat Po Street, San Po Kong, Kowloon, Hong Kong.
3. Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

Procedures and contact details for putting forward proposals at shareholders' meetings

1. To put forward proposals at the general meeting of the Company, a shareholder should lodge a written notice of his/her/its proposal ("Proposal") with his/her/its detailed contact information at the Company's principal place of business at Room 1610, 16/F, Horizon East, 1 Tsat Po Street, San Po Kong, Kowloon, Hong Kong for the attention of the Board or the Company Secretary of the Company.
2. The identity of the shareholder and his/her/its request will be verified with the Company's branch share registrar in Hong Kong and upon confirmation by the branch share registrar that the request is proper and in order and made by a shareholder, the Board will include the Proposal in the agenda for the general meeting.
3. The notice period to be given to all the shareholders for consideration of the Proposal raised by the shareholders concerned at the annual general meeting or an EGM varies according to the nature of the Proposal as follows:
 - (i) At least 21 days' notice in writing if the Proposal constitutes a special resolution of the Company in an EGM or if the Proposal is put forward at an annual general meeting of the Company; or
 - (ii) At least 14 days' notice in writing if the Proposal constitutes an ordinary resolution of the Company at an EGM.

CORPORATE GOVERNANCE REPORT

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

The Company considers that effective communication with its shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with its shareholders and in particular, through annual general meetings and other general meetings, publishing corporate communications such as interim results and annual results, financial reports, announcements and circulars. Shareholders may make enquiries with the Company through channels of our corporate website www.hongdau.com.hk and provide comments and recommendations to the Directors. Upon receipt of enquiries from shareholders, the Company will respond as soon as practicable.

During the year under review, an annual general meeting of the Company was held on 19 June 2025 at which all the Directors attended either by person or by means of electronic facilities to communicate with the shareholders of the Company. In addition, all corporate communications and regulatory announcements were published by the Company on its website and the website of the Stock Exchange in a timely manner. The Board considers that the shareholders communication policy is effective during the year ended under review.

Please refer to the website of dissemination of corporate communications and the request form for printed copies of the annual reports, interim reports and circulars. Shareholders are encouraged to provide their up-to-date contact details (including electronic contact details) to the branch share registrar of the Company in order to facilitate timely and effective communications.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to adopt the second amended and restated Memorandum and Articles of Association (the "New Articles") in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association in order to bring the Articles in line with the latest legal and regulatory requirements, including the amendments to the Listing Rules in relation to the expansion of the paperless listing regime.

The proposed amendments to the Articles of Association (the "Proposed Amendments"), which are incorporated in the New Articles, are summarised below:

1. to provide that the Company may communicate with its Shareholders and allow Shareholders to submit instructions to the Company by electronic means, including the appointment of proxies and the giving of voting instructions;
2. to provide that the Company may make payments of corporate action proceeds and accept subscription monies from Shareholders by electronic means, where applicable;

CORPORATE GOVERNANCE REPORT

3. to enable the dissemination of corporate communications by electronic means, including publication on the Company's website and the website of the Stock Exchange, in compliance with the Listing Rules;
4. to provide that general meetings of the Company may be held as physical, hybrid or electronic meetings, and to set out the procedures for Shareholders to attend, participate, speak and vote at such meetings by electronic means;
5. to provide flexibility to the Board to manage and regulate the conduct of general meetings, including handling technical disruptions and making necessary arrangements for electronic participation; and
6. to make other consequential and housekeeping amendments to update the Articles and to better align with the applicable laws, regulations and the Listing Rules.

The Proposed Amendments and the adoption of the New Articles are subject to the approval of the Shareholders of the Company by way of a special resolution at the 2026 AGM. A circular containing, among other things, particulars relating to Proposed Amendments together with a notice convening the 2026 AGM will be despatched to the Shareholders according to the applicable law, the Articles and the Listing Rules.

REPORT OF THE DIRECTORS

The Directors present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2025.

CORPORATE REORGANISATION AND SHARE OFFER

The Company was incorporated with limited liability in Cayman Islands on 13 March 2019.

Pursuant to a reorganisation scheme (the “Reorganisation”) to rationalise the structure of the Group in preparation for the Listing, the Company became the holding company of the companies now comprising the Group on 22 March 2019.

Details of the Reorganisation are set out in section headed “History, Development and Reorganisation” in the Prospectus.

The Shares were listed on the Stock Exchange on 31 March 2021 (the “Listing Date”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding while its subsidiaries are principally engaged in provision of repair, maintenance, alteration and addition (“RMAA”) works services in Hong Kong and distributorship of building materials and provision of electric vehicle advising and installation services (“EV Advising and Installation”) in Hong Kong. There were no other significant changes to the Group’s principal activities during the year ended 31 December 2025.

CHARITABLE DONATIONS

No donation were made by the Group during the year ended 31 December 2025 (2024: nil).

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2025, the largest and the top five customers of the Group accounted for approximately 28.6% (2024: approximately 54.1%) and approximately 88.5% (2024: approximately 97.0%) of the Group’s revenue, respectively.

During the year ended 31 December 2025, the Group’s cost of services from the largest and the top five suppliers accounted for approximately 20.2% (2024: approximately 44.4%) and approximately 57.4% (2024: approximately 78.6%) of the Group’s cost of services, respectively.

To the best of the knowledge of the Directors, save as disclosed under Note 33 to the consolidated financial statements and the section headed “Related Party Transactions” in this report, none of the Directors, their respective close associates or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the issued share capital of the Company), had any interest in any of the Group’s top five customers or suppliers.

RESULTS/BUSINESS REVIEW

A review of the business of the Group as well as discussion and analysis of the Group’s performance during the year and the material factors underlying its financial performance and financial position can be found in the section headed “Management Discussion and Analysis” of this annual report. This discussion forms part of this report of the Directors.

COMPLIANCE WITH LAWS AND REGULATIONS

During the year ended 31 December 2025, as far as the Directors are aware, the Company did not have any non-compliance with relevant laws and regulations that is material or systemic in nature.

REPORT OF THE DIRECTORS

ENVIRONMENTAL POLICIES AND PERFORMANCE

As a contractor specialising in RMAA works and EV Advising and Installation and on distributor of building materials, the Group values environmental sustainability and has been striving to integrate the concept into every part of the daily business operations. Discussion on the Group's environmental policies and performances can be found in Environmental, Social and Governance Report in this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended 31 December 2025 are set out in Note 27 to the consolidated financial statements.

RESERVES

Details of movements in the reserves of the Group and the Company during the year ended 31 December 2025 are set out in the consolidated statement of changes in equity and Note 34 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

The Company's reserves as at 31 December 2025 are set out in Note 34 to the consolidated financial statements.

SEGMENT INFORMATION

Details of segment reporting are set out in Notes 5 and 6 to the consolidated financial statements.

DIVIDEND POLICY

The Company has adopted a dividend policy which aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its profits, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed, as dividends to the shareholders of the Company. The Board adopted the dividend policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value.

The Company does not have any pre-determined dividend distribution ratio. The Board has the discretion to declare and distribute dividends to the shareholders of the Company, subject to the provisions of the Articles of Association and all applicable laws and regulations and the factors set out below.

The Board shall also take into account the factors of the Group when considering the declaration and payment of dividends such as operations, earnings, financial condition, cash requirements and availability, capital expenditure, future development requirements, business conditions and strategies, interests of shareholders, any restrictions on payment of dividends, and any other factors that the Board may consider relevant.

Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period as interim dividend, final dividend, special dividend, and any distribution of profits that the Board may deem appropriate. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate. Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles of Association.

DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2025, nor has any dividend been proposed since the end of the year ended 31 December 2025.

REPORT OF THE DIRECTORS

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors believe that there are certain risks and uncertainties involved in the operations. Some of the material risks include:

- (i) the Group is reliant on the availability of construction projects in Hong Kong;
- (ii) a significant portion of the revenue was attributable to the contracts and work orders awarded by a limited number of customers;
- (iii) the Group derives the past revenue and profit margin from projects of a non-recurrent nature;
- (iv) the Group makes estimation of the project price based on the estimated time and costs in our tenders; and
- (v) the Group heavily relies on subcontractors to help complete the projects.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme (as defined below) the Company did not enter into any equity-linked agreement during the year or subsisted at the end of the year ended 31 December 2025.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year ended 31 December 2025 are set out in Note 14 to the consolidated financial statements.

SUBSIDIARIES

Details of subsidiaries of the Company are set out in Note 1 to the consolidated financial statements.

CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company are set out in the "Corporate Governance Report" in this annual report.

ANNUAL GENERAL MEETING

The forthcoming Annual General Meeting ("2026 AGM") of the Company will be held on 18 June 2026 and the notice of the 2026 AGM will be published to the Shareholders in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the identity of the Shareholders who will be entitled to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026, both dates inclusive, the period during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the 2026 AGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at its office at Shops 1712-1716 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 June 2026.

REPORT OF THE DIRECTORS

DIRECTORS

The directors of the Company during the financial year and up to the date of this report were:

Executive Directors

Mr. Chan Leung

Independent Non-executive Directors

Ms. Chan Mei Wah

Mr. Mak Alexander

Ir. Wu Hak Ping

In accordance with article 108 of the Articles of Association, Ms. Chan Mei Wah and Ir. Wu Hak Ping will retire by rotation and, being eligible, will offer themselves for election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from each of the independent non-executive Directors required Rule 3.13 of the Listing Rules. Upon the recommendation of the nomination committee of the Company, the Board considered all independent non-executive Directors to be independent.

Biographical information of the Directors and the senior management of the Group are set out in the section headed "Biography of Directors and Senior Management" of this annual report.

DIRECTORS' SERVICE CONTRACT

The executive Director has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date. The term of service shall be renewed and extended automatically by three years on the expiry of such initial term and on the expiry of every successive period of three years thereafter, unless terminated by either party thereto giving at least three months' written notice of non-renewal before the expiry of the then existing term.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for an initial fixed term of one year commencing from the Listing Date. The term of service shall be renewed and extended automatically by one year on the expiry of such initial term and on the expiry of every successive period of one year thereafter, unless terminated by either party thereto giving at least three month's written notice of non-renewal before the expiry of the then existing term.

None of the Directors being proposed for re-election at the forthcoming AGM has any service agreement or letter of appointment with any member of the Group which is not determinable by the Group within one year without the payment of compensation (other than statutory compensation).

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director or other officers of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

REPORT OF THE DIRECTORS

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

As at 31 December 2025, none of the Directors and chief executives of the Company and/or any of their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (which has the same meaning as defined in Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2025, the following persons had interests or short positions in the shares and underlying shares of the Company which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and entered in the register maintained by the Company pursuant to Section 336 of the SFO were as follows:

Long positions in the Shares

| Name of shareholder | Capacity/Nature of interest | Number of Shares held/interested | Percentage of interest |
|--|------------------------------------|----------------------------------|------------------------|
| Harvest Land Company Limited ("Harvest Land") (Note 1) | Beneficial owner | 51,972,000 | 30.73% |
| Mr. Yeung Wing Sun (Note 1) | Interest in controlled corporation | 51,972,000 | 30.73% |
| Ms. Yu So Yin (Note 2) | Interest of spouse | 51,972,000 | 30.73% |
| Mr. Yuen Kin Wai | Beneficial owner | 28,190,476 | 16.67% |
| Mr. Yu Kei Ki | Beneficial owner | 19,762,063 | 11.68% |
| Ms. Yui Cheung Yung | Beneficial owner | 10,096,000 | 5.97% |
| Mr. Leung Yuen Keung (Note 3) | Interest of spouse | 10,096,000 | 5.97% |

Notes:

1. Harvest Land is beneficially owned as to 100% by Mr. Yeung Wing Sun. Mr. Yeung Wing Sun and Harvest Land are regarded as a group of controlling shareholders of Company under the Listing Rules acting in concert to exercise their voting rights in the Company and they together will be interested in a total of 30.73% of the issued share capital of the Company. Mr. Yeung Wing Sun is deemed to be interested in the Shares held by Harvest Land pursuant to the SFO.
2. Ms. Yu So Yin is the spouse of Mr. Yeung Wing Sun. Accordingly, Ms. Yu So Yin is deemed to be interested in all the Shares in which Mr. Yeung Wing Sun is interested under the SFO.
3. Mr. Leung Yuen Keung is the spouse of Ms. Yui Cheung Yung. Accordingly, Mr. Leung Yuen Keung is deemed to be interested in all the Shares in which Ms. Yui Cheung Yung is interested under SFO.

REPORT OF THE DIRECTORS

Save as disclosed above, as at 31 December 2025, the Company had not been notified by any persons who had interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

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

No purchase, sale or redemption of the Company's listed securities was made by the Company or any of its subsidiaries for the year ended 31 December 2025.

SHARE OPTION SCHEME

Written resolutions were passed on 15 March 2021 to adopt the share option scheme (the "Scheme"). The principal terms of the Scheme are summarised in the paragraph headed "D. Share Option Scheme" in Appendix V of the Prospectus. No share options have been granted, exercised, cancelled or lapsed under the Scheme since its adoption date and up to the date of this report. The Scheme will remain in force for a period of 10 years after the date of adoption.

Number of options

The number of options available for grant under the Share Option Scheme amounts to 100,000,000 Shares at the beginning and the end of the financial year ended 31 December 2025, representing approximately 7.0% of the issued Shares of the Company as at the date of the 2025 Annual Report. There is no applicable service provider sublimit at the beginning and the end of the financial year ended 31 December 2025.

Maximum entitlement of each eligible participant

The total number of Shares issued and which may fall to be issued upon exercise of the options under the Share Option Scheme and the options granted under any other share option schemes of the Group (including both exercised or outstanding options) to each Grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

Where any further grant of options under the Share Option Scheme to a grantee under the Share Option Scheme would result in the Shares issued and to be issued upon exercise of all options granted and proposed to be granted to such person (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option schemes of the Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by the Shareholders in general meeting with such grantee and his close associates (or his associates if the participant is a connected person) abstaining from voting.

Any grant of options under the Share Option Scheme to any Director, chief executive of the Company or substantial Shareholder of the Company or any of their respective associates must also be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of an option under the Share Option Scheme).

REPORT OF THE DIRECTORS

Any grant of options under the Share Option Scheme to a substantial Shareholder or an independent non-executive Director or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options under the Share Option Scheme already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (1) representing in aggregate over 0.1% of the Shares in issue; and (2) having an aggregate value, based on the closing price of the Shares on the offer date of each grant, in excess of HK\$5 million; such further grant of options must be approved by the Shareholders in a general meeting. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

Vesting period

Unless otherwise determined by the Directors and stated in the offer to a grantee, a grantee is not required to hold an option for any minimum period nor achieve any performance target before the exercise of an option granted to him.

Exercising period

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to the grantee thereof, and in the absence of such determination, from the date of acceptance of the offer of such option to the earlier of (i) the date on which such option lapses under the relevant provisions of the Share Option Scheme; and (ii) the date falling 10 years from the offer date of that option.

Time of acceptance and vesting of the option

An offer may be accepted within a period of up to 21 days from the date, which must be a Business Day, on which the offer is made and a consideration of HK\$1.00 must be paid upon acceptance.

The following persons are eligible to participate in the Share Option Scheme:

- (i) any employee (whether full time or part time, including the Directors (including any non-executive Director and independent non-executive Director)) of the Company, any of its subsidiaries (within the meaning of the Companies Ordinance) or any Invested Entity;
- (ii) any supplier of goods or services to any member of the Group or any entity in which any member of the Group holds any equity interest (the "Invested Entity");
- (iii) any customer of any member of the Group or any Invested Entity;
- (iv) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (vi) any adviser (professional or otherwise), consultant, individual or entity who in the opinion of the Directors has contributed or will contribute to the growth and development of the Group; and
- (vii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group

and, for the purpose of the Share Option Scheme, the offer for the grant of an option may be made to any company wholly owned by one or more eligible participants.

REPORT OF THE DIRECTORS

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

During the year ended 31 December 2025 and up to the date of this report, there was no arrangement made by the Company or its subsidiaries to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any body corporate.

COMPETING INTERESTS

The Controlling Shareholders had entered into the deed of non-competition in favour of the Company on 18 March 2021 (the "Non-competition Undertaking"). Each of the Controlling Shareholders has confirmed that he/it had complied with the Non-competition Undertaking during the year ended 31 December 2025 and up to the date of this report. The independent non-executive Directors have reviewed that state of compliance of each of the Controlling Shareholder with the Non-competition Undertaking and as far as the independent non-executive Directors can ascertain, there has been no breach of the undertakings given in the Non-competition Undertaking by the Controlling Shareholders during the year ended 31 December 2025 and up to the date of this report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed under "Related Party Transactions" in Note 33 to the consolidated financial statements, there were no transaction, arrangement and contract of significance, to which the Company's holding company or subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted 31 December 2025 or at any time during the year ended 31 December 2025.

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

Save for those disclosed above or in this report, there were no contracts of significance between the Company or any of its subsidiaries and a Controlling Shareholder or any of its subsidiaries nor any contracts of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholder or any of its subsidiaries during the year ended 31 December 2025.

MANAGEMENT CONTRACT

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2025.

CONNECTED AND RELATED PARTY TRANSACTIONS

On 23 February 2026, the Group entered into a framework service agreement with Arcana Water Seepage Investigation Co. Limited, a company owned by the spouse of the Shareholder of the Company, pursuant to which the Group agreed to provide the construction related sub-constructing services for a term of three years.

To the best knowledge of the Directors, save as above and disclosed under Note 33 to the consolidated financial statements, there was no other related party transaction during the year ended 31 December 2024.

RETIREMENT SCHEME

The Group joins mandatory provident fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong). The retirement benefit scheme contributions made by the Group amounted to approximately HK\$0.2 million (2024: approximately HK\$0.2 million) during the year ended 31 December 2025. Save as the aforesaid, the Group did not participate in any other pension schemes during the year ended 31 December 2025.

REPORT OF THE DIRECTORS

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group during the years ended 31 December 2025 and 31 December 2024 are set out in Note 13 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient level of public float for its shares as required under the Listing Rules during the year ended 31 December 2025 and up to the date of this report.

REVIEW OF AUDIT COMMITTEE

The Audit Committee has reviewed, together with the management and external auditor of the Company, the accounting principles and policies adopted by the Group and the consolidated financial statements.

AUDITOR

CWK CPA Limited has been appointed as the auditor of the Company on 13 December 2022. CWK CPA Limited resigned as auditor of the Company on 20 August 2024 and OOP CPA & Co. has been appointed as the auditor of the Company on 20 August 2024. There have been no other changes in auditor during the preceding three years.

SUBSEQUENT EVENTS

On 23 February 2026, the Group entered into a framework service agreement with Arcana Water Seepage Investigation Co. Limited, a company owned by the spouse of the Shareholder of the Company, pursuant to which the Group agreed to provide the construction-related sub-contracting services for a term of three years.

On behalf of the Board

Mr. Chan Leung

Chairman

25 March 2026

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

REPORTING BOUNDARIES AND PRINCIPLES

Unity Enterprise Holdings Limited (the “Company”, and its subsidiaries, collectively the “Group”, “we” or “us”) are pleased to publish our environmental, social and governance (“ESG”) report (the “Report”), which summarised our ESG management approaches, environmental and social performance for the year ended 31 December 2025 (the “Reporting Period” or “2025”).

The boundary is consistent with the business units stated in the annual report, which covers our business operations in relation to provision of repair and maintenance services and additional ancillary services to existing buildings and EV arising and installation services and distributorship of building materials in Hong Kong. The environmental key performance indicator (“KPI”) disclosure mainly focused on our office operation and all contract works in Hong Kong during the Reporting Period.

The Report was prepared in accordance with the ESG Reporting Guide as set out in Appendix C2 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “HKEX”) and is in adherence with the ESG reporting principles of materiality, quantitative, balance and consistency.

During the preparation for this ESG Report, the Group has applied the following reporting principles according to the ESG Reporting Guide:

Materiality: With confirmation from the board (the “Board”) of directors (the “Directors”) and management of the Company, this ESG Report is structured based on the materiality of ESG issues identified from a stakeholder engagement exercise.

Quantitative: KPIs and quantitative information from the office and the projects are disclosed in this Report.

Consistency: Unless otherwise stated, the preparation approach of this Report is consistent with the previous report for comparison. If there are any changes in calculation methodologies that may affect the comparison with previous reports, explanation will be provided in the corresponding section.

INFORMATION AND FEEDBACK

Your feedback is essential to our continuous improvement in ESG performance. You are welcome to provide your views through the contacts below:

Address: Room 1610, 16/F, Harizon East, 1 Tsat Po Street, San Po Kong, Kowloon, Hong Kong
Tel No.: 2529 0928
Fax No: 2111 0892
Email: info@hongdau.com.hk

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ESG MANAGEMENT

Statement from the Board

As a contractor specialising in RMAA works and EV advising and Installation services and the distributor of building materials, we value environmental sustainability and have been striving to integrate the concept into every part of our daily business operations. The Report summarises the strategy, practice and vision of our Group in respect of the issues related to ESG, and conveys a clear message of our Group's devotion for sustainability. To enhance our resilience and adaptive capacity to potential ESG-related risks and opportunities, all potential ESG issues are covered and evaluated in the annual risk assessment.

We have a well-established governance structure to effectively oversee our ESG issues and manage our sustainability performance. The Board assumes ultimate responsibility for overseeing our Group's ESG-related risks and opportunities, establishing the ESG-related strategies and targets of our Group, and reviewing our Group's performance annually against the ESG-related targets. In pursuant of our commitment towards responsible corporate citizen, we have set up an ESG working group and it comprises members from senior management, which supports the Board in implementing ESG-related strategies and targets, and promoting the implementation of measures in relation to ESG issues identified. To effectively and accurately evaluate ESG-related issues that are considered material and relevant to the Group, the Board requires the ESG working group to report ESG updates to the Board regularly.

To ensure all the long-term sustainability goals and targets are relevant to the Group, the Board keeps track and continuously reviews the sustainability priorities through regular stakeholder engagement and embeds the results into our sustainability initiatives and strategies. We also take into consideration the industry practices, international trends and benchmarks against peers in setting and evaluating our environmental and social KPIs as well as other ESG topics that are material to the Group's principal business.

Board

- The Board is responsible for the overall decision-making process and overseeing the formulation, administration, and assessment of the ESG system.

ESG Working Group

- The ESG working group is responsible for assisting the Board in managing and monitoring the ESG matters on a daily basis.

Functional Department

- Functional departments are responsible for the execution of measures to achieve the preset ESG-related strategies and targets.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Stakeholders Engagement

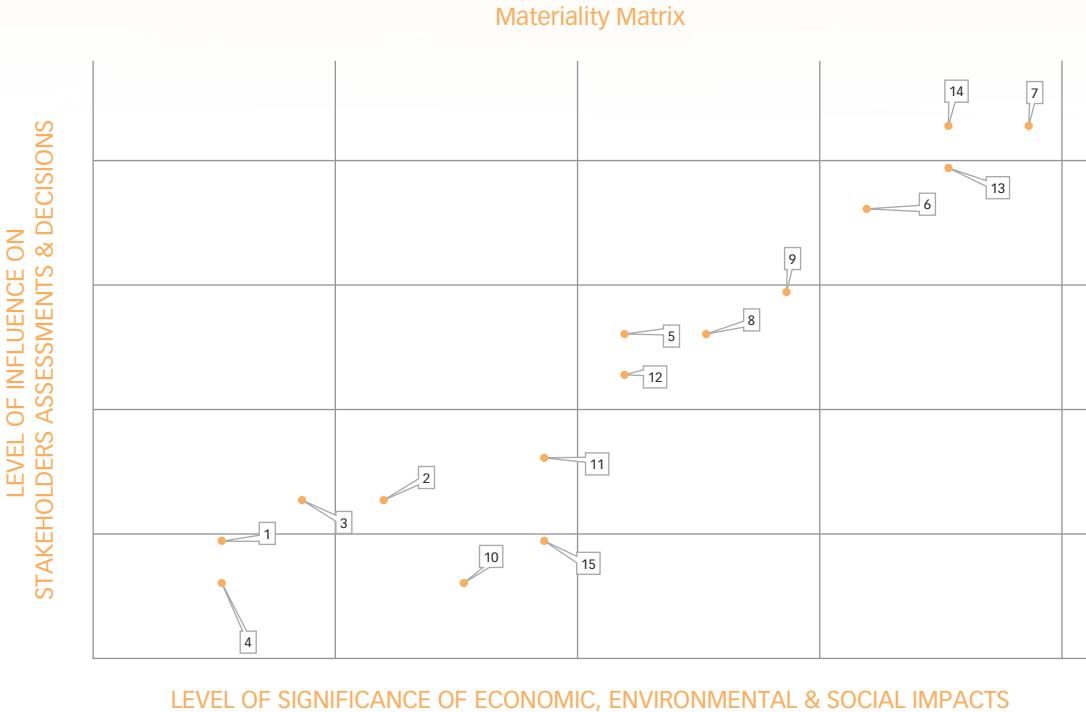
The Group is dedicated to sustaining a long-term value for its stakeholders, and strongly believes that the stakeholders play a crucial role in sustaining the success of business. The major areas of concerns of its stakeholders and the means through which the Group engages with such stakeholders are detailed below:

| Stakeholders | Areas of concern | Communication and responses |
|--|--|--|
|  Stock Exchange | <ul style="list-style-type: none"> Compliance with the Listing Rules Timely and accurate announcements | <ul style="list-style-type: none"> Company website Public disclosure of the Group |
|  Government and regulatory authorities | <ul style="list-style-type: none"> Compliance with laws and regulations Prevention of tax evasion Information disclosure and reporting materials | <ul style="list-style-type: none"> Company website and announcements Inspections Tax returns and other information. |
|  Suppliers | <ul style="list-style-type: none"> Compliance operations Payment schedule and stable demand Quality services | <ul style="list-style-type: none"> Conference calls and email |
|  Investors | <ul style="list-style-type: none"> Corporate governance Business strategies and performance, and investment returns | <ul style="list-style-type: none"> General meetings Financial reports and announcements |
|  Media & Public | <ul style="list-style-type: none"> Corporate governance Environmental protection and human rights | <ul style="list-style-type: none"> Company website Announcements |
|  Customers | <ul style="list-style-type: none"> Quality product and service Delivery schedule Operational compliance Commercial credibility Reasonable prices and personal data protection | <ul style="list-style-type: none"> Site visits Meetings |
|  Employees | <ul style="list-style-type: none"> Rights and benefits of employees Training and development Working environment and occupational safety Equal opportunities | <ul style="list-style-type: none"> Employee training Regular meetings WhatsApp group |
|  Community | <ul style="list-style-type: none"> Community development Employment opportunities Environmental protection Social welfare | <ul style="list-style-type: none"> Community activities Press releases and announcements |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Materiality Assessment

In accordance with the ESG Reporting Guide and industry standard, the Group has identified 15 material ESG issues. The Group comprehensively assessed the importance of each issue based on the level of influence on stakeholders assessments and decisions as well as the level of significance of economic, environmental, and social impacts by conducting the internal survey. The materiality assessment result is used to determine the focus of disclosure in the ESG Report and formulate the Group’s ESG strategy. The Group will continue to conduct the materiality assessment in order to analyse its business risks, enhance the relevance of the ESG reports and respond to stakeholders’ expectations. The following is the materiality matrix of the Group’s material ESG issues:



Environmental

- 1. GHG Emissions
- 2. Waste Management
- 3. Water Consumption
- 4. Energy Efficiency
- 5. Climate Change

Social

- 6. Employees’ Rights and Welfare
- 7. Health and Safety
- 8. Development and Training
- 9. Prevention of Child and Forced Labour
- 10. Supply Chain Management
- 11. Building Safety and Quality Control
- 12. Customer Services and Complaint Management
- 13. Customer Data Privacy Protection
- 14. Anti-corruption and Whistle-blowing Mechanism
- 15. Community Investment

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL

Overview

The Group strives to minimize the negative impact its business operation brings to the environment. We therefore continue to maintain an environmental management system so as to ensure that our various environmental measures and daily operation bring about positive environmental impacts and mitigation, as well as to comply with the applicable environmental protection laws.

Compliance and Grievance

During the Reporting Period, the Group complied with all relevant environmental laws and regulations that have significant impacts, including but not limited to, the Waste Disposal Ordinance (Cap. 354 of the Laws of Hong Kong). During the Reporting Period, no confirmed non-compliance incidents or grievances were noted by the Group in relation to environmental issues.

Emissions

Our air emissions derive mainly from automobiles. As for greenhouse gas (“GHG”) emissions, our major direct emission (Scope 1) is contributed by vehicle combustion while all indirect emissions (Scope 2 and Scope 3) are results of electricity consumption and paper disposal. Details of the emissions are as follows:

| | 2025 | 2024 |
|---|----------------|----------------|
| Emissions | | |
| Air Emissions from Vehicles | | |
| Nitrogen oxides (NO _x) (kg) | N/A* | N/A* |
| Sulphur oxides (SO _x) (kg) | N/A* | N/A* |
| Particulate matters (PM) (kg) | N/A* | N/A* |
| Greenhouse Gas Emissions | | |
| Vehicle combustion (Scope 1) (tonnes) | N/A* | N/A* |
| Electricity consumption (Scope 2) (tonnes) | 7 | 3 |
| Paper disposal (Scope 3) (tonnes) | 2 | 2 |
| Total Greenhouse Gas Emissions (tonnes) | 9 | 5 |
| Emission intensity (tonnes/thousand HKD revenue) | 0.00004 | 0.00003 |

* The Group disposed of fuel vehicle and switched to electric vehicle.

Due to the switch to the electric vehicle, the total GHG emission intensity was immaterial. To uphold the principles of sustainable development, the Group is committed to maintaining the total GHG emission intensity for the next reporting period, against the level of baseline year ended 31 December 2025. Other mitigating measures against emissions are detailed in the subsections headed “Mitigating Measures” and “Energy and Water Consumption”.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Wastes Management


Due to the Group’s business nature as related to the construction industry, the main source of our non-hazardous waste is the Construction and Demolition (C&D) waste being disposed. To ensure proper management of waste, waste disposal is handled by Environmental Protection Department (EPD) regularly.

| Construction and Demolition (C&D) Waste | 2025 | 2024 |
|---|-------|---------|
| Total C&D Waste (tonnes) | 210 | 150 |
| Non-hazardous waste intensity (tonnes/thousand HKD revenue) | 0.001 | 0.00099 |


Our production of wastes, particularly C&D wastes, greatly depends on the number of projects and requirements of the individual project. Considering the difficulty in predicting the number and respective characteristics of future projects, our Group will target to reduce or maintain the increase of production of non-hazardous wastes intensity between 90% to 120% for the next reporting period, against the level of baseline year ended 31 December 2025, given that there is no sudden surge in the number of projects.

Mitigating Measures


All practicable practices are adopted to closely monitor and mitigate the environmental impact of the operations. We actively arrange the surplus materials on the construction sites to be re-used in other construction sites instead of dumping them. Moreover, various control measures are deployed to reduce emissions, as listed below:




ultra-low sulphur diesel for plants and generators




trip-ticket system to record disposal of construction waste to disposal facilities



non-road mobile machinery approved with EPD label



open burning is prohibited in all sites



air compressor and hand held percussive breaker with noise emission label

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Use of Resources, and Environment and Natural Resources

Energy and Water Consumption

The Group takes up its environmental stewardship through managing its resources responsibly. The Group encourages the reduction of consumption of fuel, electricity and increasing resources efficiency by encouraging staffs to take part in a range of green office practices, which includes but not limited to:

- (i) switch off the lights and electronic appliances before they leave the office;
- (ii) set the temperature of the office's air conditioner to 23–25 Degree Celsius;
- (iii) use double-sided printing instead of single-sided printing; and
- (iv) replace all lightings with more energy-efficient lightings.

Due to the expansion of the Group during the Reporting Period, the electricity consumption intensity recorded an increase when compared with the last reporting period. The Group will make continues efforts in working towards the target of reducing or maintaining the increase of electricity consumption intensity between 90% to 120% for the next reporting period, against the level of baseline year ended 31 December 2025.

The existing water supply adequately meets the Group's daily operational needs and there has been no difficulty in sourcing water. The usage of water consumption is immaterial and therefore excluded from our data collection and disclosure. Nevertheless, the Group strives to conserve water by implementing measures such as performing regular checks on faucets to avoid unnecessary leakage and to enable prompt reporting of any damages, and actively promoting water conservation awareness among employees.

| | 2025 | 2024 |
|---------------------------------------|--------|-------|
| Total Resources Consumption | | |
| Electricity Intensity | | |
| Total Electricity consumption (kWh) | 19,856 | 7,560 |
| Electricity Intensity (kWh/Staff/Day) | 2.47 | 1.22 |

Climate-Related Disclosures

1 Governance

- **Board Oversight:** The Board of Directors holds ultimate responsibility for climate-related issues and oversees the relevant strategies, directions, and policies.
- **Management Role:** Management regularly discusses and reviews climate risks, opportunities, and performance to monitor potential impacts on the business.
- **Operational Integration:** Climate considerations are integrated into daily operations, particularly in safety protocols for outdoor construction works.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

2. Strategy: Risks and Opportunities

The Group categorized the climate-related risks facing our maintenance and engineering operations into three strategic horizons: short-term (1–5 years), medium-term (6–10 years), and long-term (over 10 years). These risks encompass physical threats specific to the Hong Kong environment, such as the rising frequency of extreme weather, shifting rainfall patterns that increase flooding risks at work sites, and escalating ambient temperatures. Beyond these physical impacts, the Group is mindful of transition risks, particularly those arising from evolving government policies and stricter building legislation. The Group also recognizes that failing to respond adequately to climate challenges could result in significant reputational damage, whereas proactive adaptation presents a key opportunity to strengthen our market position.

The table below set out the possible financial loss and nonfinancial detriments arising from climate-related risks to which we may be exposed:

| Type of Risk/ Opportunity | Description of Risk/Opportunity | Likelihood | Impact | Time | Affected | Priority Ranking | Potential | Response Measures |
|---|---|------------|--------|----------------------|------------------------|---------------------|-----------------------------------|--|
| | | | | Horizon of Impact | Value Chain Segment | | Financial Impact | |
| Physical risks — Extreme Weather Disruption | Typhoons/heavy rain disrupt high-altitude repairs, causing safety hazards and delays. | High | High | Short term | Operations | High | Costs increase; revenue decrease | Real-time weather monitoring and emergency plans. |
| Chronic risk — Building Degradation | Rising temperature/humidity accelerates facade corrosion and spalling. | Medium | Medium | Long term | Downstream | Medium | Revenue increase (more contracts) | Climate-resilient materials and monitoring techniques. |
| Transition risk — Green Building Materials | Customer mandates increasingly demand low-carbon methods and materials | Medium | Medium | Medium term | Operations | Medium | Initial cost increase | Green tech investment and staff training. |
| Legal risk — Regulatory Non- Compliance | Breaches of building Ordinances/safety rules lead to fines and penalties. | Low | High | Short term | Operations | High | Fines; revenue loss | Regular audits and legal compliance team. |
| Market and reputational risk — Client Loss | Poor quality/delays damage reputation and contracts. | Medium | Medium | Short term | Downstream | Medium | Revenue decrease | Enhanced feedback and quality systems. |
| Opportunity — Digital/Sustainable Innovation | Drones, AI inspections and eco-materials boost efficiency and green demand. | Medium | Medium | Short term | Downstream | Medium | Revenue increase | AI-drone integration for precise services. |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

As a Hong Kong-based construction company, the Group recognizes that the increasing severity of extreme weather events poses significant risks to the operations, potentially leading to project delays that lower revenue and drive up insurance costs for site works. Furthermore, stricter government climate regulations and a market shift toward eco-friendly building materials may increase our compliance costs and necessitate higher investment in green repair technologies to maintain the competitive edge. While the Group has identified that revenue, cost of sales, and net profit are likely to be affected, the Group has not provided specific quantitative data due to the high level of measurement uncertainty involved. However, as the Group focuses primarily on project management rather than manufacturing, the overall climate risk exposure remains relatively low. To bolster the strategic planning, the Group conducted a qualitative climate scenario analysis in 2025 focusing on our Hong Kong operations, utilizing IPCC and NGFS frameworks to align with the Paris Agreement. This analysis assumes that our major asset locations and current mitigation measures will remain constant, providing a foundation for the long-term climate resilience despite the inherent uncertainties of such projections.

| Physical risks | IPCC AR6 SSP2–4.5 (Percentage of value at risk) | IPCC AR6 SSP5–8.5 (Percentage of value at risk) |
|--|--|--|
| | 2030/2050/2080 | 2030/2050/2080 |
| Extreme Weather Disruption | Low/Low/Low | Low/Low/Medium |
| Chronic Risk — Building Degradation | Low/Low/Low | Low/Low/Medium |

| Transition risks & Opportunities | NGFS Net Zero 2050 (Percentage of total cost) | NGFS Current Policies (Percentage of total cost) |
|---|--|---|
| | 2030/2050/2080 | 2030/2050/2080 |
| Green Building Materials | Low/Low/Medium | Low/Low/Low |
| Regulatory Non-Compliance | Low/Low/Medium | Low/Low/Low |
| Market & Reputational Risk — Client Loss | Low/Low/Low | Low/Low/Low |
| Opportunity — Digital & Sustainable Innovation | Low/Low/Medium | Low/Low/Low |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

3. Risk Management

- **Monitoring:** The company continuously monitors climate-related risks and takes measures to minimize potential impacts.
- **Extreme Weather Protocols:** We follow the “Code of Practice in Times of Typhoons and Rainstorms” issued by the Labour Department to ensure worker safety during extreme weather.
- **Supply Chain:** We work closely with material suppliers to ensure they are environmentally conscious and maintain sustainable practices.

4. Metrics & Targets

The Group tracked climate-related performance across the following primary pillars: GHG emissions, waste management, energy consumption, and water usage. The Group maintained transparency through annual disclosures, allowing for consistent progress tracking and comparability over time.

Currently, the KPIs and targets are established and managed through internal data systems. During this reporting cycle, the Group maintained the existing methodology without any material revisions.

- **Waste Management:**
 - Adopt the **“3Rs” principle** (Reduce, Reuse, Recycle) for construction waste.
 - Implement double-sided printing and electronic dissemination of project reports to reduce paper consumption.
- **Resource Efficiency:**
 - Track the usage of packaging materials (e.g., cardboard and plastic) used during maintenance projects.
 - Reuse packaging materials whenever possible after project completion.
- **Financial Impact:** Periodically assess how climate risks affect financial performance, including potential impacts on revenue and general administrative expenses.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

B. SOCIAL

Overview

The Group views its employees as the key to future success. To this end, we spare no effort to build a healthy and supportive workplace for employees so as to advance their career progression and enhance their professional development. Looking ahead, we will continue to do our best to cater the needs of employees to enable them to thrive and grow with us.

Compliance and Grievance

As an equal opportunity employer, the Group complies with all relevant employment laws and regulations that have a significant impact on it, including but not limited to the Employment Ordinance (Cap. 57 of the Laws of Hong Kong), the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong), the Minimum Wage Ordinance (Cap. 608 of the Laws of Hong Kong), the Sex Discrimination Ordinance (Cap. 480 of the Laws of Hong Kong) and the Employees' Compensation Ordinance (Cap. 282 of the Laws of Hong Kong).

Employment

The Group has set up clear policies and guidelines to attract and retain talent. For instance, the enhancement of human capital is of our main focus and attractive remuneration and welfare packages are offered to talented individuals. To encourage hard work and career dedication, we provide promotion opportunities and salary adjustments that are commensurate with individual performance. The Group is committed to building a diversified and inclusive working environment to ensure no employees are discriminated against or deprived of opportunities due to gender, ethnic background, religious belief, colour, sexual orientation, age, marital status or family status in relation to recruitment and promotions. During the Reporting Period, the Group did not identify any material non-compliance related to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity, anti-discrimination, and other benefits and welfare. During the Reporting Period, all employees are from Hong Kong in respect to geographical region.

The Team

| | 2025 | 2024 |
|-----------------------------|-----------|------|
| Number of Employees | 22 | 17 |
| By Gender | | |
| Female | 7 | 6 |
| Male | 15 | 11 |
| By Age | | |
| 25 or below | - | - |
| 25 to 29 | 1 | - |
| 30 to 39 | 5 | 1 |
| 40 to 49 | 5 | 6 |
| Over 50 | 11 | 10 |
| By Employment Type | | |
| Full-time | 18 | 12 |
| Part-time | 4 | 5 |
| By Employee Category | | |
| Project Management | 14 | 9 |
| Administration and Finance | 4 | 4 |
| Director | 4 | 4 |

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During the Reporting Period, the employee turnover rates are as follows:

| | 2025 | 2024 |
|-------------------------------------|------------|------|
| Total Employee Turnover Rate | 27% | 47% |
| By Gender | | |
| Female | 30% | 50% |
| Male | 25% | 45% |
| By Age | | |
| 25 or below | N/A | 100% |
| 25 to 29 | N/A | N/A |
| 30 to 39 | N/A | 100% |
| 40 to 49 | 50% | 29% |
| Over 50 | 21% | 26% |
| By Geographical Region | | |
| Hong Kong | 27% | 38% |

Health and Safety

Occupational health and safety remain our first priority among all our operations due to the nature of works in construction sites. In this regard, we uphold a high standard of health and safety, comply with the customers' requirement as well as the relevant regulations, including the Occupational Safety and Health Ordinance (Cap. 509) and Factories and Industrial Undertakings Ordinance (Cap. 59). The Group has in all material respects complied with all applicable laws and regulations in Hong Kong in relation to providing a safe working environment and protecting employees from occupational hazards.

Certification

The Group protects the safety of its employees and subcontractors through its robust Safety Management System. This standard is implemented across all projects and is continuously updated in light of latest international trends.

Our safety and health policy stipulates the responsibilities of personnel in keeping a safe working environment by implementing all relevant safety procedures and practicable measures. All of our employees and subcontractors are required to comply with this policy.

During the last three reporting periods, no work-related fatalities were recorded by the Group. In terms of work-related injuries during the Reporting Period, there were zero reported case, resulting a total of zero lost days. The Group continues to reflect on its existing safety policies and is committed to continuously adapt and improve its occupational safety measures as would be necessary.

Work-related injury statistics

| | 2025 | 2024 | 2023 |
|--|----------|------|------|
| Number reportable accidents | 0 | 0 | 1 |
| Number of work-related fatalities | 0 | 0 | 0 |
| Number of last days due to work injury | 0 | 128 | 10 |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Development and Training

The Group strives to enhance the professional competency and capability of employees in their work through providing a range of development and training programmes. Trainings are designed and executed based on the specific needs of their respective roles and duties. The Group puts in unremitting effort and invests sufficient resources in the personal development and career advancement in our people so that they can learn and strive with us. Apart from on-the-job training, we promote continuous education by encouraging staffs to engage in internal and external training to enrich their professional capacity, technical knowledge and soft skills.

During the Reporting Period, the details of employees who received trainings are as follows:

| Percentage of Trained Employees (%) | 2025 | 2024 |
|-------------------------------------|------|------|
| Total | 27% | 29% |
| By Gender | | |
| Male | 29% | 37% |
| Female | 27% | 13% |
| By Employee Category | | |
| Project Management | 7% | 17% |
| Administration and Finance | 25% | – |
| Director | 100% | 100% |

| Average training hour of Trained Employees (hour) | 2025 | 2024 |
|---|------|------|
| Average Training Hours (Hours) | | |
| By Gender | | |
| Male | 73 | 83 |
| Female | 9 | 5 |
| By Employee Category | | |
| Project Management | 3 | 5 |
| Administration and Finance | 2 | – |
| Director | 273 | 273 |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Labour Standards

The Group strictly complies with the Employment Ordinance (Cap. 57) and has zero tolerance for any form of child labour or forced labour. With strict labour standards and recruitment policies, we ensure no child or forced labour in our business operation. Identity documents provided by applicants are checked thoroughly and verified by our recruitment personnel. The employment policies of the Group also ensure the right of free choice of employment and ensure that all employment relationships are established on a voluntary basis. If any child or forced labour is discovered, the Group would immediately terminate his/her employment and investigate the incident.

During the Reporting Period, the Group has not identified any non-compliance cases involving child labour and forced labour.

Sustainable Procurement

The Group strives to build a long-lasting relationship with suppliers and subcontractors. In relation to this, we have established a procurement policy to regulate the assessment and selection of suppliers. Only those on the approved list who has passed the Group's quality control tests and have a satisfactory record of quality and on-time delivery will be considered for business engagement. Apart from product quality, we are dedicated to assessing and selecting suppliers or contractors based on their ability of demonstrating eco-friendly and socially responsible practices as well as the adherence to relevant environmental and safety standards. To ensure the performance of the subcontractors and suppliers are up to the standard, evaluation of a supplier on an annual basis is conducted. Various well-defined and stringent criteria include but not limited to the professional qualification, services/products quality, financial status, operation in good integrity, environmental performance and social responsibility. Suppliers or subcontractors may be removed from the approval list if they fail to perform up to standard upon the evaluation result.

The Group demonstrates its environmental stewardship through adhering to green procurement practices. We strive to purchase and use eco-friendly products in our daily operation.

During the Reporting Period, the Group has 83 approved suppliers and sub-contractors with all offices located in Hong Kong.

Product and Service Responsibility

The Group strictly complies with the relevant laws and regulations relating to product responsibility that have significant impacts, including but not limited to the Trade Descriptions Ordinance (Cap. 362 of the Laws of Hong Kong) and the Sale of Goods Ordinance (Cap. 26 of the Laws of Hong Kong).

The Group understands the great deal of trust our customer place in us when choosing to engage us for business. As such, we uphold a high standard of service quality and safety so as to ensure compliance with the relevant laws and regulations.

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Our on-site personnel of project management team would closely inspect and monitor the work performed by our subcontractors, to ensure that the work meets the requirements of our customers. To ensure compliance with our customers' specifications and requirements, our quantity surveyor would also carry out in-house quality inspection and supervision.

During the Reporting Period, the Group was not aware of any non-compliance with the relevant laws and regulations related to health and safety, advertising, labelling and privacy matters relating to the products and services provided.

Customer Management

Close communication with customers has always been maintained to ensure the delivery of our work fulfil or even exceed the expectation and needs of our customers. Prior to the commencement of a project, The Group takes a proactive approach in communicating and confirming the work plan with customer in a timely manner. We also actively monitor, process and coordinate with customers from time to time during the implementation stage of a project. To understand more accurately their specific requirements, during the Reporting Period, the Group launched a customer satisfaction survey to gather their opinion and views, in aspects such as the work progress, workmanship and planning and management of the projects. This survey has enabled us better improve our work quality that tailored customers' needs.

During the Reporting Period, the Group has not received any material complaints or request to terminate projects due to poor quality and safety, nor there is any product labelling or products sold or shipped subject to recalls for safety and health reasons. If a complaint arises, the Group will immediately assess the complaint and conduct an internal investigation into the matter to identify the source of the issue. If the complaint is valid, the Group will immediately provide the relevant solution to solve the issues as soon as practicable.

Intellectual Property

Our operation involves the handling of confidential information. It is therefore our foremost task to protect the intellectual property right of whom we have contact with. The management and relevant department review the contracts entered into with customers and suppliers to ensure the intellectual property rights are properly accounted for. The Group also complies with relevant law and regulation of data privacy. All confidential data of customers can only be accessed by the staffs who are responsible for the projects for relevant clients. During the Reporting Period, the Group has not identified any non-compliance cases relating to product responsibility.

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Information Security

Information security is essential to the integrity and stability of our operation. In connection to this, the Group has appointed a third-party service provider for the management of information security. Their responsibilities include but not limited to the installation, support and monitoring of internet servers, implementation of LAN/WAN network, as well as data backup and restoration.

Prevention is the key to protect information system. Therefore, regular checks and inspection are conducted to ensure the proper operation and function of software and hardware, all malfunctions shall be recorded and corresponding corrective actions must be carried out. Moreover, internet and information system safety are protected from unauthorised access through various control measures including granting access rights to employees by department head, installing firewalls and enforcing password requirements.

Anti-corruption

The Group believes that the integrity of business is the foundation of corporate social responsibility, as well as a fundamental element for a business's competitive advantage and sustainability. The Group is committed to the highest possible standards of openness, probity and accountability. The Group adopts a policy of zero tolerance towards corruption. All employees must fully comply with relevant local laws and regulations, such as the "Prevention of Bribery Ordinance" in Hong Kong, as well as the Group's own policies on prevention of corruption. During the Reporting Period, our employees, including the Directors, received a 2-hour anti-corruption training.

Whistle-Blowing Policy

To facilitate our employees to report illegality, irregularity, malpractice, unethical acts or behaviours, inappropriate conducts or actions, the Group has established a whistle-blowing policy and procedures. Employees are encouraged to report any suspicious activities or behaviours that violate our values and Group's policies regarding ethics, including but not limited to events that are non-compliant with the Group's policy, laws, rules, regulations, general practice of financial reporting and internal control. The concerns about the aforementioned malpractices can be reported to the audit committee of the Company via mail or email.

The Group handles reported cases cautiously and each submitted case will be handled and investigated promptly, thoroughly and seriously. A full investigation will then be conducted, disciplinary action will be applied to the employees involved upon confirmation of the occurrence, and further legal action may be taken depending on the nature and particular circumstances of each case.

The whistle-blowing policy and its procedures are applicable to all levels of the members of the Group, and have been clearly stipulated in the employee handbook and have been circulated among employees for their reference.

Community Investment

The Group recognises the importance of social responsibilities and regards public welfare as one of the core aspects of its corporate culture. We encourage our employees to contribute to the community through volunteerism, philanthropy and community services.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

HKEX ESG CONTENT INDEX

| Aspect | Description | Chapter/Section | Remarks |
|--|--|--|---|
| Mandatory Disclosure Requirements | | | |
| Governance Structure | A statement from the board containing the following elements: (i) a disclosure of the board's oversight of ESG issues; (ii) the board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses); and (iii) how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses. | | |
| Reporting Principle | A description of, or an explanation on, the application of the following Reporting Principles in the preparation of the ESG Report: Materiality: The ESG report should disclose: (i) the process to identify and the criteria for the selection of material ESG factors; (ii) if a stakeholder engagement is conducted, a description of significant stakeholders identified, and the process and results of the issuer's stakeholder engagement. Quantitative: Information on the standards, methodologies, assumptions and/or calculation tools used, and source of conversion factors used, for the reporting of emissions/energy consumption (where applicable) should be discussed. Consistency: The issuer should disclose in the ESG report any changes to the methods or KPIs used, or any other relevant factors affecting a meaningful comparison. | | |
| Reporting Boundary | A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change. | | |
| A. Environmental | | | |
| A1: Emissions | | | |
| General Disclosure | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. | Environmental — Overview, Compliance and Grievance, Emissions | |
| KPI A1.1 | The types of emissions and respective emissions data. | Emissions | |
| KPI A1.3 | Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). | Not applicable | The Group has not identified any hazardous waste that was produced by our core business |

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| Aspect | Description | Chapter/Section | Remarks |
|--|--|--|--|
| KPI A1.4 | Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). | Wastes Management | |
| KPI A1.5 | Description of emissions target(s) set and steps taken to achieve them. | Emissions, Mitigating Measures, Energy and Water Consumption | |
| KPI A1.6 | Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. | Wastes Management, Mitigating Measures | |
| A2: Use of Resources | | | |
| General Disclosure | Policies on the efficient use of resources, including energy, water and other raw materials. | Use of Resources, and Environment and Natural Resources | |
| KPI A2.1 | Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). | Energy and Water Consumption | |
| KPI A2.2 | Water consumption in total and intensity (e.g. per unit of production volume, per facility). | Energy and Water Consumption | |
| KPI A2.3 | Description of energy use efficiency target(s) set and steps taken to achieve them. | Energy and Water Consumption | |
| KPI A2.4 | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. | Energy and Water Consumption | |
| KPI A2.5 | Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. | Not applicable | Use of packaging materials is not applicable to our core business and is not identified as material aspect in the Group's business |
| A3: The Environment and Natural Resources | | | |
| General Disclosure | Policies on minimizing the issuer's significant impact on the environment and natural resources. | Use of Resources, and Environment and Natural Resources | |
| KPI A3.1 | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. | Use of Resources, and Environment and Natural Resources | |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

| Aspect | Description | Chapter/Section | Remarks |
|------------------------------|---|---|---------|
| B. Social | | | |
| B1: Employment | | | |
| General Disclosure | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. | Social — Overview, Compliance and Grievance, Employment | |
| KPI B1.1 | Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. | Employment — The Team | |
| KPI B1.2 | Employee turnover rate by gender, age group and geographical region. | Employment — The Team | |
| B2: Health and Safety | | | |
| General Disclosure | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. | Health and Safety | |
| KPI B2.1 | Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. | Health and Safety | |
| KPI B2.2 | Lost days due to work injury. | Health and Safety | |
| KPI B2.3 | Description of occupational health and safety measures adopted, how they are implemented and monitored. | Health and Safety | |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

| Aspect | Description | Chapter/Section | Remarks |
|-------------------------------------|---|--------------------------|---------|
| B3: Development and Training | | | |
| General Disclosure | Policies on improving employees' knowledge and skills for discharging duties at work. | Development and Training | |
| KPI B3.1 | The percentage of employees trained by gender and employee category (e.g. senior management, middle management). | Development and Training | |
| KPI B3.2 | The average training hours completed per employee by gender and employee category. | Development and Training | |
| B4: Labour Standards | | | |
| General Disclosure | Information on: <ul style="list-style-type: none"> (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. | Labour Standards | |
| KPI B4.1 | Description of measures to review employment practices to avoid child and forced labour. | Labour Standards | |
| KPI B4.2 | Description of steps taken to eliminate such practices when discovered. | Labour Standards | |
| B5: Supply Chain Management | | | |
| General Disclosure | Policies on managing environmental and social risks of the supply chain. | Sustainable Procurement | |
| KPI B5.1 | Number of suppliers by geographical region. | Sustainable Procurement | |
| KPI B5.2 | Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. | Sustainable Procurement | |
| KPI B5.3 | Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. | Sustainable Procurement | |
| KPI B5.4 | Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. | Sustainable Procurement | |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

| Aspect | Description | Chapter/Section | Remarks |
|---|---|--|---------|
| B6: Product and Service Responsibility | | | |
| General Disclosure | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. | Product and Service Responsibility | |
| KPI B6.1 | Percentage of total products sold or shipped subject to recalls for safety and health reasons. | Product and Service Responsibility | |
| KPI B6.2 | Number of products and service related complaints received and how they are dealt with. | Product and Service Responsibility — Customer Management | |
| KPI B6.3 | Description of practices relating to observing and protecting intellectual property rights. | Product and Service Responsibility — Intellectual Property | |
| KPI B6.4 | Description of quality assurance process and recall procedures. | Product and Service Responsibility | |
| KPI B6.5 | Description of consumer data protection and privacy policies, how they are implemented and monitored. | Product and Service Responsibility — Information Security | |
| B7: Anti-corruption | | | |
| General Disclosure | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. | Anti- corruption, Whistle-blowing Policy | |
| KPI B7.1 | Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. | Anti-corruption | |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

| Aspect | Description | Chapter/Section | Remarks |
|---------------------------------|--|----------------------|---------|
| KPI B7.2 | Description of preventive measures, how they are implemented and monitored. | Anti-Corruption | |
| KPI B7.3 | Description of anti-corruption training provided to directors and staff. | Anti-Corruption | |
| B8: Community Investment | | | |
| General Disclosure | Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. | Community Investment | |
| KPI B8.1 | Focus areas of contribution (e.g. education, environmental concerns, labor needs, health, culture, sport). | Community Investment | |
| KPI B8.2 | Resources contributed (e.g. money or time) to the focus area. | Community Investment | |

| Aspect | Description | Section reference |
|---|---|----------------------------|
| Climate-related Disclosure Index | | |
| | <p>Governance</p> <p>The governance body(s) responsible for oversight of climate-related risks and opportunities.</p> | Climate-related disclosure |
| | <p>Management's role in the governance processes, controls and procedures used to monitor, manage and oversee climate-related risks and opportunities.</p> | Climate-related disclosure |
| | <p>Strategy — Climate-related Risks and Opportunities</p> <p>Description of climate-related risks and opportunities that could reasonably be expected to affect the issuer's cash flows, access to finance or cost of capital over the short, medium or long term.</p> | Climate-related disclosure |
| | <p>Strategy — Business Model and Value Chain</p> <p>Description of the current and anticipated effects of climate-related risks and opportunities on the issuer's business model and value chain.</p> | Climate-related disclosure |
| | <p>Strategy — Strategy and Decision-Making</p> <p>Information regarding how the issuer has responded and plans to respond to material climate-related risks and opportunities in its strategy and decision-making, including how the issuer plans to achieve any climate-related targets it has set and any targets it is required to meet by law or regulation.</p> | Climate-related disclosure |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

| Aspect | Description | Section reference |
|--------|--|----------------------------|
| | <p>Strategy — Financial Position, Financial Performance and Cash Flows — Current Financial Effects</p> <p>How climate-related risks and opportunities have affected the issuer’s financial position, financial performance and cash flows for the reporting period. Information regarding the climate-related risks and opportunities identified for which there is a significant risk of a material adjustment to the carrying amounts of assets and liabilities within the next reporting year.</p> | Climate-related disclosure |
| | <p>Strategy — Financial Position, Financial Performance and Cash Flows — Anticipated Financial Effects</p> <p>How the issuer expects its financial position to change over the short, medium and long term, given its strategy to manage climate-related risks and opportunities. Based on the issuer’s strategy to manage climate-related risks and opportunities, how it expects its financial performance and cash flows to change over the short, medium and long term.</p> | Climate-related disclosure |
| | <p>Strategy — Climate Resilience</p> <p>The issuer’s assessment of its climate resilience as at the reporting date. How and when the climate-related scenario analysis was carried out.</p> | Climate-related disclosure |
| | <p>Risk Management</p> <p>The processes and related policies the issuer uses to identify, assess, prioritize and monitor climate-related risks and opportunities.</p> | Climate-related disclosure |
| | <p>The processes the issuer uses to identify, assess, prioritize and monitor climate-related risks and opportunities (including information about whether and how the issuer uses climate-related scenario analysis to inform its identification of climate-related opportunities).</p> | Climate-related disclosure |
| | <p>How the processes for identifying, assessing, prioritizing and monitoring climate-related risks and opportunities are integrated into and inform the issuer’s overall risk management process.</p> | Climate-related disclosure |
| | <p>Metrics and Targets — Greenhouse Gas Emissions</p> <p>The issuer shall disclose its absolute gross greenhouse gas emissions for the reporting period (expressed in \$tCO₂e\$), classified into: Scope 1 greenhouse gas emissions; Scope 2 greenhouse gas emissions; Scope 3 greenhouse gas emissions.</p> | Emissions — GHG Emissions |
| | <p>Metrics and Targets — Climate-related Transition Risks</p> <p>The issuer shall disclose the amount and percentage of assets or business activities vulnerable to climate-related transition risks.</p> | Climate-related disclosure |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

| Aspect | Description | Section reference |
|--------|---|----------------------------|
| | <p>Metrics and Targets — Climate-related Physical Risks</p> <p>The issuer shall disclose the amount and percentage of assets or business activities vulnerable to climate-related physical risks.</p> | Climate-related disclosure |
| | <p>Metrics and Targets — Climate-related Opportunities</p> <p>The issuer shall disclose the amount and percentage of assets or business activities aligned with climate-related opportunities.</p> | Climate-related disclosure |
| | <p>Metrics and Targets — Capital Deployment</p> <p>The issuer shall disclose the amount of capital expenditure, financing or investment deployed towards climate-related risks and opportunities.</p> | Climate-related disclosure |
| | <p>Metrics and Targets — Remuneration</p> <p>The issuer shall disclose whether and how climate-related considerations are factored into remuneration policies, or provide an appropriate negative statement.</p> | Climate-related disclosure |
| | <p>Metrics and targets — Industry-based Metrics</p> <p>The Exchange encourages the issuer to disclose industry-based metrics that are associated with one or more particular business models and activities, or metrics associated with common features of the industries in which it participates.</p> | Climate-related disclosure |
| | <p>Metrics and Targets — Climate-related Targets</p> <p>The issuer shall disclose the qualitative and quantitative climate-related targets it has set to monitor progress towards achieving its strategic goals and any targets it is required to meet by law or regulation, including any greenhouse gas emissions targets.</p> | Climate-related disclosure |

INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF UNITY ENTERPRISE HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Unity Enterprise Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 64 to 119, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

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 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as 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.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key audit matter | How our audit addressed the key audit matter |
|--|--|
| <p>Recognition of contract revenue from repair, maintenance, alteration and addition (“RMAA”) works contracts and electric vehicle advising and installation services (“EV Advising and Installation”) contracts</p> <p>We identified the recognition of contract revenue from RMAA works contracts and EV Advising and Installation contracts as a key audit matter as they are quantitatively significant to the consolidated financial statements as a whole and there are significant judgements exercised by the management of the Group in determining the progress towards complete satisfaction of the performance obligation and the amount of contract revenue recognised.</p> <p>As disclosed in note 6 to the consolidated financial statements, the RMAA contracts revenue and EV Advising and Installation contracts revenue amounted to HK\$201,986,000 and HK\$4,964,000, respectively, for the year ended 31 December 2025.</p> <p>As set out in note 6 to the consolidated financial statements, the Group recognised RMAA revenue and EV Advising and Installation revenue over time using output method, i.e. based on surveys of works completed by the Group to date with reference to the payment certificates certified by authorised persons or external consultants appointed by the customers.</p> | <p>Our procedures in relation to contract revenue for contracts included:</p> <ul style="list-style-type: none">• Understanding the design and implementation of key internal controls over the revenue recognition of contract on a sample basis;• Discussing with the project managers and the management of the Group to understand the status of the projects, identifying any variations, provision on loss making contracts and obtaining explanations for fluctuations in margins as to their reasonableness;• Inspecting the contract agreements with customers, on a sample basis, to identify key terms and conditions, including contracting parties, contract period, contract sum, scope of work and evaluating whether these key terms and conditions had been appropriately reflected in the total estimated revenue;• Checking the latest certificates issued by the external surveyors, customer’s correspondences or other documents issued on or before year end date to evaluate the value of work already performed during the year, on a sample basis; and• Assessing the reasonableness of the gross margin during the year by comparing with the budgeted profit of the whole RMAA works and EV Advising and Installation services project, on a sample basis. |

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITOR'S REPORT

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Kwok Si Ki.

OOP CPA & Co.

Certified Public Accountants

Kwok Si Ki

Practising Certificate Number: P08411

Hong Kong
25 March 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

YEAR ENDED 31 DECEMBER 2025

| | Notes | 2025 HK\$'000 | 2024 HK\$'000 |
|---|----------|------------------|------------------------|
| Revenue | 6 | 209,671 | 151,522 |
| Cost of services | | (206,446) | (152,979) |
| Gross profit (loss) | | 3,225 | (1,457) |
| Other income and gain, net | 7 | 2,032 | 1,002 |
| Administrative expenses | | (8,406) | (6,524) |
| Impairment losses on trade receivables and contract assets | 32(b)(i) | (30,950) | (19,800) |
| Impairment loss on goodwill | 15 | (19,470) | – |
| Finance costs | 8 | (157) | (96) |
| Loss before income tax | 9 | (53,726) | (26,875) |
| Income tax expense | 10 | (1,125) | (128) |
| Loss and total comprehensive expense for the year | | (54,851) | (27,003) |
| Loss attributable to owners of the Company | | (54,851) | (27,003) |
| | | HK Cents | HK Cents (Restated) |
| Loss per share attributable to owners of the Company | | | |
| Basic and diluted | 12 | (38.1) | (24.1) |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2025

| | Notes | 2025 HK\$'000 | 2024 HK\$'000 |
|---|-------|------------------|------------------|
| ASSETS AND LIABILITIES | | | |
| Non-current assets | | | |
| Property, plant and equipment | 14 | 1,080 | 462 |
| Goodwill | 15 | 79,676 | 19,470 |
| | | 80,756 | 19,932 |
| Current assets | | | |
| Trade receivables | 16 | 94,525 | 127,278 |
| Contract assets | 17 | 31,318 | 25,672 |
| Deposits, prepayments and other receivables | 18 | 29,031 | 33,138 |
| Amount due from a controlling shareholder | 19 | – | 109 |
| Amount due from ultimate holding company | 19 | 200 | – |
| Amount due from a related company | 19 | 2,000 | 1,000 |
| Amounts due from directors | 19 | 60 | – |
| Cash and bank balances | 20 | 13,038 | 9,680 |
| | | 170,172 | 196,877 |
| Current liabilities | | | |
| Trade payables | 21 | 37,338 | 69,891 |
| Accrued liabilities and other payables | 22 | 57,603 | 24,229 |
| Amount due to a controlling shareholder | 19 | 449 | – |
| Amount due to a non-controlling shareholder | 19 | 190 | – |
| Promissory notes | 23 | 56,456 | – |
| Bank borrowings | 24 | 4,693 | 1,366 |
| Lease liabilities | 25 | 480 | 50 |
| Tax payable | | 1,784 | 361 |
| | | 158,993 | 95,897 |
| | | 11,179 | 100,980 |
| | | 91,935 | 120,912 |
| Non-current liabilities | | | |
| Bank borrowings | 24 | 1,360 | – |
| Lease liabilities | 25 | 230 | – |
| Deferred tax liabilities | 26 | 74 | 34 |
| | | 1,664 | 34 |
| NET ASSETS | | | |
| | | 90,271 | 120,878 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2025

| | Notes | 2025 HK\$'000 | 2024 HK\$'000 |
|--|-------|------------------|------------------|
| EQUITY | | | |
| Equity attributable to owners of the Company | | | |
| Share capital | 27 | 16,914 | 11,746 |
| Reserves | | 73,357 | 109,132 |
| TOTAL EQUITY | | 90,271 | 120,878 |

The consolidated financial statements on pages 64 to 119 were approved and authorised for issue by the board of directors on 25 March 2026 and are signed on its behalf by:

Mr. Mak Alexander
Director

Chan Leung
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2025

| | Notes | Share capital HK\$'000 | Share premium* HK\$'000 | Retained earnings (losses)* HK\$'000 | Total equity HK\$'000 |
|--|-------|---------------------------|----------------------------|--|--------------------------|
| At 1 January 2024 | | 10,000 | 101,105 | 14,776 | 125,881 |
| Issuance of shares in consideration for the acquisition of subsidiaries | 28 | 1,746 | 20,254 | – | 22,000 |
| Loss and total comprehensive expense for the year | | – | – | (27,003) | (27,003) |
| At 31 December 2024 and 1 January 2025 | | 11,746 | 121,359 | (12,227) | 120,878 |
| Issuance of shares in consideration for the acquisition of subsidiaries | 28 | 5,168 | 19,076 | – | 24,244 |
| Loss and total comprehensive expense for the year | | – | – | (54,851) | (54,851) |
| At 31 December 2025 | | 16,914 | 140,435 | (67,078) | 90,271 |

* These reserve balances comprised the reserve account as set out in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2025

| | Notes | 2025 HK\$'000 | 2024 HK\$'000 |
|--|----------|------------------|------------------|
| Cash flows from operating activities | | | |
| Loss before income tax | | (53,726) | (26,875) |
| Adjustments for: | | | |
| Depreciation of property, plant and equipment | 14 | 640 | 346 |
| Interest income | 7 | (5) | (2) |
| Finance costs | 8 | 157 | 96 |
| Allowance for credit loss on trade receivables and contract assets | 32(b)(i) | 30,950 | 19,800 |
| Impairment loss on goodwill | 15 | 19,470 | – |
| Operating cash flow before movement in working capital | | (2,514) | (6,635) |
| (Increase) decrease in trade receivables | | 32,716 | (49,808) |
| (Increase) decrease in contract assets | | 666 | (3,897) |
| Decrease in deposits, prepayments and other receivables | | 5,545 | 16,720 |
| Increase in amount due from ultimate holding company | | (200) | – |
| Increase in amount due from a related company | | (1,000) | (1,000) |
| Increase in amounts due from directors | | (60) | – |
| (Decrease) increase in trade payables | | (49,644) | 32,475 |
| Increase in accrued liabilities and other payables | | 17,427 | 12,737 |
| <i>Cash generated from operations</i> | | 2,936 | 592 |
| Income tax paid | | (222) | (2) |
| Net cash from operating activities | | 2,714 | 590 |
| Cash flows from investing activities | | | |
| Interest received | | 5 | 2 |
| Purchase of property, plant and equipment | | (15) | (1) |
| Net cash inflow from acquisition of subsidiaries | 28 | 866 | 319 |
| Net cash from investing activities | | 856 | 320 |
| Cash flows from financing activities | | | |
| Proceeds from bank borrowings | 29 | 2,041 | – |
| Repayments of bank borrowings | | (2,236) | (1,987) |
| Payments of lease liabilities | | (418) | (261) |
| Interest paid | | (157) | (96) |
| Advance from a controlling shareholder | | 558 | 1,014 |
| Net cash used in financing activities | | (212) | (1,330) |
| Net increase (decrease) in cash and cash equivalents | | 3,358 | (420) |
| Cash and cash equivalents at beginning of the year | | 9,680 | 10,100 |
| Cash and cash equivalents at end of the year, representing cash and bank balances | | 13,038 | 9,680 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

1. GENERAL

Unity Enterprise Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands on 13 March 2019 under the Companies Act (as revised) of the Cayman Islands. The address of the Company’s registered office is PO Box 500, Suite 210, 2nd Floor, Windward III, Regatta Office Park, Grand Cayman KY1-1106, Cayman Islands, and its principal place of business is Room 1610, 16/F, Horizon East, 1 Tsat Po Street, San Po Kong, Kowloon, Hong Kong.

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 31 March 2021.

The principal activity of the Company is investment holding while its subsidiaries are principally engaged in provision of repair, maintenance, alteration and addition (“RMAA”) works services, distributionship of building materials and provision of electric vehicle charging advising and installation (“EV Advising and Installation”) services in Hong Kong.

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Harvest Land Company Limited (“Harvest Land”), which is incorporated in the British Virgin Islands (“BVI”).

Particulars of the Company’s subsidiaries are as follows:

| Name | Place and date of incorporation/ establishment and place of operations | Issued ordinary share capital | Percentage of equity attributable to the Company | | Principal activities and place of operation |
|---|--|-------------------------------|--|------------|---|
| | | | Directly | Indirectly | |
| Keybase Assets Limited (“Keybase Assets”) | BVI 5 July 2012 | US\$1 | 100% | – | Investment holding |
| Hong Dau Construction Company Limited (“HDC”) | Hong Kong 8 December 1981 | HK\$300,000 | – | 100% | Provision of RMAA works in Hong Kong |
| Hong Dau Construction & Engineering Co. Limited (“HDE”) | Hong Kong 15 October 2005 | HK\$10,000 | – | 100% | Provision of RMAA works in Hong Kong |
| Wonder Holdings Limited (“Wonder Holdings”) | Hong Kong 12 March 2024 | HK\$100 | – | 100% | Investment holding |
| Joying Construction Materials Limited | Hong Kong 16 August 2024 | HK\$100 | – | 100% | Provision of RMAA works and distributionship of building materials in Hong Kong |
| Kong Siu (Hong Kong) Construction Limited | Hong Kong 17 February 2022 | HK\$100 | – | 100% | Provision of RMAA works in Hong Kong |
| Suntec Construction & Engineering Limited | Hong Kong 20 May 1998 | HK\$200,000 | – | 100% | Provision of RMAA works and EV Advising and Installation in Hong Kong |
| Newco Construction Engineering Limited | Hong Kong 3 August 2009 | HK\$10,000 | – | 100% | Provision of RMAA works in Hong Kong |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

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 as 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 1 January 2025 for the preparation of the consolidated financial statements:

| | |
|---|--|
| Amendments to HKAS 21 | Lack of Exchangeability |
| Amendments to Illustrative Examples on HKFRS 7, HKFRS 18, HKAS 1, HKAS 8, HKAS 36 and HKAS 37 | Disclosure about Uncertainties in Financial Statements |

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

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

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

| | |
|---|--|
| Amendments to HKFRS 9 and HKFRS 7 | Amendments to the Classification and Measurement of Financial Instruments ² |
| Amendments to HKFRS 9 and HKFRS 7 | Contracts Referencing Nature-dependent Electricity ² |
| 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 HKFRS 18 | Annual Improvements to HKFRS Accounting Standards — Volume 11 ² |
| Amendments to HKAS 21 | Presentation and Disclosure in Financial Statements ³ |
| | Translation to a Hyperinflationary Presentation Currency ³ |

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 2026.

³ Effective for annual periods beginning on or after 1 January 2027.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (CONTINUED)

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments

The amendments to HKFRS 9 clarify the recognition and derecognition for financial asset and financial liability and add an exception which permits an entity to deem a financial liability to be discharged before the settlement date if it is settled in cash using an electronic payment system if, and only if certain conditions are met. An entity that elects to apply the derecognition option would be required to apply it to all settlements made through the same electronic payment system.

The amendments also provide guidance on the assessment of whether the contractual cash flows of a financial asset are consistent with a basic lending arrangement. The amendments specify that an entity should focus on what an entity is being compensated for rather than the compensation amount. Contractual cash flows are inconsistent with a basic lending arrangement if they are indexed to a variable that is not a basic lending risk or cost. The amendments state that, in some cases, a contingent feature may give rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs. Furthermore, the description of the term “non-recourse” is enhanced and the characteristics of “contractually linked instruments” are clarified in the amendments.

The disclosure requirements in HKFRS 7 *Financial Instruments: Disclosures* in respect of investments in equity instruments designated at fair value through other comprehensive income are amended. In particular, entities are required to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately those related to investments derecognised during the reporting period and those related to investments held at the end of the reporting period. An entity is also required to disclose any transfers of the cumulative gain or loss within equity related to the investments derecognised during the reporting period. In addition, the amendments introduce the requirements of qualitative and quantitative disclosure of contractual terms that could affect the contractual cash flow based on a contingent event not directly relating to basic lending risks and cost.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted. The amendments are required to be applied retrospectively, with specific exceptions.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. 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 (MPMs) 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* (the title of which will be changed to *Basis of Preparation of Financial Statements* upon effective of HKFRS 18) and HKFRS 7. 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. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards as issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information

(a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

(b) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(b) *Goodwill (Continued)*

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in an annual period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that annual period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

(c) *Financial instruments*

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair values of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of financial asset or financial liability and of allocating interest income and interest expense over the relevant periods. For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses ("ECL"), through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated cash flows, including ECL, to the amortised cost on initial recognition.

(i) *Financial assets*

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and subsequent measurement of financial assets

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(c) Financial instruments (Continued)

(i) Financial assets (Continued)

Financial assets at amortised cost and effective interest method

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables and deposits, contract assets, time deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date.

The Group always recognises lifetime ECL for trade receivables and contract assets without significant financing component. The ECL on these assets are assessed collectively using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of past events and current as well as the forecast of future conditions at the reporting date, including time value of money where appropriate.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that are reasonable and supportable, including historical experience and forward-looking information that are available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(c) *Financial instruments (Continued)*

(ii) **Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)**

Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(c) Financial instruments (Continued)

(ii) **Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)**

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any subsequent recoveries made are recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(c) *Financial instruments (Continued)*

(ii) **Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)**

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and forward-looking information, including time value of money where appropriate, that is available without undue cost or effort.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(c) Financial instruments (Continued)

(ii) **Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)**

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

(iii) **Financial liabilities and equity**

Classification as debt or equity

Debt and equity instrument issued by a group entity are classified either as financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of an equity instruments and a financial liability.

Financial liabilities

All financial liabilities of the Group are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entities are recorded at the proceeds received, net of direct issue costs.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(d) Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties.

Control of the goods or service is transferred over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted and presented on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(d) Revenue from contracts with customers (Continued)

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method; or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of each reporting period and the change in circumstances during the reporting period.

Contract costs

The Group recognises an asset from the costs incurred to fulfil a contract when those costs meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;
- the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- the costs are expected to be recovered.

The asset recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the costs relate. The asset is subject to impairment review.

(i) Provision of RMAA works

The Group provides RMAA works based on contracts entered with customers. Such contracts are entered into before the services begin. Under the terms of the contracts, the RMAA works performed by the Group create or enhance a property that the customer controls as the property is created or enhanced. Revenue from provision of RMAA works is therefore recognised over time using output method, i.e. based on surveys of works completed by the Group to date with reference to the payment certificates certified by authorised persons or external consultants appointed by the customers. The directors of the Company consider that the output method would faithfully depict the Group's performance towards complete satisfaction of these performance obligations under HKFRS 15.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(d) Revenue from contracts with customers (Continued)

Contract costs (Continued)

(i) Provision of RMAA works (Continued)

For certain RMAA works under term contracts, revenue is recognised when the Group rendered the services and has right to payment and the collection of the consideration is probable.

Contract asset is recognised when (i) the Group completes the RMAA works under such service contracts but yet certified by authorised persons or external consultants appointed by customers, or (ii) the customers retain retention money to secure the due performance of the contracts. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations received (including advances received from customers) exceed the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

For warranty embedded to the RMAA works contracts, the Group accounts for the warranty in accordance with HKAS 37 “Provisions, Contingent Liabilities and Contingent Assets” unless the warranty provides the customer with a service in addition to the assurance that the RMAA works comply with the agreed-upon specifications.

(ii) Revenue from distributorship of building materials

Revenue from distributorship of building materials arose from sale of building materials in Hong Kong and was recognised when control of goods has transferred, being when the goods are delivered to the customers.

(iii) Provision of EV Advising and Installation services

The Group provides EV Advising and Installation services based on contracts entered with customers. Such contracts are entered into before the services begin. Under the terms of the contracts, the EV Advising and Installation services performed by the Group provide the advising and installation services of EV charging facilities to a property that the customer controls. Revenue from provision of EV Advising and Installation services is therefore recognised over time using output method, i.e. based on surveys of works completed by the Group to date with reference to the payment certificates certified by authorised persons or external consultants appointed by the customers. The directors of the Company consider that the output method would faithfully depict the Group’s performance towards complete satisfaction of these performance obligations under HKFRS 15.

For certain EV Advising and Installation services under term contracts, revenue is recognised when the Group rendered the services and has right to payment and the collection of the consideration is probable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(d) Revenue from contracts with customers (Continued)

Contract costs (Continued)

(iii) Provision of EV Advising and Installation services (Continued)

Contract asset is recognised when (i) the Group completes the EV Advising and Installation services under such service contracts but yet certified by authorised persons or external consultants appointed by customers, or (ii) the customers retain retention money to secure the due performance of the contracts. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations received (including advances received from customers) exceed the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

For warranty embedded to the EV Advising and Installation services contracts, the Group accounts for the warranty in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets" unless the warranty provides the customer with a service in addition to the assurance that the EV Advising and Installation services comply with the agreed-upon specifications.

(iv) Other income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

(e) Employee benefits

(i) **Short-term employee benefits**

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

(ii) **Defined contribution retirement plan**

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(iii) **Termination benefits**

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(f) Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from (loss)/profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is calculated using the liability method on temporary differences at the end of reporting period between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary difference, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investment in a subsidiary, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the year the liability is settled or the asset realised, provided they are enacted or substantively enacted at the end of reporting period.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

3.2 Material accounting policy information (Continued)

(f) *Taxation (Continued)*

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(g) *Provisions and contingent liabilities*

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

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

(h) *Segment reporting*

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major operations.

The measurement policies the Group uses for reporting segment results under HKFRS 8 "Operating Segments" are the same as those used in its financial statements prepared under HKFRS Accounting Standards.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

In the adoption of the Group's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these consolidated financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

(a) *Provision of ECL for trade receivables and contract assets*

Trade receivables and contract assets with significant balances and credit-impaired are assessed for ECL.

The Group uses provision matrix to calculate ECL for the trade receivables and contract assets. The provision rates are based on internal credit rating as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables and contract assets with significant balances and credit-impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets are disclosed in note 32(b)(i).

(b) *Estimation of RMAA works and EV Advising and Installation services contracts*

The Group reviews and revises the estimates of contract revenue, contract costs, variations in project work and claims prepared for each RMAA works and EV Advising and Installation services contract as the contract progresses. Budgeted contract costs are prepared by the management on the basis of quotations from time to time provided by the major subcontractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred.

Recognised amounts of contract revenue and related contract assets and receivables reflect management's best estimate of each contract's outcome and value of works completed, which are determined on the basis of a number of estimates. The actual outcomes in terms of total cost or revenue may be higher or lower than estimated at the end of each reporting period, which would affect the revenue and profit or loss recognised in future years as an adjustment to the amounts recorded to date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (Continued)

(c) *Estimated impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit (or a group of cash-generating units) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise. Furthermore, the estimated cash flows and discount rate are subject to change due to ongoing uncertain macroeconomic.

As at 31 December 2025, the carrying amount of goodwill is HK\$79,676,000, including an impairment loss of HK\$19,470,000. Details of the recoverable amount calculation are disclosed in note 15.

5. OPERATING SEGMENT

Geographical Information

The Group's revenue is solely generated from, and non-current assets are located in, Hong Kong, based on the location of the relevant entities' operation.

Information about major customers

During the year, revenue from major customers who contributed over 10% of the total revenue of the Group is as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|------------|------------------|------------------|
| Customer A | 59,924 | 38,838 |
| Customer B | 43,380 | 21,099 |
| Customer C | 42,324 | 81,973 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

6. REVENUE

Revenue represents transaction price received and receivable for the provision of RMAA works, distributionship of building materials provision of EV Advising and Installation services provided by the Group to customers. In January 2025, the Company acquired 100% equity interests in Suntec Construction & Engineering Limited (“Suntec”) which is principally engaged in provision of RMAA works and EV Advising and Installation services in Hong Kong. In November 2025, the Company acquired 100% equity interests in Newco Construction Engineering Limited (“Newco”) which is principally engaged in provision of contracting service for RMAA works in Hong Kong.

Disaggregation of revenue from contracts with customers

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Type of revenue | | |
| RMAA | 201,986 | 146,245 |
| Distributionship of building materials | 2,721 | 5,277 |
| EV Advising and Installation services | 4,964 | – |
| | 209,671 | 151,522 |
| Timing of revenue recognition | | |
| — Over time | 206,950 | 146,245 |
| — At a point in time | 2,721 | 5,277 |
| | 209,671 | 151,522 |
| Type of contract nature of RMAA and EV Advising and Installation revenue | | |
| Project-based | | |
| — Subcontractor | 129,409 | 104,112 |
| — Main contractor | 77,541 | 42,133 |
| | 206,950 | 146,245 |
| Type of developments of RMAA revenue | | |
| Residential | 110,329 | 118,390 |
| Commercial and industrial | 77,409 | 25,029 |
| Institutional organisation | 14,248 | 2,826 |
| | 201,986 | 146,245 |

Revenue from contract with customers arose from provision of RMAA works and EV Advising and Installation services rendered in Hong Kong under long-term contracts, except for certain EV advising projects in which the contracts are short-term based, and was recognised over time during the year. All the Group’s provision of RMAA works and EV Advising and Installation services is made directly with the customers. Contracts with the Group’s customers are mainly fixed-price contracts.

Revenue from distributionship of building materials arose from sale of building materials in Hong Kong and was recognised when control of goods has transferred, being when the goods are delivered to the customers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

6. REVENUE (CONTINUED)

Disaggregation of revenue from contracts with customers (Continued)

Transaction price allocated to the remaining performance obligations

The following table shows the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as at the end of reporting period.

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Provision of RMAA works and EV Advising and Installation services | | |
| Expected to be recognised within one year | 181,654 | 125,519 |
| Expected to be recognised after one year | 52,727 | 59,701 |
| | 234,381 | 185,220 |

Based on the information available to the Group at the end of each reporting period, the management of the Group expects the transaction price allocated to the above unsatisfied (or partially unsatisfied) contracts in respect of provision of RMAA works and EV Advising and Installation services as at 31 December 2025 has been/ will be recognised as revenue in the subsequent 1 month to 24 months (2024: 1 month to 24 months).

7. OTHER INCOME AND GAIN, NET

The Group's other income and gain, net recognised are as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Non-operating service income (note) | 1,000 | 1,000 |
| Bank interest income | 5 | 2 |
| Sundry income | 6 | – |
| Written off of trade and other payables | 1,021 | – |
| | 2,032 | 1,002 |

Note: The amount represents the non-operating service income received from provision of water seepage and investigation and testing service to a company that owned by a related party of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

8. FINANCE COSTS

| | 2025 HK\$'000 | 2024 HK\$'000 |
|-------------------------------|------------------|------------------|
| Interest on bank borrowings | 130 | 87 |
| Interest on lease liabilities | 27 | 9 |
| | 157 | 96 |

9. LOSS BEFORE INCOME TAX

The Group's loss before income tax is arrived at after charging:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--|------------------|------------------|
| Employee benefit expenses (including directors' remuneration): | | |
| — Directors' fees | 360 | 360 |
| — Salaries, allowances and other benefits | 5,749 | 5,702 |
| — Contributions to retirement benefits schemes | 211 | 198 |
| Total employee benefit expenses | 6,320 | 6,260 |
| Auditor's remuneration | | |
| Audit service | 650 | 525 |
| Non-audit service | 350 | 403 |
| | 1,000 | 928 |
| Depreciation of property, plant and equipment | 640 | 346 |

The employee benefit expenses included in cost of services were approximately HK\$4,132,000 (2024: approximately HK\$3,783,000) for the year.

10. INCOME TAX EXPENSE

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.

Under the two-tiered profits tax rates regime, Hong Kong Profits Tax of a qualified entity in the Group was provided 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 2025. The profits of the other Hong Kong subsidiaries were taxed at a flat rate of 16.5%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

10. INCOME TAX EXPENSE (CONTINUED)

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--|------------------|------------------|
| Current tax — Hong Kong Profits Tax | | |
| — Charge for the year | 1,085 | 159 |
| Deferred tax | | |
| — Charge (credit) for the year (note 26) | 40 | (31) |
| | 1,125 | 128 |

Reconciliation between income tax expense and accounting loss at applicable tax rates:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Loss before income tax | (53,726) | (26,875) |
| Tax at Hong Kong Profit Tax rate at 16.5% (2024: 16.5%) | (8,865) | (4,435) |
| Tax effect of non-taxable income | (48) | – |
| Tax effect of non-deductible expenses | 8,232 | 3,269 |
| Tax effect of tax losses not recognised | 1,921 | 1,312 |
| Utilisation of tax loss previously not recognised | (22) | – |
| Income tax at concessionary rate | (193) | – |
| Others | 100 | (18) |
| Income tax expense | 1,125 | 128 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

11. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during year ended 31 December 2025, nor has any dividend been proposed since the end of the reporting period.

12. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the year attributable to owners of the Company of approximately HK\$54,851,000 (2024: approximately HK\$27,003,000), and the weighted average number of ordinary shares of 144,158,000 (2024: 111,687,900 (restated)) in issue during the year.

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--|------------------|------------------|
| Loss | | |
| Loss attributable to owners of the Company for the purpose of calculating loss per share | (54,851) | (27,003) |

| | Number of shares | |
|--|------------------|--------------------|
| | 2025 | 2024 (Restated) |
| Shares | | |
| Weighted average number of ordinary shares for the purpose of calculating basic loss per share | 144,158,000 | 111,687,900 |

The weighted average number of ordinary shares used to calculate the basic loss per share for the year ended 31 December 2025 represented 1,174,603,175 ordinary shares of the Company brought forward from 1 January 2025 and taken into account the issuance of 234,920,635 shares on 8 January 2025 and 28,190,476 shares on 7 November 2025 in consideration for the acquisition of Suntec and Newco, respectively.

The weighted average number of ordinary shares in issue and basic and diluted loss per share were stated after taking into account the effect of the share consolidation on 28 October 2025, whereby every 10 existing ordinary shares in the issued and unissued share capital of the Company were consolidated into 1 consolidated share. Comparative figures have been retrospectively adjusted on the assumption that the above share consolidation had been effective in prior year.

The weighted average number of ordinary shares used to calculate the basic loss per share for the year ended 31 December 2024 represented 1,000,000,000 ordinary shares of the Company brought forward from 1 January 2024 and taken into account the issuance of 174,603,175 shares in consideration for the acquisition of Wonder Group.

No adjustment has been made to the basic loss per share presented for the years ended 31 December 2025 and 2024 in respect of a dilution as the Group had no potentially diluted ordinary shares in issue during those years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

13. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' remuneration

The emoluments paid or payable to the directors of the Company by entities comprising the Group during the year are set out below:

| | Fees HK\$'000 | Salaries, allowances and other benefits HK\$'000 | Contributions to retirement benefits scheme HK\$'000 | Total HK\$'000 |
|---|------------------|--|--|-------------------|
| Year ended 31 December 2025 | | | | |
| <i>Executive director:</i> | | | | |
| Mr. Chan Leung | – | 517 | 18 | 535 |
| <i>Independent non-executive directors:</i> | | | | |
| Mr. Mak Alexander | 120 | – | – | 120 |
| Ms. Chan Mei Wah | 120 | – | – | 120 |
| Ir. Wu Hak Ping | 120 | – | – | 120 |
| | 360 | – | – | 360 |
| | 360 | 517 | 18 | 895 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

13. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors' remuneration (Continued)

| | Fees HK\$'000 | Salaries, allowances and other benefits HK\$'000 | Contributions to retirement benefits scheme HK\$'000 | Total HK\$'000 |
|---|------------------|--|--|-------------------|
| Year ended 31 December 2024 | | | | |
| <i>Executive director:</i> | | | | |
| Mr. Chan Leung | – | 780 | 18 | 798 |
| <i>Independent non-executive directors:</i> | | | | |
| Mr. Mak Alexander | 120 | – | – | 120 |
| Ms. Chan Mei Wah | 120 | – | – | 120 |
| Ir. Wu Hak Ping | 120 | – | – | 120 |
| | 360 | – | – | 360 |
| | 360 | 780 | 18 | 1,158 |

There was no arrangement under which a director waived or agreed to waive any emoluments during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

13. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included one director (2024: one director) of the Company and their emoluments are reflected in the analysis presented above. The emoluments payable to the remaining four (2024: four) individuals for the year are as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Salaries, allowances and other benefits | 2,859 | 3,140 |
| Contributions to retirement benefits scheme | 84 | 90 |
| | 2,943 | 3,230 |

The emoluments paid to each of the above non-director highest paid individuals for the year fell within the following bands:

| | Number of individuals 2025 | Number of individuals 2024 |
|----------------------|----------------------------------|----------------------------------|
| Nil to HK\$1,000,000 | 4 | 4 |

During the year, no emoluments was paid by the Group to the directors of the Company or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

14. PROPERTY, PLANT AND EQUIPMENT

| | Leasehold improvement HK\$'000 | Office equipment HK\$'000 | Furniture and fixtures HK\$'000 | Motor vehicles HK\$'000 | Right-of-use assets HK\$'000 | Total HK\$'000 |
|---|--------------------------------------|---------------------------------|---------------------------------------|-------------------------------|------------------------------------|-------------------|
| Cost | | | | | | |
| At 1 January 2024 | 218 | 1,167 | 217 | 520 | 708 | 2,830 |
| Additions | – | 1 | – | – | – | 1 |
| Acquired on acquisition of subsidiaries | – | 22 | 5 | – | 115 | 142 |
| At 31 December 2024 and 1 January 2025 | 218 | 1,190 | 222 | 520 | 823 | 2,973 |
| Additions | – | 15 | – | – | 450 | 465 |
| Acquired on acquisition of subsidiaries | 138 | – | 595 | – | 716 | 1,449 |
| Expiration of lease contract | – | – | – | – | (822) | (822) |
| At 31 December 2025 | 356 | 1,205 | 817 | 520 | 1,167 | 4,065 |
| Accumulated depreciation | | | | | | |
| At 1 January 2024 | 218 | 1,151 | 214 | 55 | 527 | 2,165 |
| Provided for the year | – | 14 | 3 | 130 | 199 | 346 |
| At 31 December 2024 and 1 January 2025 | 218 | 1,165 | 217 | 185 | 726 | 2,511 |
| Provided for the year | 35 | 14 | 8 | 130 | 453 | 640 |
| Acquired on acquisition of subsidiaries | 6 | – | 560 | – | 90 | 656 |
| Expiration of lease contract | – | – | – | – | (822) | (822) |
| At 31 December 2025 | 259 | 1,179 | 785 | 315 | 447 | 2,985 |
| Net carrying amount | | | | | | |
| At 31 December 2025 | 97 | 26 | 32 | 205 | 720 | 1,080 |
| At 31 December 2024 | – | 25 | 5 | 335 | 97 | 462 |

The right-of-use assets represent the leases on office premises in Hong Kong. Details of total cash flow for leases and maturity analysis of lease liabilities are disclosed in note 25.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment, after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

| | |
|------------------------|---|
| Leasehold improvement | Over the remaining life of the leases but not exceeding 5 years |
| Office equipment | 4 to 5 years |
| Furniture and fixtures | 4 to 5 years |
| Motor vehicles | 4 to 5 years |

15. GOODWILL

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--|------------------|------------------|
| Arising on acquisition of Wonder Group (note 28) | 19,470 | 19,470 |
| Arising on acquisition of Suntec (note 28) | 44,959 | – |
| Arising on acquisition of Newco (note 28) | 34,717 | – |
| | 99,146 | 19,470 |
| Less: impairment loss on goodwill | (19,470) | – |
| | 79,676 | 19,470 |

Goodwill arose on the acquisition because the acquisition included the assembled workforce and some potential contracts with customers as at the date of the acquisition. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on these acquisition is expected to be deductible for tax purposes.

Arising on acquisition of Wonder Group

On 30 April 2024, the Group acquired 100% equity interest of Wonder Group. Goodwill arising from the acquisition amounted to HK\$19,470,000 which represented the excess of the consideration paid amounted to HK\$22,000,000 over the fair value of the identifiable net assets of the acquired business amounted to HK\$2,530,000, with reference to (i) the valuation prepared by an independent valuer which, according to such valuation report, as at 31 December 2023, the appraised value of 100% equity interest in the Wonder Group on the basis of the approach of Guideline Publicly-traded Comparable Method was approximately HK\$22,000,000; (ii) historical financial performance of the Wonder Group for the year ended 31 December 2023; and (iii) the prospect of the Wonder Group and the potential synergies between the Wonder Group and the Company as assessed by the Company.

The recoverable amount of Wonder Group is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The cash flows are discounted using a discount rate of 7.8% (2024: 8.9%). The budgeted revenue and gross margin are made with reference to the actual results achieved in the year immediately before the budget year, taking into account the expected growth rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

15. GOODWILL (CONTINUED)

Arising on acquisition of Wonder Group (Continued)

During the year ended 31 December 2025, the Group recognised an impairment loss on goodwill of approximately HK\$19,470,000 (2024: Nil). The impairment was primarily driven by the unexpected decrease in number of tenders awarded by the Wonder Group, which resulted in a decrease in the forecast revenue and profit margins for the relevant cash-generating unit ("CGU"). Consequently, the carrying amount of the CGU was fully impaired. The impairment loss recognised is a non-cash item and did not impact the Group's daily operations or liquidity position.

Arising on acquisition of Suntec

On 8 January 2025, the Group acquired 100% equity interest of Suntec. Goodwill arising from the acquisition amounted to HK\$44,959,000 which represented the excess of the consideration paid amounted to HK\$45,700,000 over the fair value of the identifiable net assets of the acquired business amounted to HK\$741,000, with reference to (i) the valuation prepared by an independent valuer which, according to such valuation report, as at 31 August 2024, the appraised value of 100% equity interest in Suntec on the basis of the approach of Guideline Publicly-traded Comparable Method was approximately HK\$45,700,000; (ii) historical financial performance of Suntec for the years ended 31 December 2021, 2022 and 2023 and for the six months ended 30 June 2023 and 2024; and (iii) the prospect of Suntec and the potential synergies between Suntec and the Company as assessed by the Company.

The recoverable amount of Suntec is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The cash flows are discounted using a discount rate of 7.05%. The budgeted revenue and gross margin are made with reference to the actual results achieved in the year immediately before the budget year, taking into account the expected growth rate. The average growth rate applied to the cash flow projections is 8.75%. The gross margins applied to the cash flow projections is approximately 16.2%.

As at 31 December 2025, the recoverable amount of Suntec was determined to be higher than its carrying amount. Accordingly, no impairment loss was recognised during the year for goodwill arising from the acquisition.

Arising on acquisition of Newco

On 7 November 2025, the Group acquired 100% equity interest of Newco. Goodwill arising from the acquisition amounted to HK\$34,717,000 which represented the excess of the consideration paid amounted to HK\$35,000,000 over the fair value of the identifiable net assets of the acquired business amounted to HK\$283,000, with reference to (i) the valuation prepared by an independent valuer which, according to such valuation report, as at 31 March 2025, the appraised value of 100% equity interest in Newco on the basis of the approach of Guideline Publicly-traded Comparable Method was approximately HK\$35,000,000; (ii) historical financial performance of Newco for the years ended 31 March 2023, 2024 and 2025; and (iii) the prospect of Newco and the potential synergies between Newco and the Company as assessed by the Company.

The recoverable amount of Newco is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The cash flows are discounted using a discount rate of 7.05%. The budgeted revenue and gross margin are made with reference to the actual results achieved in the year immediately before the budget year, taking into account the expected growth rate. The average growth rate applied to the cash flow projections is 7%. The gross margins applied to the cash flow projections is approximately 10.6%.

As at 31 December 2025, the recoverable amount of Newco was determined to be higher than its carrying amount. Accordingly, no impairment loss was recognised during the year for goodwill arising from the acquisition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

16. TRADE RECEIVABLES

| | 2025 HK\$'000 | 2024 HK\$'000 |
|------------------------------------|------------------|------------------|
| Trade receivables, gross | 154,779 | 161,018 |
| Less: allowances for credit losses | (60,254) | (33,740) |
| | 94,525 | 127,278 |

The credit terms of the trade receivables are ranged from 30 to 45 days from the date of invoice.

The ageing analysis of trade receivables, net of allowances for credit losses at the end of reporting period based on invoice date is as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--|------------------|------------------|
| Within one month | 12,047 | 30,135 |
| One to three months | 25,474 | 359 |
| More than three months but within one year | 16,507 | 30,091 |
| More than one year | 40,497 | 66,693 |
| | 94,525 | 127,278 |

Included in the Group's trade receivables balance as at 31 December 2025 are debtors with aggregate carrying amounts of approximately HK\$82,478,000 (2024: HK\$98,997,000), which are past due as at the reporting date. Out of the past due balances, approximately HK\$57,004,000 (2024: HK\$98,638,000) have been past due 90 days or more and are not considered as in default by considering the background of the debtors, historical settlement pattern, historical payment arrangement and credit standing of these trade receivables. The Group does not hold any collateral over these balances.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

17. CONTRACT ASSETS

The following table provides information about contract assets from contracts with customers:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|------------------------------------|------------------|------------------|
| Contract assets | | |
| — Retention receivables | 35,052 | 29,646 |
| — Unbilled revenue | 4,310 | — |
| Less: allowances for credit losses | (8,044) | (3,974) |
| | 31,318 | 25,672 |

The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date on revenue related to the provision of RMAA works and EV Advising and Installation services. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group provides the invoice to the customer. Retention receivables represent the money retained by the Group's customers to secure the due performance of the contracts. The customers normally withhold up to 10% of each interim payment and up to a maximum limit of 5% of the contract sum as retention money for the project, 50% of which is normally recoverable upon the practical completion of respective projects and the remaining 50% is recoverable after the completion of defects liability period specified in the relevant contracts, normally one year from the date of completion of respective projects. As at 31 December 2025, the amounts of contract assets that are expected to be recovered after one year are approximately HK\$26,445,000 (2024: approximately HK\$13,404,000).

18. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---------------------------------------|------------------|------------------|
| Rental, utilities and sundry deposits | 3,344 | 2,597 |
| Prepayment of construction costs | 22,764 | 27,782 |
| Other prepayments | 400 | 192 |
| Other receivables | 2,523 | 2,567 |
| | 29,031 | 33,138 |

None of the above deposits and other receivables is either past due or impaired.

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FOR THE YEAR ENDED 31 DECEMBER 2025

19. AMOUNT DUE FROM (TO) A CONTROLLING SHAREHOLDER/A NON-CONTROLLING SHAREHOLDER/ULTIMATE HOLDING COMPANY/A RELATED COMPANY/DIRECTORS

The amount due (to) from a controlling shareholder of the Company is as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|----------------------------------|------------------|------------------|
| A controlling shareholder | | |
| Mr. Yeung Wing Sun | (449) | 109 |

The amount due (to) from a controlling shareholder was non-trade nature, unsecured, interest-free and had no fixed terms of repayment.

The amount due from ultimate holding company is as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---------------------------------|------------------|------------------|
| Ultimate holding company | | |
| Harvest Land Company Limited | 200 | – |

The amount due from ultimate holding company was non-trade nature, unsecured, interest-free and had no fixed terms of repayment.

The amount due from a related company is as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--|------------------|------------------|
| A Company owned by spouse of the controlling shareholder | 2,000 | 1,000 |

The amount due from a related company was trade nature, unsecured, interest free and had no fixed terms of repayment.

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FOR THE YEAR ENDED 31 DECEMBER 2025

19. AMOUNT DUE FROM (TO) A CONTROLLING SHAREHOLDER/A NON-CONTROLLING SHAREHOLDER/ULTIMATE HOLDING COMPANY/A RELATED COMPANY/DIRECTORS (CONTINUED)

The amounts due from directors are as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|-------------------|------------------|------------------|
| Directors | | |
| Mr. Mak Alexander | 30 | – |
| Ms. Chan Mei Wah | 30 | – |
| | 60 | – |

The amounts due from directors were non-trade nature, unsecured, interest-free and had no fixed terms of repayment.

The amount due to a non-controlling shareholder is as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--------------------------------------|------------------|------------------|
| A non-controlling shareholder | | |
| Mr. Yau Chung Chor | 190 | – |

The amount due to a non-controlling shareholder was non-trade nature, unsecured, interest-free and had no fixed terms of repayment.

20. CASH AND BANK BALANCES

Cash at banks earns interest at floating rates based on daily bank deposit rates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

21. TRADE PAYABLES

| | 2025 HK\$'000 | 2024 HK\$'000 |
|----------------|------------------|------------------|
| Trade payables | 37,338 | 69,891 |

The average credit term of the trade payables is 30 days from the date of invoice. The ageing analysis of trade payables based on the invoice date as of the end of the reporting period is as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|------------------------|------------------|------------------|
| Within one month | 5,833 | 19,859 |
| One to three months | 4,826 | 9,100 |
| More than three months | 26,679 | 40,932 |
| | 37,338 | 69,891 |

22. ACCRUED LIABILITIES AND OTHER PAYABLES

| | 2025 HK\$'000 | 2024 HK\$'000 |
|-----------------------------|------------------|------------------|
| Retention payables | 7,715 | 8,823 |
| Other payables and accruals | 15,592 | 3,121 |
| Accrued contract costs | 34,296 | 12,285 |
| | 57,603 | 24,229 |

As at 31 December 2025, the retention payables that are expected to be settled after one year are approximately HK\$1,649,000 (2024: approximately HK\$5,738,000).

23. PROMISSORY NOTES

In January 2025, the Company issued promissory notes of fair value of approximately HK\$32,310,000 in Hong Kong which is part of consideration to acquire the equity interest in Suntec. The promissory notes are transferable and have a maturity date of two years since issuance and do not carry interest. The Company may redeem all or part of the promissory notes at any time to the maturity date at 100% of the face value of the promissory notes.

In November 2025, the Company issued promissory notes of fair value of approximately HK\$24,146,000 in Hong Kong which is part of consideration to acquire the equity interest in Newco. The promissory notes are transferable and have a maturity date of 18 months since issuance and do not carry interest. The Company may redeem all or part of the promissory notes at any time to the maturity date at 100% of the face value of the promissory notes.

During the year ended 31 December 2025, the Company has not repaid any principal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

24. BANK BORROWING

At 31 December 2025, the secured bank loans with a demand clause, based on the scheduled repayment terms set out in the loan agreements without taking into account the effect of any demand clause, were repayable as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--------------------------------|------------------|------------------|
| Within 1 year | 4,693 | 1,366 |
| Over 1 year but within 2 years | 815 | – |
| Over 2 years | 545 | – |
| | 6,053 | 1,366 |

At 31 December 2025, bank loans of the Group of HK\$6,053,000 (2024: HK\$1,366,000) are supported by the SME Financing Guarantee Scheme executed by the Government of Hong Kong Special Administrative Region, in which HKMC Insurance Limited provided full guarantee. The bank loans are also secured by personal guarantees provided by the controlling shareholder of the Company.

25. LEASE LIABILITIES

| | 2025 HK\$'000 | 2024 HK\$'000 |
|--|------------------|------------------|
| Lease liabilities payable | | |
| Within one year | 480 | 50 |
| More than one year but less than two years | 230 | – |
| | 710 | 50 |

The Group has lease contracts for office building used for its operations. Lease contracts are entered into for fixed term of 2 years (2024: 2 years).

The weighted average incremental borrowing rate applied to lease liabilities is 4.36% (2024: 3.50%).

The total cash outflows for leases including the payments of lease liabilities for the year was HK\$445,000 (2024: HK\$270,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

26. DEFERRED TAX

The following are the major deferred tax assets/(liabilities) recognised and movement during the year:

| | Accelerated tax depreciation HK\$'000 |
|--|--|
| At 1 January 2024 | (65) |
| Credit to profit or loss (note 10) | 31 |
| At 31 December 2024 and 1 January 2025 | (34) |
| Charge to profit or loss (note 10) | (40) |
| At 31 December 2025 | (74) |

As at 31 December 2025, the Group had estimated unused tax losses of HK\$42,063,000 (2024: HK\$30,420,000) available for offset against future profits. The estimated unused tax losses arising in Hong Kong available may be carried forward indefinitely for offsetting against future taxable profit of a Hong Kong subsidiary in which the losses arose. Deferred tax assets have not been recognised in respect of the unused tax losses and temporary differences arising from loss allowances as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

27. SHARE CAPITAL

| | Notes | Number of ordinary shares | Amount HK\$'000 |
|--|-------|----------------------------------|--------------------|
| Authorised | | | |
| Ordinary shares of HK\$0.1 (2024: HK\$0.01) each | | | |
| At 1 January 2024 and 31 December 2024 | | 10,000,000,000 | 100,000 |
| Effect on share consolidation (note) | | (9,000,000,000) | (90,000) |
| At 31 December 2025 | | 1,000,000,000 | 10,000 |
| Issued and fully paid | | | |
| Ordinary shares of HK\$0.1 (2024: HK\$0.01) each | | | |
| At 1 January 2024 | | 1,000,000,000 | 10,000 |
| Issuance of shares in consideration for the acquisition of subsidiaries on 30 April 2024 | 28 | 174,603,175 | 1,746 |
| At 31 December 2024 | | 1,174,603,175 | 11,746 |
| Issuance of shares in consideration for the acquisition of Suntec | 28 | 234,920,635 | 2,349 |
| Effect on share consolidation (note) | | 1,409,523,810 (1,268,571,429) | 14,095 – |
| Issuance of shares in consideration for the acquisition of Newco | 28 | 140,952,381 28,190,476 | 14,095 2,819 |
| As at 31 December 2025 | | 169,142,857 | 16,914 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

27. SHARE CAPITAL (CONTINUED)

Note: On 28 October 2025, the share consolidation was effective which is on the basis that every 10 existing ordinary shares in the issued and unissued share capital of the Company be consolidated into 1 consolidated share, the existing ordinary shares in the issued and unissued share capital of the Company of 10,000,000,000 have been consolidated into 1,000,000,000 consolidated shares.

Share options

The Company adopted a share option scheme on 15 March 2021 (“Share Option Scheme”). The purpose of the Share Option Scheme is to grant options to the eligible participants as incentive or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

The Share Option Scheme will remain in force for a period of 10 years commencing on the date which the Share Option Scheme adopted. As at 31 December 2025, the remaining life of the Share Option Scheme is approximately 5 years and 3 months.

Pursuant to the Share Option Scheme, the subscription price shall be at the discretion of the Directors of the Company, provided that it shall not be less than the highest of: (i) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet for trade in one or more board lots of the shares on the offer date; (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotations sheets for the five Business Days immediately preceding the offer date; and (iii) the nominal value of a share.

At 31 December 2025 and 31 December 2024, no option has been granted, exercised, cancelled or lapsed under the Share Option Scheme.

28. ACQUISITION OF SUBSIDIARIES

Acquisition of Wonder Group

On 30 April 2024, the Group acquired 100% equity interest in Wonder Group. Wonder Group is principally engaged in provision of contracting service for RMAA works in Hong Kong and in distributorship of building materials in Hong Kong. The acquisition has been accounted for as acquisition business using the acquisition method.

Consideration transferred

| | HK\$'000 |
|---|----------|
| Issuance of 174,603,175 ordinary shares with the market price of HK\$0.126 per share on 30 April 2024 | 22,000 |

Acquisition-related costs amounting to approximately HK\$0.3 million have been excluded from consideration transferred and have been recognised as an expense in the current year, within the “administrative expenses” line item in the consolidated statement of profit or loss and other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

28. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Acquisition of Wonder Group (Continued)

Assets acquired and liabilities recognised at the date of acquisition

| | HK\$'000 |
|---|----------|
| Property, plant and equipment | 27 |
| Trade receivables | 628 |
| Deposits, prepayments and other receivables | 2,716 |
| Cash and bank balance | 319 |
| Accrued liabilities and other payables | (958) |
| Tax payables | (202) |
| Net assets acquired | 2,530 |

Goodwill arising on acquisition

| | HK\$'000 |
|---|----------|
| Consideration transferred | 22,000 |
| Less: recognised amounts of net assets acquired | (2,530) |
| Goodwill arising on acquisition (note 15) | 19,470 |

| | HK\$'000 |
|---|----------|
| An analysis of cash flows in respect of the acquisition is as follow: | |
| Cash and cash equivalent acquired | 319 |
| Net cash inflow arising from acquisition | 319 |

Acquisition of Suntec

On 8 January 2025, the Group acquired 100% equity interest in Suntec. Suntec is principally engaged in provision of contracting service for RMAA works and EV Advising and Installation services in Hong Kong. The acquisition has been accounted for as acquisition business using the acquisition method.

Consideration transferred

| | HK\$'000 |
|---|----------|
| Issuance of 234,920,635 ordinary shares with the market price of HK\$0.057 per share on 8 January 2025 | 13,390 |
| Promissory note | 32,310 |
| | 45,700 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

28. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Acquisition of Suntec (Continued)

Consideration transferred (Continued)

Acquisition-related costs amounting to approximately HK\$0.7 million have been excluded from consideration transferred and have been recognised as an expense in the current year, within the “administrative expenses” line item in the consolidated statement of profit or loss and other comprehensive income.

Assets acquired and liabilities recognised at the date of acquisition

| | HK\$'000 |
|---|----------|
| Property, plant and equipment | 793 |
| Trade receivables | 3,205 |
| Contract assets | 7,330 |
| Deposits, prepayments and other receivables | 869 |
| Tax recoverable | 26 |
| Cash and bank balance | 42 |
| Trade payables | (3,354) |
| Accrued liabilities and other payables | (4,237) |
| Amount due to a non-controlling shareholder | (190) |
| Bank borrowings | (2,923) |
| Lease liabilities | (628) |
| Bank overdrafts | (192) |
| Net assets acquired | 741 |

Goodwill arising on acquisition

| | HK\$'000 |
|---|----------|
| Consideration transferred | 45,700 |
| Less: recognised amounts of net assets acquired | (741) |
| Goodwill arising on acquisition (note 15) | 44,959 |

| | HK\$'000 |
|---|----------|
| An analysis of cash flows in respect of the acquisition is as follow: | |
| Cash and cash equivalent acquired | 42 |
| Bank overdrafts acquired | (192) |
| Net cash outflow arising from acquisition | (150) |

Acquisition of Newco

On 7 November 2025, the Group acquired 100% equity interest in Newco. Newco is principally engaged in provision of contracting service for RMAA works in Hong Kong. The acquisition has been accounted for as acquisition business using the acquisition method.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

28. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Acquisition of Newco (Continued)

Consideration transferred

| | HK\$'000 |
|--|----------|
| Issuance of 28,190,476 ordinary shares with the market price of HK\$0.039 per share on 7 November 2025 | 10,854 |
| Promissory note | 24,146 |
| | <hr/> |
| | 35,000 |

Acquisition-related costs amounting to approximately HK\$0.6 million have been excluded from consideration transferred and have been recognised as an expense in the current year, within the "administrative expenses" line item in the consolidated statement of profit or loss and other comprehensive income.

Assets acquired and liabilities recognised at the date of acquisition

| | HK\$'000 |
|---|----------|
| Trade receivables | 22,599 |
| Contract assets | 4,091 |
| Deposits, prepayments and other receivables | 569 |
| Cash and bank balance | 1,016 |
| Trade payables | (13,737) |
| Accrued liabilities and other payables | (11,710) |
| Bank borrowings | (1,959) |
| Tax payables | (586) |
| | <hr/> |
| Net assets acquired | 283 |

Goodwill arising on acquisition

| | HK\$'000 |
|---|----------|
| Consideration transferred | 35,000 |
| Less: recognised amounts of net assets acquired | (283) |
| | <hr/> |
| Goodwill arising on acquisition (note 15) | 34,717 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

28. ACQUISITION OF SUBSIDIARIES (CONTINUED)

Acquisition of Newco (Continued)

Goodwill arising on acquisition (Continued)

| | HK\$'000 |
|---|----------|
| An analysis of cash flows in respect of the acquisition is as follow: | |
| Cash and cash equivalent acquired | 1,016 |
| Net cash inflow arising from acquisition | 1,016 |

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities:

| | Lease liabilities (note 25) HK\$'000 | Bank borrowings (note 24) HK\$'000 | Amount due (from) to a controlling shareholder HK\$'000 | Total HK\$'000 |
|--|---|---|---|-------------------|
| At 1 January 2024 | 196 | 3,353 | (1,123) | 2,426 |
| Financing cash flows | (270) | (2,074) | 1,014 | (1,330) |
| Other changes: | | | | |
| Interest expense | 9 | 87 | – | 96 |
| New leases arising from acquisition of subsidiaries | 115 | – | – | 115 |
| At 31 December 2024 and 1 January 2025 | 50 | 1,366 | (109) | 1,307 |
| Financing cash flows | (445) | (325) | 558 | (212) |
| Other changes: | | | | |
| Interest expense | 27 | 130 | – | 157 |
| Addition of new lease | 450 | – | – | 450 |
| New leases arising from acquisition of subsidiaries | 628 | – | – | 628 |
| New bank borrowings arising from acquisition of subsidiaries | – | 4,882 | – | 4,882 |
| At 31 December 2025 | 710 | 6,053 | 449 | 7,212 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

30. EMPLOYEE RETIREMENT BENEFITS

The employees of the Company's subsidiaries in Hong Kong participate in a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance. The assets of the scheme are held separately from those of the Group, in funds under the control of trustee. All employees joining the Group are required to join the MPF Scheme.

Under the current rule of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income capped at HK\$1,500 per month. The retirement benefit costs charged to profit or loss represent contributions payable to such fund by the Group at rates specified in the rules of this scheme.

As at 31 December 2025 and 2024, there were no forfeited contributions available to offset future employers' contributions to the schemes.

31. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the year.

The capital structure of the Group consists of net debt, which includes bank borrowings, amounts due to a controlling shareholder and a non-controlling shareholder, promissory notes, lease liabilities disclosed in note 24 and 25, net of cash and bank balances and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends or new share issues as well as redemption of existing debts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

32. FINANCIAL INSTRUMENTS

32a. Categories of financial instruments

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Financial assets at amortised cost: | | |
| Trade receivables | 94,525 | 127,278 |
| Deposits and other receivables | 5,867 | 5,164 |
| Amount due from a controlling shareholder | – | 109 |
| Amount due from ultimate holding company | 200 | – |
| Amount due from a related company | 2,000 | 1,000 |
| Amounts due from directors | 60 | – |
| Cash and bank balances | 13,038 | 9,680 |
| | 115,690 | 143,231 |
| Financial liabilities at amortised cost: | | |
| Bank borrowings | 6,053 | 1,366 |
| Trade payables | 37,338 | 69,891 |
| Other payables | 13,856 | 2,716 |
| Amount due to a controlling shareholder | 449 | – |
| Amount due to a non-controlling shareholder | 190 | – |
| Promissory notes | 56,456 | – |
| | 114,342 | 73,973 |

32b. Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, deposits and other receivables, amounts due from a controlling shareholder, ultimate holding company, a related company and directors, cash and bank balances, bank borrowings, trade payables, other payables, amounts due to a controlling shareholder and a non-controlling shareholder and promissory notes. Details of these financial instruments are disclosed in the respective notes.

The risks associated with these financial instruments include market risk (interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

32. FINANCIAL INSTRUMENTS (CONTINUED)

32b. Financial risk management objectives and policies (Continued)

(i) Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, contract assets, deposits and other receivables, amounts due from a controlling shareholder, ultimate holding company, a related company and directors, and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Deposits and other receivables and amounts due from a controlling shareholder, ultimate holding company, a related company and directors

The Group assessed the loss allowance for deposits and other receivables and amounts due from a controlling shareholder, ultimate holding company, a related company and directors on 12-month ECL basis. In determining the ECL, the Group has taken into account the historical default experience and forward-looking information as appropriate. There had been no significant increase in credit risk since initial recognition. The Group has considered the consistently low historical default rate in connection with payments and concluded that credit risk inherent in the Group's outstanding balances is insignificant.

Bank balances

The credit risks on bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Trade receivables and contracts arising from contracts with customers

In order to minimise credit risk, the management of the Group is responsible for determination of credit limits, credit approvals and other monitoring procedures over the customers to ensure that follow-up action is taken to recover the overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate allowance are made for irrecoverable amounts. In addition, the Group performs impairment assessment under ECL model on trade balances individually or based on provision matrix. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group is exposed to concentration of credit risk at 31 December 2025 on trade receivables from the Group's top five customers accounted for 39% (2024: 61%) of the Group's total trade receivables.

For trade receivables and contract assets, the Group has applied the simplified approach under HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant balance and credit-impaired, the Group determined ECL on these items by using a provision matrix, grouped by internal credit rating, and the ratings are outlined as follows:

| | |
|---------------|---------------------------------------|
| — Low risk | Customers with good credit standing |
| — Medium risk | Customers with normal credit standing |
| — High risk | Credit-impaired customers |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

32. FINANCIAL INSTRUMENTS (CONTINUED)

32b. Financial risk management objectives and policies (Continued)

(i) *Credit risk and impairment assessment (Continued)*

The following table provides information about the exposure to credit risk and ECL for trade receivables and contract assets which are assessed based on provision matrix as at 31 December 2025 and 31 December 2024 within lifetime ECL (not credit-impaired). Debtors with significant balances and credit-impaired with gross carrying amounts of approximately HK\$1,055,000 (2024: HK\$930,000) as at 31 December 2025 were assessed individually.

| | Average expected loss rate | Gross carrying amount | |
|-------------------------------|----------------------------|-------------------------------|-----------------------------|
| | | Trade receivables HK\$'000 | Contract assets HK\$'000 |
| As at 31 December 2025 | | | |
| Low risk | 0.0378% | 28,142 | 5,636 |
| Medium risk | 42.201% | 125,582 | 33,726 |
| | | 153,724 | 39,362 |
| As at 31 December 2024 | | | |
| Low risk | 0.0262% | 7,704 | 5,641 |
| Medium risk | 20.851% | 152,384 | 24,005 |
| | | 160,088 | 29,646 |

The expected loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without due costs or efforts. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

The Group recognised loss allowances of HK\$25,842,000 (2024: HK\$17,725,000) on trade receivables and recognised loss allowances of HK\$4,053,000 (2024: HK\$2,075,000) on contract assets, respectively during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

32. FINANCIAL INSTRUMENTS (CONTINUED)

32b. Financial risk management objectives and policies (Continued)

(i) *Credit risk and impairment assessment (Continued)*

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets under the simplified approach during the year.

| | Lifetime ECL (not credit-impaired) | | Lifetime ECL (credit-impaired) | | Total HK\$'000 |
|--|---------------------------------------|--------------------|-----------------------------------|--------------------|-------------------|
| | Trade receivables | Contract assets | Trade receivables | Contract assets | |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| 1 January 2024 | 15,085 | 1,899 | 930 | – | 17,914 |
| Loss allowances recognised | 17,853 | 2,376 | – | – | 20,229 |
| Loss allowances reversed | (128) | (301) | – | – | (429) |
| At 31 December 2024 and 1 January 2025 | 32,810 | 3,974 | 930 | – | 37,714 |
| Loss allowances recognised | 29,475 | 5,123 | – | – | 34,598 |
| Loss allowances reversed | (3,634) | (14) | – | – | (3,648) |
| Acquired on acquisition of subsidiaries | 548 | 16 | 125 | – | 689 |
| Written off during the year | – | (1,055) | – | – | (1,055) |
| At 31 December 2025 | 59,199 | 8,044 | 1,055 | – | 68,298 |

The Group writes off a trade receivable or a contract asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs earlier. During the year, none of the trade receivables had been written off and contract assets of HK\$1,055,000 had been written off.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

32. FINANCIAL INSTRUMENTS (CONTINUED)

32b. Financial risk management objectives and policies (Continued)

(ii) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The directors believe that the Group will have sufficient working capital for its future operational requirement.

The following table details the Group's contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

| | Weighted average interest rate % | Carrying amount HK\$'000 | Total contractual undiscounted cash flows HK\$'000 | Within one year or on demand HK\$'000 | More than one year but less than two years HK\$'000 | More than two years but less than five years HK\$'000 |
|--|---|--------------------------------|--|--|---|---|
| 31 December 2025 | | | | | | |
| Bank borrowings | 5.99 | 6,053 | 6,811 | 1,910 | 1,910 | 2,991 |
| Trade payables | - | 37,338 | 37,338 | 37,338 | - | - |
| Other payables | - | 13,856 | 13,856 | 13,856 | - | - |
| Amount due to a controlling shareholder | - | 449 | 449 | 449 | - | - |
| Amount due to a non-controlling shareholder | - | 190 | 190 | 190 | - | - |
| Promissory notes | - | 56,456 | 56,456 | - | 56,456 | - |
| Lease liabilities | 4.36 | 710 | 732 | 498 | 234 | - |
| | | 115,052 | 115,832 | 54,241 | 58,600 | 2,991 |

| | Weighted average interest rate % | Carrying amount HK\$'000 | Total contractual undiscounted cash flows HK\$'000 | Within one year or on demand HK\$'000 |
|-------------------------|---|--------------------------------|--|--|
| 31 December 2024 | | | | |
| Bank borrowings | 3.00 | 1,366 | 1,381 | 1,381 |
| Trade payables | - | 69,891 | 69,891 | 69,891 |
| Other payables | - | 2,717 | 2,717 | 2,717 |
| Lease liabilities | 3.50 | 50 | 50 | 50 |
| | | | 74,024 | 74,039 |
| | | | | 74,039 |

(iii) Fair value risk

The directors considered that the carrying amounts of financial assets and financial liabilities recorded at amortised cost approximate their fair values at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

33. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group also had the following related party transactions during the year:

(a) Compensation of key management personnel

Compensation of key management personnel of the Group, including directors' remuneration as disclosed in note 13(a) to the consolidated financial statements, is as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Salaries, allowances and other benefits | 5,096 | 3,537 |
| Contributions to retirement benefits scheme | 168 | 113 |
| | 5,264 | 3,650 |

(b) Transactions with related parties

During the year, the Group entered into the following transactions with its related parties:

| Related parties | Nature | 2025 HK\$'000 | 2024 HK\$'000 |
|--|---------------------------------------|------------------|------------------|
| A company owned by spouse of a controlling shareholder | Non-operating service income (note 7) | 1,000 | 1,000 |
| | | 1,000 | 1,000 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

| | Notes | 2025 HK\$'000 | 2024 HK\$'000 |
|---|-------|------------------|------------------|
| ASSETS AND LIABILITIES | | | |
| Non-current asset | | | |
| Investment in subsidiaries | | 102,700 | 22,000 |
| Total non-current asset | | 102,700 | 22,000 |
| Current assets | | | |
| Prepayment | | – | 179 |
| Amount due from a subsidiary | | 98,995 | 99,549 |
| Amounts due from directors | | 60 | – |
| Cash and bank balances | | 146 | 1,951 |
| Total current assets | | 99,201 | 101,679 |
| Current liabilities | | | |
| Accrued liabilities | | 52 | 10 |
| Amount due to a controlling shareholder | | 50 | – |
| Promissory notes | 23 | 56,456 | – |
| Total current liabilities | | 56,558 | 10 |
| Net current assets | | 42,643 | 101,669 |
| Net assets | | 145,343 | 123,669 |
| EQUITY | | | |
| Share capital | 27 | 16,914 | 11,746 |
| Reserves | | 128,429 | 111,923 |
| Total equity | | 145,343 | 123,669 |

The financial statements of the Company were approved and authorised for issue by the board of directors of the Company on 25 March 2026 and are signed on its behalf by:

Mak Alexander
Director

Chan Leung
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

34. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Movement in the Company's reserves

| | Share premium HK\$'000 | Accumulated loss HK\$'000 | Total HK\$'000 |
|---|---------------------------|------------------------------|-------------------|
| At 1 January 2024 | 101,105 | (6,858) | 94,247 |
| Issuance of shares in consideration for the acquisition of Wonder Group | 20,254 | – | 20,254 |
| Loss and total comprehensive expense for the year | – | (2,578) | (2,578) |
| At 31 December 2024 and 1 January 2025 | 121,359 | (9,436) | 111,923 |
| Issuance of shares in consideration for the acquisition of Suntec and Newco | 19,076 | – | 19,076 |
| Loss and total comprehensive expense for the year | – | (2,570) | (2,570) |
| At 31 December 2025 | 140,435 | (12,006) | 128,429 |

35. CONTINGENT LIABILITIES

In the ordinary course of the Group's business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or of the Group's subcontractors in accidents arising out of and in the course of their employment. The directors are of the opinion that such claims are substantially covered by insurance and would not result in material adverse impact on the financial position or results and operations of the Group.

At the end of the reporting period, the Group had outstanding performance bonds as follows:

| | 2025 HK\$'000 | 2024 HK\$'000 |
|---|------------------|------------------|
| Performance bonds for guarantee of completion of projects issued by insurance companies | 6,613 | 6,613 |

36. EVENT AFTER REPORTING PERIOD

On 23 February 2026, the Group entered into a framework service agreement with Arcana Water Seepage Investigation Co. Limited, a company owned by the spouse of the controlling shareholder of the Company, pursuant to which the Group agreed to provide the construction-related sub-contracting services for a term of three years.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published financial statements, is set out as below. This summary does not form part of the audited financial statements.

| | FY2025 HK\$'000 | FY2024 HK\$'000 | FY2023 HK\$'000 | FY2022 HK\$'000 | FY2021 HK\$'000 |
|--|--|--|--|--|--|
| Revenue | 209,671 | 151,522 | 110,034 | 106,187 | 249,625 |
| Cost of services | (206,446) | (152,979) | (126,672) | (96,354) | (204,784) |
| Gross profit (loss) | 3,225 | (1,457) | (16,638) | 9,833 | 44,841 |
| Other income and gain, net | 2,032 | 1,002 | 2,857 | 4,161 | 996 |
| Administrative expenses | (8,406) | (6,524) | (9,298) | (11,980) | (9,826) |
| Impairment losses on trade receivables and contract assets | (30,950) | (19,800) | (4,725) | (4,930) | (2,025) |
| Impairment loss on goodwill | (19,470) | – | – | – | – |
| Listing expenses | – | – | – | – | (2,186) |
| Finance costs | (157) | (96) | (53) | (14) | (199) |
| (Loss) profit before income tax | (53,726) | (26,875) | (27,857) | (2,930) | 31,601 |
| Income tax expense | (1,125) | (128) | (1,555) | (4,479) | (5,319) |
| (Loss) profit and total comprehensive (expense) income for the year | (54,851) | (27,003) | (29,412) | (7,409) | 26,282 |
| | As at 31 December 2025 HK\$'000 | As at 31 December 2024 HK\$'000 | As at 31 December 2023 HK\$'000 | As at 31 December 2022 HK\$'000 | As at 31 December 2021 HK\$'000 |
| ASSETS AND LIABILITIES | | | | | |
| Non-current assets | 80,756 | 19,932 | 665 | 943 | 2,431 |
| Current assets | 170,172 | 196,877 | 176,781 | 253,537 | 276,015 |
| Total assets | 250,928 | 216,809 | 177,446 | 254,480 | 278,446 |
| Non-current liabilities | 1,664 | 34 | 115 | 55 | – |
| Current liabilities | 158,993 | 95,897 | 51,450 | 99,132 | 115,744 |
| Total liabilities | 160,657 | 95,931 | 51,565 | 99,187 | 115,744 |
| Total equity | 90,271 | 120,878 | 125,881 | 155,293 | 162,702 |