METROPOLIS
信都国际租赁

METROPOLIS CAPITAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8621)

ANNOUNCEMENT OF ANNUAL RESULTS

FOR THE YEAR ENDED 31 DECEMBER 2025

The board (the **"Board"**) of directors (the **"Directors"**) of Metropolis Capital Holdings Limited (the **"Company"**, and its subsidiaries, the "**Group**") is pleased to announce the audited consolidated financial results of the Group for the year ended 31 December 2025. This announcement, containing the full text of the 2025 annual report of the Company (the "**2025 Annual Report**"), complies with the relevant requirements of the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") in relation to the information to accompany the preliminary announcement of annual results. The printed version of the 2025 Annual Report containing the information required by the GEM Listing Rules will be despatched to the shareholders of the Company and published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.metropolis-leasing.com) in due course in the manner as required by the GEM Listing Rules.

By order of the Board
Metropolis Capital Holdings Limited
Chau David
Chairman, chief executive officer and executive Director

Hong Kong, 27 March 2026

As at the date of this announcement, the executive Directors are Mr. Chau David and Ms. Zhou Hui; the non-executive Director is Ms. Chau On; and the independent non-executive Directors are Mr. Lau Chung Wai, Mr. Mo Luojiang and Mr. Lin Peicong.

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

This announcement will remain on the "Latest Listed Company Information" page of the GEM website of the Stock Exchange at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be published on the website of the Company at www.metropolis-leasing.com.

CHARACTERISTICS OF GEM ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

This report, for which the directors (the "Director(s)") of Metropolis Capital Holdings Limited (the "Company", together with its subsidiaries, the "Group"), collectively and individually, accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material aspects and not misleading or deceptive; and there are no other matters the omission of which would make statement herein or this report misleading.

CONTENTS

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chau David (周大為)
Ms. Zhou Hui (周卉)

Non-executive Director

Ms. Chau On (周安)

Independent non-executive Directors

Mr. Lau Chung Wai (劉仲緯)
Mr. Mo Luojiang (莫羅江)
Mr. Lin Peicong (林培聰)

AUDIT COMMITTEE

Mr. Lau Chung Wai *(Chairman)*
Mr. Mo Luojiang
Mr. Lin Peicong

REMUNERATION COMMITTEE

Mr. Mo Luojiang *(Chairman)*
Mr. Lau Chung Wai
Mr. Lin Peicong

NOMINATION COMMITTEE

Mr. Lin Peicong *(Chairman)*
Mr. Mo Luojiang
Mr. Lau Chung Wai
Ms. Zhou Hui

AUTHORISED REPRESENTATIVES

Mr. Chau David
Ms. Zhou Hui

COMPLIANCE OFFICER

Ms. Zhou Hui

COMPANY SECRETARY

Ms. Lo Lok Ting Teresa

REGISTERED OFFICE

P.O. Box 1350, Winward 3
Regatta Office Park
Grand Cayman
KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room 7003A
887 Huai Hai Zhong Road
Huangpu District
Shanghai
China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Jardine House
1 Connaught Place
Central
Hong Kong

LEGAL ADVISERS AS TO HONG KONG LAWS

Chiu & Partners
40th Floor, Jardine House
1 Connaught Place
Central
Hong Kong

AUDITORS

Forvis Mazars CPA Limited
Certified Public Accountants and
Registered Public Interest Entity Auditor
42/F, Central Plaza
18 Harbour Road, Wanchai
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKER

Agricultural Bank of China Limited
China Merchants Bank Co. Ltd.

STOCK CODE

8621

COMPANY WEBSITE

http://www.metropolis-leasing.com/

CHAIRMAN STATEMENT

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Metropolis Capital Holdings Limited (the "Company", and together with its subsidiaries, the "Group"), I am pleased to present the annual report of the Group for the year ended 31 December 2025 (the "Reporting Period").

The shares (the "Shares") of the Company were successfully listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 December 2018 (the "Listing Date"). The Group is headquartered in Shanghai and has been providing customised finance leasing, finance leasing advisory and factoring services to customers throughout the country over a decade.

PERFORMANCE REVIEW

In 2025, the government of the People's Republic of China (the "PRC") withstood external pressure and overcame internal difficulties, and the national economy rebounded and made solid progress in high-quality development. In 2025, the GDP of the PRC reached RMB140.2 trillion, representing an increase of 5%, as compared with the previous year.

Although steady economic performance in the PRC, the Group was encountered numerous challenges. On the one hand, intense competition in the vehicle finance leasing sector has led to a contraction in the Group's business; on the other hand, the deterioration in the financial status of the Company's customers has resulted in a further increase in overdue receivables. The Group is actively addressing this issue through measures like selling leased property (vehicles) and pursuing legal actions against defaulting customers. The prolonged litigation process has extended the overdue period of certain receivables, including factoring receivables. Management of the Group anticipates that once the litigations have been resolved, the recovery of overdue receivables will improve.

The management of the Group has been actively considering other business opportunities to bring a better return to its shareholders. The Group is considering to expand more types of financing leases, such as various equipment and artworks to diversify the Group's existing business and broaden its source of income. The Group may use its resources to invest in other industries in the future, so as to bring additional source of revenue to the Group and create value to the shareholders of the Company ("Shareholders"). The management is aware of corporate governance and compliance being crucial to the Group's sustainable development. We have carried out an extensive internal control review exercise in order to identify any possible deficiencies in our business operations system. We will continue to improve and optimise our corporate governance standards and carry out the internal review exercise at least on an annual basis.

The Group's revenue for the Reporting Period was approximately RMB30.4 million, which represented a decrease of approximately 41.7% from approximately RMB52.2 million for the year ended 31 December 2024 (the "Corresponding Period"). The revenue mainly generate from finance leasing advisory services, interest income arising from sale and leaseback arrangements and interest income arising from factoring arrangements amounted to approximately RMB27.2 million, RMB2.0 million and RMB1.3 million, which accounted for approximately 89.3%, 6.5% and 4.2% of the total revenue for the Reporting Period, respectively.

The Group actively reviewed the credit risk control system and took positive measures, such as selling collateral vehicles and suing defaulting clients. The decrease of lease receivables, factoring receivables and financial guarantee contracts was mainly due to (i) payment and settlement of lease receivables, factoring receivables and financial guarantee contracts; (ii) lease receivables being partially written off; and (iii) slowing down of the expansion of vehicles finance leasing business and finance leasing advisory service business.

CHAIRMAN STATEMENT

Although the factoring receivables have decreased, some factoring contracts have been overdue for a longer time. In finance leasing advisory service business, the Group acts as an intermediary between individual clients with financing need and independent financial institutions (as finance leasing funders) who provide vehicles finance lease services to individual clients. The Group provides clients with finance leasing advisory services and financial guarantees to the finance leasing funders. The auxiliary service providers provide the counter guarantees to the Group's financial guarantees. During the Reporting Period, some clients defaulted payment of vehicles finance lease, and the Group advanced the overdue payments for the auxiliary service providers to the financial institutions and accounted for under the item of other receivables. It is the reason for the increase in other receivables and one of the reasons for the decrease in financial guarantee contracts for the Reporting Period. The management would keep a close eye on the Company's assets performance and would take actions as and when appropriate.

OUTLOOK

In recent years, the PRC authorities have implemented measures to boost domestic consumption, including but not limited to providing support for expanding real estate and auto sales, underscoring the country's intensifying efforts to ensure steady economic recovery and meet annual economic development goals amid internal and external downward pressures. At the same time, the central bank lowered the benchmark interest rate for bank loans. All these changes in the external environment demand more innovation and creativity from the Group, and the management must strengthen the competitiveness of the Group to cope with the external changes and competitions accordingly.

The Group will keep its focus to serve the financing needs of small and medium-sized enterprises. Although there has been a slow down in the Group's expansion of its finance leasing business related to the motor vehicles and finance leasing advisory service which involves financial guarantee, the Group will actively seek excellent sales teams and financing parties with lower financial costs to provide better financial leasing services to the market.

The management has been actively considering other business opportunities to bring a better return to its Shareholders. The Group is considering to expand more types of financing leases, such as various equipment and artworks to diversify the Group's existing business and broaden its source of income. The Group has established an associate in the PRC which is principally engaged in the business of provision of cultural and art exchange activities in the PRC. The Group's management has experience in the cultural and artistic industries, and in the highly competitive environment of the financing lease industry, the Group also hopes to engage in other industries to bring additional income to the Group and create value for the Shareholders.

The Board would like to express its gratitude for the efforts and contributions made during the year by all of the Group's employees as well as the strong support from its business partners and customers.

David Chau
Chairman, chief executive officer and executive Director
Shanghai, the PRC, 27 March 2026

BUSINESS REVIEW

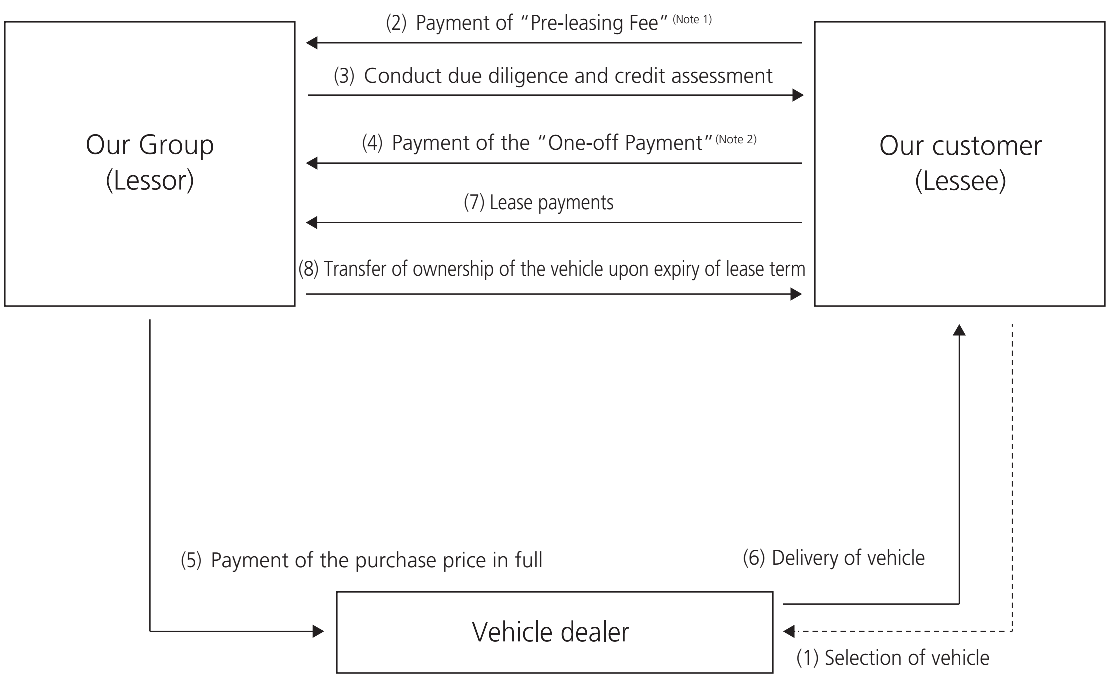
Finance Leasing Business

We primarily provide customised vehicle finance leasing to our customers. The Group categorises its vehicle finance leasing into typical finance leasing and sale and leaseback arrangements.

Typical finance leasing generally involves the leasing of vehicle acquired by us from a vehicle dealer prior to a lease transaction. The sale and leaseback arrangement generally involves the leasing of a new or second-hand vehicle acquired by our customer from a vehicle dealer prior to a lease transaction. During the Reporting Period, most of our vehicle finance leasing transactions were under sale and leaseback arrangements.

Typical finance leasing

The following diagram illustrates the relationship among our Group (as lessor), our customer (as lessee) and the vehicle dealer under a typical finance leasing:



Notes:

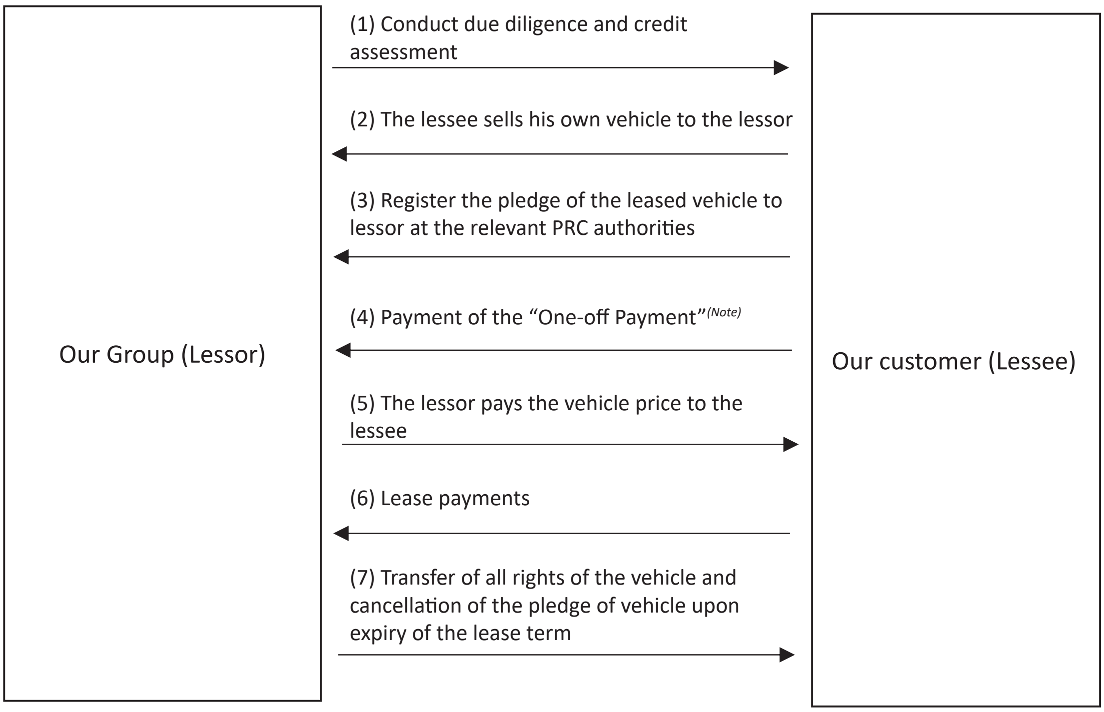
(1) "Pre-leasing Fee" includes earnest money and due diligence fee (if applicable). The earnest money can be applied to offset part of the "One-off Payment" at the later stage.

(2) "One-off Payment" includes insurance fee, security deposit, administrative fee, GPS installation fee, due diligence fee and down payment (if applicable).

The vehicles under typical finance leasing arrangements are generally (i) commercial vehicles such as trucks, shuttle buses, coaches, tractor units, concrete transport trucks and dump trucks; and (ii) passenger vehicles which require road transportation operation licence. In typical finance leasing, we typically provide financing of approximately 30% to 100% of the total vehicle value (including the purchase price of the vehicle and vehicle insurance (if applicable)) to our customers.

Sale and leaseback arrangements

The following diagram illustrates the relationship among our Group (as lessor) and our customer (as lessee) under a typical sale and leaseback arrangement:

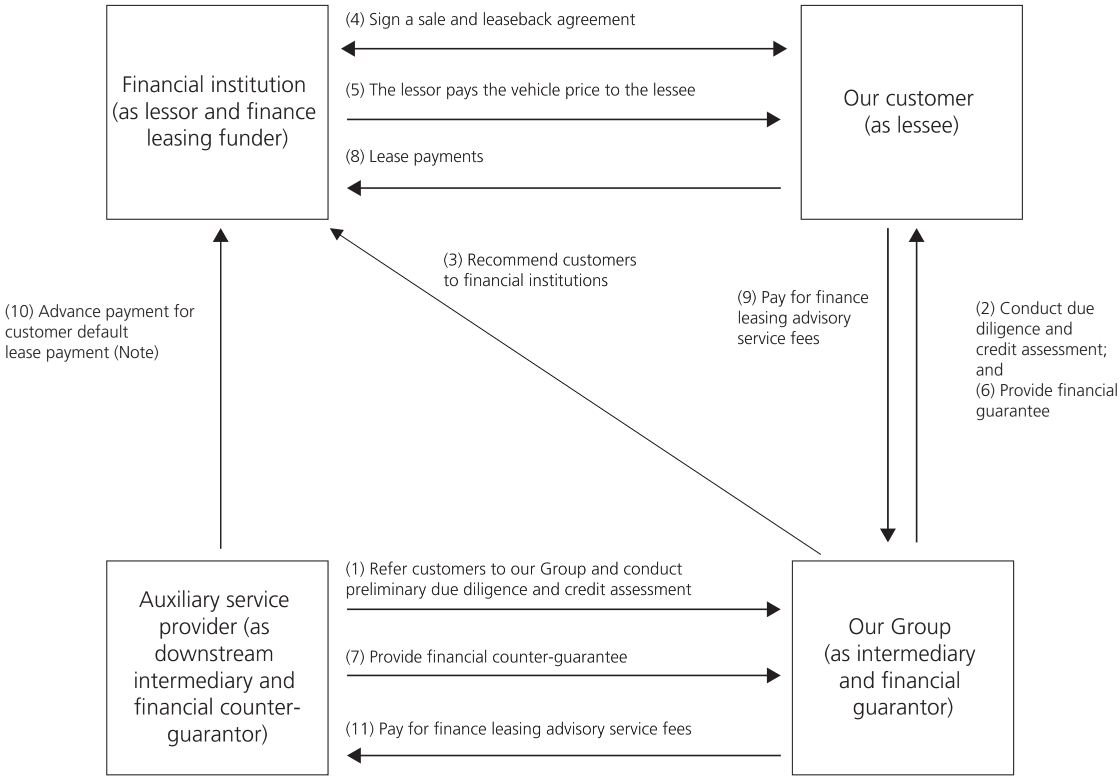


Note: "One-off Payment" includes insurance fee, security deposit, administrative fee, GPS installation fee, due diligence fee, and down payment (if applicable). In this step, our customer will also enter into an agreement with our Group to transfer all rights of the leased vehicle to us.

The vehicles under the sale and leaseback arrangements are generally passenger cars. Under the sale and leaseback arrangements, we typically provide financing of approximately 23% to 100% of the total vehicle value (including the purchase price of the vehicle and vehicle insurance (if applicable)) to our customers.

Finance Leasing Advisory Service Business

The following diagram illustrates the relationship among our Group (as intermediary and financial guarantor), our customer (as lessee), financial institution (as lessor and finance leasing funder) and auxiliary service provider (as downstream intermediary and financial counter-guarantor) under a typical finance leasing advisory service arrangement:



Note: When the auxiliary service provider fails to advance the default lease payment for the customer to the financial institution in time, our Group will advance the default lease payment for the customer to the financial institution. Our Group has right to claim the advance payment from the customer and the auxiliary service provider.

Factoring Business

Factoring is a financing arrangement in which a business owner pledges its account receivables to our Group as security to obtain financing.

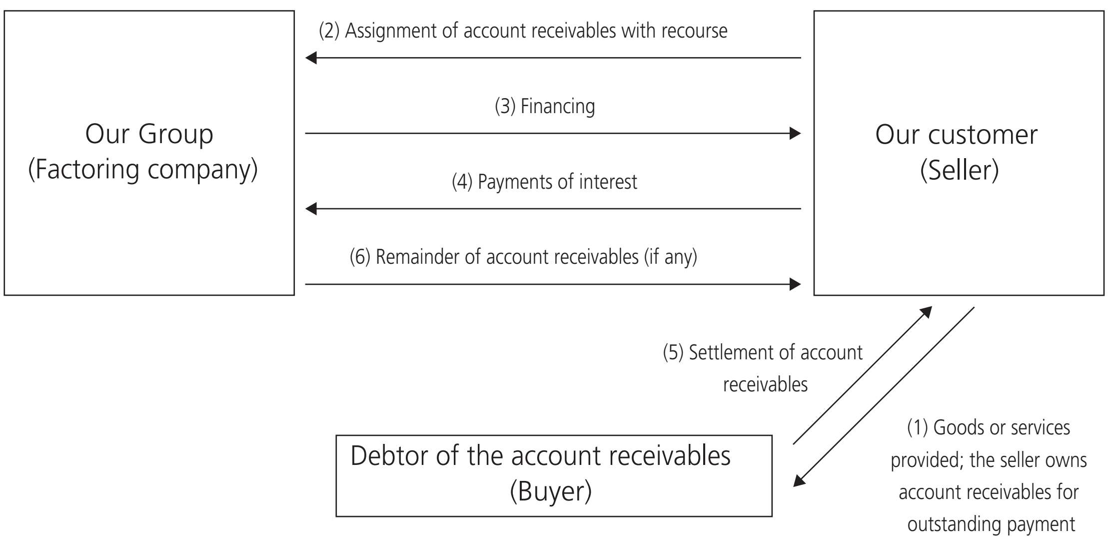
In a typical factoring transaction, we (as factoring company) provide financing and account receivables management services to our customer (as seller) in return for (i) interest income; and (ii) assignment of customer receivables with recourse. After the assignment of customer receivables, we own the right to receive the outstanding amount of the account receivables from the buyer (i.e. debtor of the account receivables). Such factoring receivables are generally payable within 6–18 months.

The settlement arrangement of our interest income is usually negotiated between our customer and our Group on a case-by-case basis. We will collect the interest income either (i) in monthly or quarterly instalments; or (ii) at the end of the financing period.

When the debtor of the account receivables settles the account receivables, such sums are first applied to the settlement of the financing and the services provided to our customer under the factoring transaction between our customer and us, and any remainder is then paid to our customer.

Our business model of our factoring business is premised on the fact that small and medium-sized enterprises ("SMEs") in the PRC are generally underserved by the banking industry as commercial banks in the PRC have generally been reluctant to provide financing to SMEs without sufficient credit support, such as third-party guarantees, or adequate collaterals of tangible assets.

The following diagram illustrates the relationship among our Group (as factoring company), our customer (as seller) and the debtor of the account receivables (as buyer):



Main Terms of Finance Leasing Business, Finance Leasing Advisory Service Business and Factoring Business

Finance leasing business

We have standard templates for our vehicle finance leasing agreements. A summary of the key terms of our typical finance leasing and sale and leaseback arrangements are set out below:

	Typical finance leasing	Sale and leaseback arrangements
Average term	Range from 6 to 36 months (2024: 3 to 48 months)	Range from 6 to 36 months (2024: 6 to 36 months)
Interest (Note)	Approximately 11.91% to 15.02 % per annum during the Reporting Period (2024: approximately 11.91% to 23.09%) All interest rates inherent in the lease are fixed at the contract date over the lease terms For details, please refer to Note 19 in the consolidated financial statements of this annual report	Approximately 8.30% to 27.80% per annum during the Reporting Period (2024: approximately 12.00% to 27.80%) All interest rates inherent in the lease are fixed at the contract date over the lease terms For details, please refer to Note 20 in the consolidated financial statements of this annual report
Vehicle under lease	A detailed vehicle list is listed as an appendix to the finance leasing agreement(s)	
Title/ownership of vehicle under lease	During the lease term, the ownership of the leased vehicle under the respective finance leasing agreement(s) shall be vested in the Group. The vehicle under lease will be registered under the name of the Group or the lessee who holds the road transportation operation licence in the "Motor Vehicle Registration Certificate". The vehicle under lease typically requires a road transportation operation licence under the relevant laws and regulations of the PRC, therefore, the vehicle under lease will be registered under the name of the lessee who holds the road transportation operation licence.	We will require the lessee to transfer all rights of the leased vehicle to the Group, and to pledge the vehicle under lease to the Group and register the pledge with the relevant PRC authorities

	Typical finance leasing	Sale and leaseback arrangements
Collaterals	Our customer will pay the Group a security deposit to safeguard for their performance of the obligations under the finance leasing agreements	
	Apart from the security deposit, depending on the risk level of our customer, the Group may also require lessees and third parties to provide additional collaterals or guarantees so that the Group will have better protection against credit risk. These additional collaterals or guarantees include (i) joint and several guarantees from the lessee's legal representative, major equity interest holders or their family members (where applicable); and (ii) pledge of real property or vehicles owned by the lessees	
Insurance	Full insurance coverage on the vehicle under lease; insurance premium payable by the lessee	
Rent, fees and security deposit	— monthly lease payment by lessee; — fees for late repayment and insurance; and — security deposit	
Default provision	If the lessee fails to pay any installment of rent, or fails to perform any of its obligations under the finance leasing agreement, the Group shall have the right to demand prompt payment in full or part of the lease receivables, or immediately and unilaterally dispose of such leased vehicle	
Completion	After full settlement of all interest and principal, the Group shall transfer the ownership of the leased vehicle(s) to the lessee	

Note: We charge interest on our finance leases based on the prevailing market rates, the assessment of the credit risk involved and the liquidity of the lease asset, our funding cost and our internal rates of return for finance leasing of different lease assets. Factors which affect the risk premium for pricing of our finance leases include the customer's industry and reputation, existing debt position, operating cash flows and the projected cash flows to be generated from the lease asset (if applicable).

Finance Leasing advisory service business

The Group acts as an intermediary between individual customers with financing need and independent financial institutions (collectively, "financial institutions") which provide finance lease services to individual customers.

Financial institutions provide sale and leaseback arrangements to customers. The Group provides customers with finance leasing advisory services and financial guarantees to financial instructions. We charge customers finance leasing advisory service fees by installments during the sale and leaseback arrangements contract period. If our customers were referred to us by auxiliary service providers (collectively, "Auxiliary Service Providers"), and Auxiliary Service Providers provide financial counter-guarantee, our Group will also pay for the finance leasing advisory service fees during the sale and leaseback arrangements contract period.

Average term	Range from 1 to 3 years (2024: 1 to 3 years)
Fees	The finance leasing advisory service fees was payable by customers to the Group by equal monthly installments over the agreed period of services.
Vehicle under lease	A detailed vehicle list is listed as an appendix to the finance leasing agreement(s)
Title/ownership of vehicle under lease	Financial institution will require the lessee to transfer all rights of the leased vehicle to financial institution, and to pledge the vehicle under lease to financial institution and register the pledge with the relevant PRC authorities.
Default provision	In the case of the failure of the customer to pay the finance leasing advisory service fees to the Group, the Group has a right to demand the customer for a payment of liquidated damages.
	In case of the customer's default under the sale and leaseback agreement, and after the Group assumes the liability under the financial guarantee, the Group has a right to claim against the customer and enjoy the rights of the financial institution under the sale and leaseback agreement, including the mortgage right over the customer's property, under the financial guarantee. The Group also has a right to claim against the counter-guarantor.

Factoring business

The factoring agreement is entered into between the Group (as factoring company) and the customer (as seller), where the factoring principal amount is stipulated in the factoring agreement. After the customer assigned the account receivables to the Group with recourse, we shall advance the factoring financing to our customer accordingly, and we own the right to receive the outstanding amount of the account receivables from the debtor of the account receivables.

A summary of the key terms of our factoring agreements are set out below:

Average term	The factoring receivables are measured at amortised cost and generally with maturity ranging from 6 to 18 months (2024: 6 to 36 months)
Interest	The effective interest rates of the factoring receivables as at 31 December 2025 range from approximately 8.00% to 26.82% (2024: 12.00% to 26.82%) per annum. For details, please refer to Note 22 in the consolidated financial statements of this annual report
Type of factoring	(i) With recourse, which means that under certain circumstances, such as a default by the debtor of the account receivables (as buyer) to pay the account receivables, and a dispute arising between the debtor of the account receivables (as buyer) and our customer, our customer is required to unconditionally repay the outstanding balance of the financing provided to such customer, together with any unpaid interest and related fees owed to us; and (ii) with notification, which means the buyer is notified of the factoring arrangement between our customer and us before or after we provide financing to our customer
Title/ownership of the account receivables	The title/ownership of the account receivables will be assigned with recourse to the Group upon commencement of the factoring agreement
Repurchase	The Group shall be entitled to demand the customer to immediately and unconditionally repurchase the outstanding amount of the account receivables being assigned to the Group, by repaying the outstanding factoring principal amount of the respective factoring agreements and accrued interest in the event that any of the triggering events (including but not limited to the following) occurs: (i) the debtor of the account receivables has failed to repay the account receivables within 90 days after the due date of which the customer or the Group has demanded the repayment of such account receivables; (ii) prior to the due date of the account receivables, the debtor or the customer notified the Group in writing that there are commercial disputes concerning the relevant contract between them, or the Group is made aware of such disputes through the customer or through other ways; and/or (iii) commercial fraud is involved in the contract.

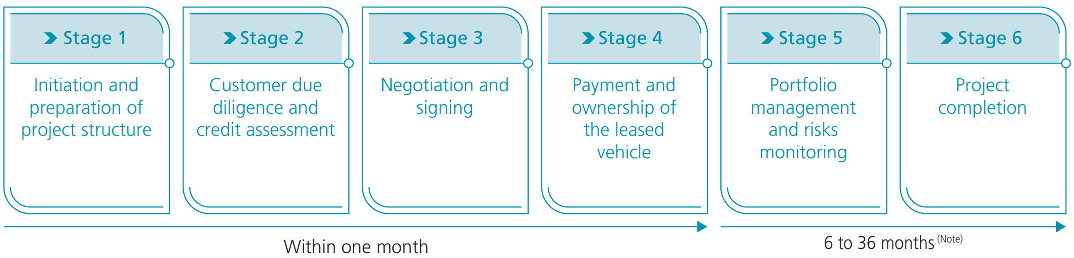
Default provision — In the case of the failure of the customer to repurchase the account receivables by the time specified by the Group, default interest shall be applied in respect of the outstanding factoring principal amount under the factoring agreement

— In the case of the failure of the customer to pay the account receivables to the Group in a timely manner upon receipt of such account receivables pursuant to the factoring agreement, the Group has a right to demand the customer for a payment of liquidated damages

Operational Workflow

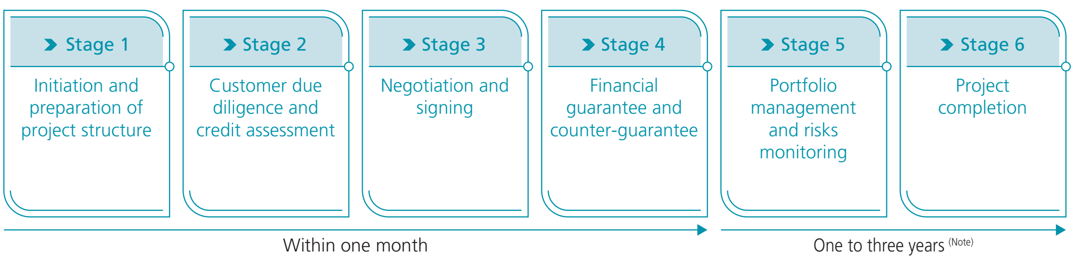
We have adopted a systematic operational workflow for our vehicle finance leasing operation, factoring operation and finance leasing advisory service operation. Under the workflow, we apply various risk management measures to control the risks involved.

The following chart sets out the typical workflow of our vehicle finance leasing business operation:



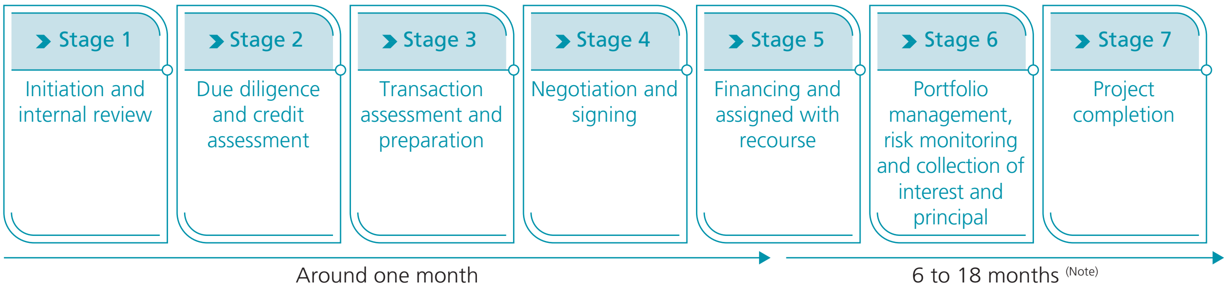
Note: The Finance Leasing Receivables are generally payable in 6 to 36 months, depending on the terms of the respective finance leasing agreements.

The following chart sets out the typical workflow of our finance leasing advisory service business operation:



Note: The finance leasing advisory service receivables are generally payable in one to three years, depending on the terms of leasing advisory service agreements.

The following chart sets out the typical workflow of our factoring business operation:



Note: The factoring receivables are generally payable within 6 to 18 months, depending on the terms of the respective factoring agreements.

Credit Approval Process

The approval process for finance lease, sale and leaseback arrangements, finance leasing advisory service and factoring business is as follows:

1. Apply for financing needs: Customers apply to the Group for financing needs and provide the necessary credit risk assessment materials for the finance lease, sale and leaseback arrangements, factoring business and finance leasing advisory service business respectively.

2. Assessment of Credit Risk: The Group reviews the credit risk assessment materials provided by customers, including the authenticity and completeness of the materials, and evaluates the customer's credit status and repay ability.

3. Handle pledge registration: In the finance lease business of vehicle registration under the customer's name and sale and leaseback arrangements business, the customer pledges the vehicle under lease to the Group and registers the pledge with the relevant PRC authorities. In finance leasing advisory service business, the customer pledges the vehicle under lease to the finance leasing funders and registers the pledge with the relevant PRC authorities.

4. Install GPS positioning system: In the finance lease business and sale and leaseback arrangements business, the Group needs to install GPS positioning systems in the vehicle for monitoring the vehicle usage. In finance leasing advisory service business, the Group needs to ensure that the finance leasing funders install GPS positioning systems and authorizes it to the Group.

5. Signing of contract: After the above procedures are completed, the customer signs a finance lease, sale and leaseback arrangements, factoring and finance leasing advisory service contract with the Group.

6. Approval: After all the procedures are completed, the Group will approve the payment to customer for the finance lease, sale and leaseback arrangements, and factoring,or providing financial guarantee to the finance leasing funders for the customer for finance leasing advisory service.

Assessment of Credit Risk

Our business principally involves providing finance leasing, finance leasing advisory services and factoring services to customers on the premise that the net financing amount will be repaid together with accrued interest. Our business is therefore subject to risks that our customers may default on their repayment obligations. As such, we have adopted the following strategies to achieve our risk management objectives:

- continue to remain selective in the screening of customers, based on our thorough industry understanding;

- strengthen our risk management capabilities through the segregation of duties between (i) our business operation department, which is responsible for customer exploration and service; (ii) our credit assessment department, which is responsible for credit assessment after considering our customer's ability and willingness to pay its financial obligations; (iii) our legal department, which is responsible for checking the completeness of the legal documents signed by our customers; and (iv) our finance department, which is responsible for ensuring the satisfaction of the conditions precedent prior to the approval of the financing or provision of financial guarantee;

- Finance Leasing Business: strengthen our ability to detect potential default by our customers by monitoring the portfolio of each customer and the usage of the leased vehicles through our e-leasing system and GPS online system; Finance Leasing advisory service business: monitoring through e-leasing system and GPS online system authorized by finance leasing funders; Factoring Business: (i) conduct on-site and off-site investigations into the creditworthiness, operational and financial status, industry conditions, industry transaction practices, cooperation relationships, and transaction related situations of the seller (our customer) and buyer (i.e. debtor of the account receivables), and simultaneously assess the debtor's willingness to pay, payment ability, and the creditor's repurchase ability; (ii) review the basic materials of accounts receivable for factoring business, including transaction contracts (including review of payment methods, payment terms, payment time, quality assurance, whether transfer is prohibited, offset, termination, breach of contract liability, etc.); (iii) strengthen the monitoring of payment risk, and include contract terms to increase the liability for breach of contract, urging both parties (the seller and buyer) of the underlying transaction to fulfill their payment obligations as agreed; and

- continue to cultivate a strong risk management culture through rigorous implementation of our risk management policies and measures, as well as company-wide employee training.

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 at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including the historical experience and any forward-looking information that is available without undue cost or effort. For details, please refer to Note 2 in the consolidated financial statements of this annual report.

Impairment Policies

Please refer to Note 2 in the consolidated financial statements of this annual report for the impairment policies of the Group.

Clients Size and Diversity

The Company is an investment holding company and the principal place of business of the Group's operation is in the PRC.

We provide our vehicle finance leasing mainly to SME and individuals in the PRC. To the best of the Directors' information and belief, the majority of finance leasing customers of the Group used the leased vehicles to engage in vehicle operating lease business (e.g. operation of passenger car fleets), road freight and passenger transportation, and the majority of customers for sale and leaseback arrangements are individuals. During the Reporting Period, there were 300 (2024: 835) finance leasing customers.

During the Reporting Period, to the best of the Directors' information and belief, all revenue from the factoring agreements was generated from customers which were SMEs, which were primarily engaged in the vehicle leasing and trading business. During the Reporting Period, there were 13 (2024: 16) customers from our factoring business.

The majority of customers for finance leasing advisory service business are individuals. During the Reporting Period, there were 3,328 (2024: 4,855) customers from our finance leasing advisory service business.

An analysis on the contribution of the Receivables (as defined below) and the financial guarantees before loss allowances by the five largest customers is presented as follows:

	As at 31 December 2025 RMB	As at 31 December 2024 RMB
Total Receivables and financial guarantees before loss allowances from the five largest customers	**43,559,227**	42,015,722
Total Receivables and financial guarantees before loss allowances	**188,570,487**	397,708,600
% contribution by the five largest customers	**23.1%**	10.6%

For details on our largest customers during the Reporting Period, please refer to the paragraph headed "Relationship with customers and suppliers" in the Director's Report in this annual report. For details on our related party transactions during the Reporting Period, please refer to the paragraph headed "Related party transactions" in the Director's Report in this annual report.

REVENUE

The Group's revenue was principally derived from finance lease income for the provision of finance lease services (including finance lease and sale and leaseback arrangements), finance leasing advisory and factoring services in the PRC. During the Reporting Period, the Group's revenue decreased by approximately RMB21.7 million or approximately 41.7% to approximately RMB30.4 million from approximately RMB52.2 million for the Corresponding Period. The decrease in revenue for the Reporting Period was mainly attributable to the decrease in finance leasing advisory service income of approximately RMB13.4 million, interest income arising from sale and leaseback arrangements of approximately RMB4.8 million and interest income arising from factoring arrangements of approximately RMB3.4 million.

The finance leasing advisory services were rendered to serve as an intermediary between individual clients with financing needs and independent financial institutions which sometimes provide vehicles finance lease services to individual clients. We also provide finance leasing advisory services to our clients or suppliers and provide financial guarantees for our clients to the finance leasing funder. The Group advised individual clients on their financing options based on their specific needs, and assisted with mediating the finance leasing contracts between the independent financial institutions and the individual clients, after assessing those clients' risk profiles. Finance leasing advisory services of the Group include but are not limited to: credit background referencing and vehicle value assessment; leasing application mediation, document preparation and auxiliary post lending assets management services, provision of credit assessment platform, and so on. Factoring is a financing arrangement in which a business owner pledges its account receivables to our Group as security to obtain financing. In a typical factoring transaction, we (as factoring company) provide financing and account receivables management services to our customer (i.e. creditor of the account receivables) in return for (i) interest income; and (ii) assignment of customer receivables with recourse. After the assignment of customer receivables, we own the right to receive the outstanding amount of the account receivables from the buyer (i.e. debtor of the account receivables).

OTHER INCOME

During the Reporting Period, the Group's other income amounted to approximately RMB0.4 million, representing a decrease of approximately 69.0% from approximately RMB1.3 million for the Corresponding Period. The decrease was mainly due to: (i) decrease in reimbursements received from leasing customers for the Group's expenses incurred for collection of their outstanding leasing balances; (ii) decrease in government subsidies; and (iii) decrease in bank interest income for declining deposit interest rates.

OTHER GAINS AND LOSSES

During the Reporting Period, the Group's recorded other losses of approximately RMB0.4 million, instead of other gains of approximately RMB0.2 million for the corresponding Period. The turnaround from other gains to other losses was mainly attributable to (i) increase in losses on disposal of intangible assets and property and equipment;and (ii) exchange gains for the Corresponding Period turned into exchange losses for the Reporting Period.

STAFF COSTS

During the Reporting Period, the staff cost of the Group was approximately RMB6.2 million, representing a decrease of approximately 36.5%, as compared with that of approximately RMB9.7 million for the Corresponding Period. Due to the Group's business downsizing, the Group streamlined internal structure and laid off staff. These staff were directly employed by an external manpower organization. The individuals providing services to the Group did not have any employment relationship with the Group. There were no staff costs of the manpower services provided by external manpower services agencies for the Reporting Period.

OTHER OPERATING EXPENSES

During the Reporting Period, the Group's other operating expenses were approximately RMB26.5 million, representing a decrease of approximately RMB10.3 million or approximately 27.9%, as compared with that of approximately RMB36.8 million for the Corresponding Period. The decrease was mainly due to: (i) the decrease in finance leasing advisory services costs of approximately RMB10.0 million or approximately 36.5% from approximately RMB27.4 million for the Corresponding Period to approximately RMB17.4 million for the Reporting Period; and (ii) the decrease in expenses recognised under short-term leases of approximately RMB1.6 million, which was partially off-set by the increase in other professional fees such as litigation costs and expenses for selling finance lease vehicles.

FINANCE COSTS

There was no interests on other borrowings for the Reporting Period, as compared to approximately RMB1.2 million for the Corresponding Period. The decrease was mainly due to the Group paid off other borrowings in around August 2024.

QUALITY OF FINANCE LEASE RECEIVABLES AND RECEIVABLES ARISING FROM SALE AND LEASEBACK ARRANGEMENTS (COLLECTIVELY, "LEASE RECEIVABLES") AND FACTORING RECEIVABLES AND OTHER RECEIVABLES AND FINANCE LEASING ADVISORY SERVICE RECEIVABLES (COLLECTIVELY, "RECEIVABLES") AND THE FINANCIAL GUARANTEE CONTRACTS

The total gross carrying amount of Receivables and financial guarantee contracts was approximately RMB188.6 million for the Reporting Period, which decreased by approximately 52.6%, as compared with that of approximately RMB397.7 million for the Corresponding Period. Details are as follows:

Gross carrying amount	**As at 31 December 2025 RMB**	As at 31 December 2024 RMB	Change (in approximate) RMB	(%)
Lease Receivables:				
— Finance lease receivables	**15,016,790**	17,739,004	(2,722,214)	-15.3%
— Receivables arising from sale and leaseback arrangements	**20,741,467**	32,031,718	(11,290,251)	-35.2%
Total Lease Receivables	**35,758,257**	49,770,722	(14,012,465)	-28.2%
Factoring receivables	**57,207,958**	61,544,698	(4,336,740)	-7.0%
Other receivables	**32,718,874**	8,240,580	24,478,294	297.0%
Finance leasing advisory service receivables	**—**	313,681	(313,681)	-100.0%
Total Receivables	**125,685,089**	119,869,681	5,815,408	4.9%
Financial guarantee contracts	**62,885,398**	277,838,919	(214,953,521)	-77.4%
TOTAL	**188,570,487**	397,708,600	(209,138,113)	-52.6%

The gross carrying amount of the Lease Receivables (before loss allowances) was approximately RMB35.8 million for the Reporting Period and was approximately RMB49.8 million (before loss allowances) for the Corresponding Period, representing a decrease of approximately RMB14.0 million or 28.2%.

The gross carrying amount of the factoring receivables (before loss allowances) was approximately RMB57.2 million for the Reporting Period and was approximately RMB61.5 million (before loss allowances) for the Corresponding Period, representing a decrease of approximately RMB4.3 million or 7.0%.

The gross carrying amount of other receivables (before loss allowances) was approximately RMB32.7 million for the Reporting Period and was RMB8.2 million (before loss allowances) for the Corresponding Period, representing an increase of approximately RMB24.5 million or 297.0%.

The gross carrying amount of the finance leasing advisory service receivables (before loss allowances) was approximately RMB 0.3 million for the Corresponding Period, which was settled for the Reporting Period.

The gross carrying amount of the Group's financial guarantee contracts (before loss allowances) was approximately RMB62.9 million for the Reporting Period and was approximately RMB277.8 million for the Corresponding Period. Approximately RMB63.8 million and RMB278.8 million of the Group's financial guarantee contracts was counter-guaranteed as at 31 December 2025 and 2024, respectively.

The decrease in Lease Receivables, factoring receivables and financial guarantee contracts was mainly due to (i) payment and settlement of Lease Receivables, factoring receivables and financial guarantee contracts; (ii) Lease Receivables being partially written off; and (iii) slowing down the expansion of vehicles finance leasing business and finance leasing advisory service business and factoring business. The Group was more cautious about business expansion under the current situation of declining the market interest rates and the continuous fall in the price of vehicles.

In finance leasing advisory service business, the Group acts as an intermediary between individual clients with financing need and independent financial institutions (as finance leasing funders) who provide vehicles finance lease services to individual clients. The Group provides clients with finance leasing advisory services and financial guarantees to the finance leasing funders. The Auxiliary Service Providers provide the counter guarantees to the Group's financial guarantees. During the Reporting Period, some clients defaulted payment of vehicles finance lease, and the Group advanced the overdue payments for the Auxiliary Service Providers to the financial institutions and accounted for under the item of other receivables. It is the reason for the increase in other receivables and one of the reasons for the decrease in financial guarantee contracts for the Reporting Period.

Further analysis in relation to the Group's Receivables and financial guarantee contracts could be found in Notes 18, 19, 20, 21, 22 and 23 of the Group's consolidated financial statements.

LOSS ALLOWANCES ON THE RECEIVABLES AND THE FINANCIAL GUARANTEE CONTRACTS

The loss allowances on receivables and financial guarantee contracts as at 31 December 2025 increased by approximately 23.2% to approximately RMB12.0 million from approximately RMB51.8 million as at 31 December 2024. Details are as follows:

Loss allowances for ECL	As at 31 December 2025 RMB	As at 31 December 2024 RMB	Change (in approximate) RMB	(%)
Lease Receivables:				
— Finance lease receivables	**14,420,992**	16,060,232	(1,639,240)	-10.2%
— Receivables arising from sale and leaseback arrangements	**11,676,529**	13,115,350	(1,438,821)	-11.0%
Total Lease Receivables	**26,097,521**	29,175,582	(3,078,061)	-10.6%
Factoring receivables	**22,415,907**	18,200,037	4,215,870	23.2%
Other receivables	**13,507,234**	1,356,094	12,151,140	896.0%
Finance leasing advisory service receivables	**—**	—	—	—
Total Receivables	**62,020,662**	48,731,713	13,288,949	27.3%
Financial guarantee contracts	**1,874,088**	3,116,226	(1,242,138)	-39.9%
TOTAL	**63,894,750**	51,847,939	12,046,811	23.2%

Loss allowances on the Lease Receivables decreased by approximately RMB3.1 million from approximately RMB29.2 million for the Corresponding Period to approximately RMB26.1 million for the Reporting Period. The decrease is mainly due to (i) recognition of loss allowances on the Lease Receivables approximately RMB 1.9 million; and (ii) Written-off the Lease Receivables approximately RMB 5.0 million.

During the Reporting Period, the Group recognised loss allowances on the factoring receivables of approximately RMB4.2 million (from approximately RMB18.2 million as at 31 December 2024 to approximately RMB22.4 million as at 31 December 2025). Although the factoring receivables decreased, some factoring contracts had been overdue for a long time. The Group will recover the receivables through collection and litigation. Litigation will go through the process of filing, court, judgment and execution, which takes a long time, resulting in some clients being overdue for a long time. There was recognition of loss allowances on the factoring receivables of approximately RMB5.3 million for the Corresponding Period.

During the Reporting Period, loss allowances on other receivables increased by approximately RMB12.1 million, from approximately RMB1.4 million as at 31 December 2024 to approximately RMB13.5 million as at 31 December 2025. The increase is mainly due to (i) recognition of loss allowances on the other receivables approximately RMB 14.6 million; and (ii) written-off the other receivables approximately RMB 2.4 million. There was recognition of loss allowances on other receivables of approximately RMB1.4 million for the Corresponding Period. The increase in recognition of loss allowances on other receivables was due to an increase in advance to Auxiliary Service Providers due to default of finance leasing advisory clients.

During the Reporting Period, the Group reversed loss allowances on financial guarantee contracts of approximately RMB1.2 million, while the Group recognised approximately RMB3.1 million for the Corresponding Period. The reversal was mainly due to a decrease in financial guarantee contracts and lower risk level of financial guarantee contracts. To assess the loss exposures in respect of the Group's financial guarantee contracts, the Group monitors the risk that (1) the finance leasing advisory service customers for which the Group provides financial guarantees to the finance leasing funders and (2) the Auxiliary Service Providers who provide the counter guarantees to the Group's financial guarantees will default on the corresponding financial guarantee contracts. For the risk assessment, the Group has taken into accounts, the past due status of the finance leasing advisory service customers for their lease arrangements with the finance leasing funders which are supported by the Group's financial guarantees, the financial position of the finance leasing advisory service customers and the Auxiliary Service Providers by reference to, among others, the economic environment of the industries in which the finance leasing advisory service customers and the Auxiliary Service Providers operate in estimating the probability of default of the financial guarantee contracts by the finance leasing advisory service customers and the expected drawn down by the finance leasing funders and the capabilities of the Auxiliary Service Providers to make good any losses incurred by the Group for the relevant financial guarantee contracts.

The Group did not engage any independent external valuers to perform the assessment on the loss allowances (the "Loss Allowances") on the Receivables and the counterparties of financial guarantee contracts obligations of the Group. The Company conducted internal assessment and evaluation to support the impairments made, and performs such impairment assessment under ECL model on its financial assets (including but not limited to the Receivables) and financial guarantee contracts which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Basis of Determining the Loss Allowances

The basis of determining the Loss Allowances of the Group is based on the ECL model according to IFRS 9. The Group applied the general approach in IFRS 9 (the "General Model") to measure the ECL. As disclosed in Notes 2 and 33 to the consolidated financial statements, the Group's credit risk grading framework in respect of all the Group's financial assets (including but not limited to the Receivables) is as follows:

The Group performs impairment assessments under expected credit loss ("ECL") model on financial assets (including amount due from a director, account receivables, deposits and other receivables, finance leasing advisory service receivables, factoring receivables, security deposits and bank balances), Lease Receivables and loss allowances on the financial guarantee contracts obligations which are subject to impairment under IFRS 9. The amounts of loss allowances are updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument (referred to as stage 2 and stage 3). 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 (referred to as stage 1). Assessment is done 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 both the current conditions at the reporting date as well as the forecast of future conditions.

The Group generally measures the Loss Allowances equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, where the Group would then consider recognising lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

In assessing whether the credit risk on the Receivables and the counterparties of financial guarantee contracts obligations has increased significantly since initial recognition, the Group compares the risk of a default occurring on the Receivables and the counterparties of financial guarantee contracts obligations at the reporting date with the risk of a default occurring on the Receivables and the counterparties of financial guarantee contracts obligations at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following factors are taken into account when assessing whether credit risk of the Receivables and the counterparties of financial guarantee contracts obligations has increased significantly since initial recognition, including:

(i) an actual or expected significant deterioration in the Receivables and the counterparties of financial guarantee contracts' external (if available) or internal credit rating;

(ii) significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, and the credit default swap prices for the debtor;

(iii) 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;

(iv) an actual or expected significant deterioration in the operating results of the relevant debtor;

(v) significant increase in credit risk on other financial instruments of the relevant debtor; and

(vi) an actual or expected significant adverse change in the regulatory, economic, or technological environment of the relevant debtor that results in a significant decrease in the relevant debtor's ability to meet its debt obligations.

For further details on the basis of determining the ECL, please refer to Notes 2 and 33 to the consolidated financial statements.

Calculation to Determine the Loss Allowances

The Group has adopted the General Model to assess Loss Allowances of its Receivables and the counterparties of financial guarantee contracts obligations during the Reporting Period and at the reporting date (i.e. 31 December 2025). The ECL formula is presented as follows:

ECL = PD x LGD x EAD

where:

PD = Probability of Default

LGD = Loss Given Default

EAD = Exposure at Default

The Group uses various assumptions in estimating ECL, for example gross domestic product ("GDP") growth rate, producer price index ("PPI") rate and consumer price index ("CPI") rate. Judgement is applied in identifying the most appropriate model for each type of asset, as well as for determining the assumptions used in these models, including assumptions that relate to key drivers of credit risk.

According to the ECL formula, the measurement of ECL is based on the probability of default and loss given default (i.e. the magnitude of the loss if there is a default). The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information (which includes macro-economic information), where any exposure at default will also be considered. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The weighted average ECL also incorporate forward looking information.

For the Receivables and financial guarantee contracts, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the relevant contracts and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. The cash flows used for determining the ECL is consistent with the cash flows used in measuring the Receivables and financial guarantee contracts in accordance with IFRS 16.

The Group recognises an impairment gain or loss in profit or loss for the Receivables and financial guarantee contracts with a corresponding adjustment to their respective carrying amount through a loss allowance account.

Circumstances Leading to the Loss Allowances

The circumstances leading to the Loss Allowances primarily involve (i) ECL made to the gross carrying amount of the Receivables and financial guarantee contracts concerned; (ii) the deterioration of the financial conditions and/or credit ratings of the counterparty of the relevant Receivables and financial guarantee contracts; and (iii) advance payment and compensation for default of financial guarantee contracts. These ECL made to the gross carrying amount of the Receivables and financial guarantee contracts was based on external factors such as changes in macro-economic environment and the financial conditions of the counterparties, which were beyond the control of the Group and were not resulted from any default of the relevant receivables and financial gurantee contracts concerned.

Applying the ECL model, the Group will make loss allowance on the Receivables and the conterparties of financial guarantee contracts obligations when there has been a change in credit risk since initial recognition, and assess whether the Receivables and the counterparties of financial guarantee contracts obligations are credit-impaired and consider the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions. 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. As such, the Directors typically become aware of the change in credit risk (if any) on a monthly basis.

The grouping of the ECL measurement is regularly reviewed by the management of the Group to ensure the constituents of each group continue to share similar credit risk characteristics. The management of the Group is required to make robust estimates on ECL and the point at which there is a significant increase in credit risk based on available information that the management deems reasonable and applicable, all of which involve prudent judgement.

The Board is of the view that the Loss Allowances is made appropriately as ECL was properly determined in accordance with IFRS 9 with reference to the gross carrying amount of the Receivables and financial guarantee contracts concerned, and/or changes in the financial conditions and credit ratings of the counterparty of the relevant finance leasing agreements and factoring agreements and finance leasing advisory service agreements.

In addressing the loss allowance for ECL on the Receivables and loss allowance on financial guarantee contracts obligation, the auditors of the Company has, among others, (i) enquiring the Group's management to understand the Group's process for estimating the loss allowances for ECL of the Receivables and the loss allowances on financial guarantee contracts obligations; (ii) evaluating the design and implementation of key controls relating to estimate loss allowances for ECL on the Receivables and the loss allowances on financial guarantee contracts obligations; (iii) evaluating the judgement made by the Group's management in identifying the Receivables and receivables that to be arisen from the financial guarantee contracts obligations with significant increase in credit risk of the counterparties and credit-impaired Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations; (iv) reviewing agreements for the Receivables, on a sample basis, to understand relevant terms such as settlement schedules and checking the settlement records of the Receivables to bank slips, on a sample basis; (v) reviewing agreements for the financial guarantees, for both of the Group acting as the guarantors and guarantees, on a sample basis, to understand relevant terms and conditions and checking whether the Group's right and obligations under those agreements have been properly executed based on these terms and conditions, on a sample basis; (vi) evaluating the reasonableness of the Group's loss allowance estimation model methodology and related parameters including the probability of default, value of the collaterals, loss given default and forward-looking information; (vii) for credit-impaired Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations, testing and challenging the reasonableness of the loss allowances for ECL on the Receivables and loss allowances on the financial guarantee contracts obligations including the expected recoverable amount from the counterparties, guarantors, or realisation of collaterals held in supporting the computation of those loss allowances, on a sample basis, with reference to subsequent settlement information provided by the management of the Group; (viii) recalculating the loss allowances for ECL on the Receivables and loss allowances on the financial guarantee contracts obligations made by the management of the Group; and (ix) engaging an independent valuer as an auditor's expert to provide opinion on evaluating the appropriateness and reasonableness of the Group's loss allowance estimations model methodology, key assumptions and key input data used to calculate and assess the loss allowances for ECL of the Receivables and loss allowances on the financial guarantee contracts obligations and assessing the competence, capabilities and objectivity of the independent valuer in accordance with relevant HKSAs.

Details about the loss allowances on the Receivables and financial guarantee contracts can be found in Notes 18, 19, 20, 21, 22 and 23 of the Group's consolidated financial statements. A large comparative loss allowances figure was provided for the Reporting Period and its detailed explanation could be found in Notes 18, 19, 20, 21, 22, 23 and 33 of the Group's consolidated financial statements of this annual report. The management of the Group would like to emphasise that the loss allowances on the Receivables and financial guarantee contracts mentioned above was of non-cash nature and did not have any material impact on the cash flows of the Group. The management of the Group will continue its strict quality control measures over its Receivables and financial guarantee contracts.

Written-off policy

The Company has written off approximately RMB1.3 million of finance lease receivables, approximately RMB3.7 million of receivables arising from sale and leaseback arrangements and approximately RMB2.4 million of other receivables (31 December 2024: RMB0.4 million receivables arising from sale and leaseback arrangements) for the year ended 31 December 2025.

As mentioned above, the Group determines Loss Allowances based on the ECL model. In accordance with the Group's risk management objectives as mentioned above, the recoverability of the outstanding balances arising from the Group's customers was monitored through the normal monitoring procedure of the portfolio of each customer and the usage of the leased vehicles through the Group's systems. When there is an indication of default by a customer, the Group will generally consider to further enhance the recoverability of the outstanding balances by assessing to the bank records and financial information of the potential default customers, so the Group can continuously monitor the cash flows and the business performance of those customers from time to time. The Group will also consider to take further actions to recover the outstanding balances, including but not limited to, exercising the right to sell all the pledged assets of the customers in accordance with the relevant finance leasing agreements, or commencing legal action against those customers. If there is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, the relevant amount will be written off.

The Group has been adopting and applying its written-off policy into practice. The general reasons for write-off is mainly due to the leased vehicle under the respective finance leasing agreement(s) could not be located. Considering that, among others, the respective finance leasing agreement(s) had been overdue for more than three years, and to the best of the Company's knowledge, information and belief and having made all reasonable enquiries, the counterparty of the respective finance leasing agreement(s) was in severe financial difficulty with no executable property and there would be no realistic prospect of recovery, the Company has written off such finance lease receivables under the respective finance leasing agreement(s). In some other circumstances, the Group has written-off the relevant finance leasing agreement(s) as the leased vehicle under the finance leasing agreement(s) could not be located, and upon arbitration by the court, it was found that the counterparty has no executable property, and the court enforcement procedure ended.

Based on the Board's assessment, during the Reporting Period, there were 5 finance lease agreements, 66 sale and leaseback agreements and 136 finance leasing advisory service agreements entered into by the Group that had been written off, all of the amount being written off amounted to approximately RMB7.4 million. The amount being written off represented the outstanding amount that the Group was unable to recover even after selling the relevant leased vehicles or litigation.

LOSS BEFORE TAX

During the Reporting Period, the Group recorded a loss before tax of approximately RMB21.6 million, representing an increase of approximately 112.9% from approximately RMB10.2 million for the Corresponding Period. The increase of loss before tax was mainly due to (i) decrease in revenue approximately RMB21.7 million; and (ii) increase in recognition of loss allowance on other receivables; partially offset by (a) decrease in recognition of loss allowance on the lease receivables and financial guarantee contracts obligations; (b) decrease in other operating expenses and staff costs and financial costs.

INCOME TAX EXPENSES

During the Reporting Period, the Group recorded an income tax expenses of approximately RMB3.2 million, as compared with income tax expenses of approximately RMB0.2 million for the Corresponding Period. Income tax expenses represents the sum of the current income tax and deferred tax. The main changes in income tax expenses was caused by changes in deferred income tax. By the end of 2025, the Group had deductible temporary differences of approximately RMB63,694,702 (2024: RMB51,647,892), of which RMB6,605,100 (2024: RMB19,508,559), before considering the applicable tax rate, was recognised as deferred tax assets.

MATERIAL ACQUISITIONS OR DISPOSALS

During the Reporting Period, there were no material mergers and acquisitions or disposal of subsidiaries, associated companies and joint ventures by the Group.

FOREIGN EXCHANGE RISK

The Group's primary business operations are exposed to limited foreign exchange risk because its domestic operations are primarily funded in Renminbi. The Group's exposure to foreign currency risk arises from bank balances and cash, certain other payables and accruals and amount due from a director. The Group currently does not have a foreign currency hedging policy, however, the management of the Group will monitor foreign exchange exposure closely and consider the usage of hedging instruments when the need arises.

	For the year ended 31 December	
	2025	2024
	RMB	RMB
Cash and cash equivalents (as at 31 December)	**62,552,137**	63,136,427
Net cash (used in)/generated from operating activities	**(4,913,014)**	91,726,755
Net cash generated from/(used in) investing activities	**2,314,283**	(7,096,611)
Net cash generated from/(used in) financing activities	**2,131,120**	(44,041,123)

As at 31 December 2025, cash and cash equivalents of the Group was approximately RMB62.6 million, as compared with that of approximately RMB63.1 million as at 31 December 2024.

For the Reporting Period, net cash used in operating activities was approximately RMB4.9 million, as compared to the net cash generated from operating activities of approximately RMB91.7 million for the Corresponding Period. For the Reporting Period, net cash generated from investing activities was approximately RMB2.3 million as compared to the net cash used in investing activities of approximately RMB7.1 million for the Corresponding Period. For the Reporting Period, net cash generated from financing activities was approximately RMB2.1 million, as compared to the net cash used in financing activities of approximately RMB44.0 million for the Corresponding Period.

CAPITAL MANAGEMENT

The Group regularly reviews and manages its capital structure to ensure that the Group will be able to continue as a going concern while maximising the return to its Shareholders through optimisation of the debt and equity balance. The Group's overall capital management strategy remained unchanged throughout the Reporting Period.

The gearing ratio (defined as overall financing divided by total equity) of the Group at the end of the Reporting Period and the Corresponding Period were as follows:

	As at 31 December	
	2025	2024
	RMB	RMB
Total equity	**161,368,164**	186,215,651
Overall financing		
– Bank and other borrowings	**—**	—
Analysed as:		
– Within one year	**—**	—
– More than one year, but not exceeding two years	**—**	—
	—	—
Gearing ratio	**—**	—

The gearing ratio of the Group was approximately 0% at the end of the Reporting Period and the Corresponding Period. The gearing level was low and the Group is prudent to safeguard its capital base and may only maintain the gearing position to a reasonable level.

EMPLOYMENT AND REMUNERATION POLICY

As at 31 December 2025, the Group had 18 full-time employees, as compared with 22 full-time employees as at 31 December 2024. Total staff costs, including Directors' remuneration, were approximately RMB6.2 million for the Reporting Period, as compared with that of approximately RMB9.7 million for the Corresponding Period. The decrease in staff costs in this period was mainly due to the Goup's reduction in the number of staff as a result of business contraction. The Group believes that employees are one of its most important assets and has been recruiting individuals based on merits. Remuneration package offered to all employees is determined with reference to their performance, qualifications, experience and the prevailing salary levels in the market. The remuneration of the Directors is determined based on, among others, the prevailing market conditions and his/her roles and responsibilities. The Group has been providing training opportunities for its employees in order to enhance their qualifications and equip them with necessary skills. The Group has adopted the share option scheme to recognise and reward the contribution of selected participants to the Group, including the employees of the Group. Further details of the share option scheme are set out in the Directors' Report of this annual report.

CONTINGENT LIABILITIES

As at 31 December 2025, the Group had no significant contingent liabilities (31 December 2024: nil).

PLEDGE OF ASSETS

As at 31 December 2025, the Group had no pledge of assets. (31 December 2024: nil).

Restrictions on Assets

As at 31 December 2025, the Group had no restriction on assets. (31 December 2024: nil).

SIGNIFICANT INVESTMENT

During the Reporting Period, the Company did not have any significant investment.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at the date of this annual report.

CAPITAL COMMITMENTS

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

EVENTS AFTER THE REPORTING PERIOD

On 13 February 2026, Metropolis International Finance Leasing Co., Ltd.* (信都國際融資租賃有限公司) ("Metropolis Leasing"), an indirect wholly-owned subsidiary of the Company, entered into a finance leasing agreement with Shanghai Qiluan Information Consultation Center* (上海杞鑾資訊諮詢中心) ("**Customer A**") in relation to sale and leaseback of three pieces of artwork. Pursuant to such finance leasing agreement, Metropolis Leasing shall purchase the leased artwork at the consideration of RMB8,400,000 and lease the leased artwork to Customer A for lease payment for a term of 24 months. For further details, please refer to the announcement of the Company dated 13 February 2026.

Save as disclosed above, there were no significant events affecting the Group after the Reporting Period and up to the date of this annual report.

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

During the Reporting Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company (including sale of treasury shares, if any).

As at 31 December 2025, the Company did not hold any treasury shares.

DIVIDEND

The Company has not paid out and the Directors do not recommend the payment of any final dividend for the Reporting Period.

BIOGRAPHICAL DETAILS OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Chau David (alias DAVID CHAU) (周大為), aged 41, is the Chairman, chief executive officer and an executive Director, a controlling Shareholder and the founder of the Group. Mr. Chau was appointed as the Director on 29 June 2017 and was re-designated as an executive Director on 8 March 2018. Mr. Chau is primarily responsible for the overall corporate strategies, management and business development of the Group.

Mr. Chau is the founder of the Group. Based on when he first founded the Group in 2009, he has over 17 years of experience in finance services, focusing on vehicle finance leasing and has been a key driver of the Group's business strategies and achievements to date and will continue to oversee the management of the business operations of the Group. Mr. Chau is currently a director of Metropolis Asia Ltd., a director of Metropolis International Investment Holding (Hong Kong) Company Limited ("Metropolis Hong Kong") and a director and legal representative of Metropolis Leasing. He has been the legal representative of Xin You (Cangzhou) Real Estate Development Co., Ltd* (信友(滄州)房地產開發有限公司) ("Xin You"), which engages in property development since August 2010. Prior to founding the Group, Mr. Chau was a chief executive officer and an art director of Shanghai Hwa's Cultural Development Co., Ltd.* (上海華氏文化發展有限公司) ("Shanghai Hwa's"), an artwork trading company, from November 2007 to September 2009. Through participating in the daily operation and management of Shanghai Hwa's and further developing the operation scale of Shanghai Hwa's, he accumulated knowledge and experience in business and management.

Mr. Chau obtained a Bachelor of Arts degree from the University of British Columbia in Canada in November 2007.

Mr. Chau David is the cousin of Ms. Zhou Hui, an executive Director and chief operation officer of the Company, and the son of Ms. Chau On, a non-executive Director.

Mr. Chau is the sole shareholder and sole director of View Art Investment Limited, a controlling Shareholder. As such, Mr. Chau was deemed to be interested in 600,000,000 Shares held by View Art Investment Limited under the SFO as at the date of this annual report.

Ms. Zhou Hui (周卉), aged 43, is an executive Director and the chief operation officer of the Company. Ms. Zhou was appointed as the Director on 29 August 2017 and was re-designated as an executive Director on 8 March 2018. She also serves as the member of the nomination committee of the Board with effect from 27 June 2025. Ms. Zhou joined the Group as a vice president in September 2010. She is primarily responsible for risks management and compliance of the Group.

Ms. Zhou has more than 19 years of experience in risks management of which she has 11 years of experience in vehicle finance leasing sector. Prior to joining the Group, Ms. Zhou worked as a tax associate in Deloitte Touche Tohmatsu from August 2006 to March 2007 and deputy manager of risk management, responsible for risk control and assessment, in Bank of East Asia (China) Limited from March 2007 to September 2010. She has been the legal representative of Shanghai Junyu Asset Management Company Limited* (上海君御資產管理有限公司) which engages in asset management since October 2016.

Ms. Zhou obtained a bachelor's degree in commerce from the University of Otago in New Zealand in December 2005.

Ms. Zhou is the cousin of Mr. Chau David, the Chairman, chief executive officer, an executive Director and the controlling Shareholder of the Company, and the niece of Ms. Chau On, a non-executive Director.

BIOGRAPHICAL DETAILS OF DIRECTORS

NON-EXECUTIVE DIRECTOR

Ms. Chau On (周安), aged 70, is a non-executive Director. Ms. Chau was appointed as the Director on 29 August 2017 and was re-designated as a non-executive Director on 8 March 2018. She is primarily responsible for supervising the Board and providing strategic advice to the Board. She joined the Group in June 2009.

Ms. Chau is currently the director of Metropolis Hong Kong and a supervisor of Metropolis Leasing. Ms. Chau has more than 14 years of experience in the administrative field. She has been a director of Xin You, which engages in property development since May 2010.

Ms. Chau obtained a bachelor's degree in politics and education from Shanghai Normal University (currently known as East China Normal University* (上海華東師範大學)) in January 1980.

Ms. Chau is the mother of Mr. Chau David, the Chairman, the chief executive officer, executive Director and a controlling Shareholder of the Company, and the auntie of Ms. Zhou, an executive Director.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lau Chung Wai (劉仲緯先生) ("Mr. Lau"), aged 43, was appointed as our independent non-executive Director on 23 November 2018. He is responsible for supervising and providing independent judgment to the Board. He also serves as the chairman of the audit committee of the Board and member of the nomination committee and remuneration committee of the Board.

Mr. Lau has over 21 years of experience in accounting and finance. Prior to joining our Group, Mr. Lau had been working in Ernst & Young from September 2004 to September 2011 and his last position was manager of the assurance service team. He was a finance manager in a media company which is a subsidiary of Publicis Groupe SA, a company listed on the Euronext Paris (stock code: PUB. PA), from September 2011 to April 2013, and group financial controller of an enterprise engaging in the manufacturing of furniture and home decoration products in the PRC from May 2013 to July 2015, and Mr. Lau has been chief financial officer and company secretary of Da Sen Holdings Group Limited (stock code: 1580), the shares of which are listed on the Main Board of the Stock Exchange, from August 2015 to March 2019. Since March 2019, Mr. Lau has been the company secretary of Kwung's Holdings Limited (stock code: 1925), the shares of which are listed on the Main Board of the Stock Exchange, and Mr. Lau was the chief financial officer of Kwung's Holdings Limited from March 2019 to April 2022.

Mr. Lau is currently an independent non-executive director of each of Fufeng Group Limited (stock code: 0546), the shares of which are listed on the Main Board of the Stock Exchange, and Hongcheng Environmental Technology Company Limited (stock code: 2265), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Lau obtained his bachelor of business administration in accounting from the Hong Kong University of Science and Technology in November 2004. He was admitted as certified public accountant (practising) of Hong Kong Institute of Certified Public Accountants ("HKICPA") in January 2014 and has become member and fellow of HKICPA since January 2008 and May 2015, respectively.

Mr. Mo Luojiang (莫羅江), aged 46, was appointed as an independent non-executive Director on 23 November 2018. He is responsible for supervising and providing independent judgment to the Board. He also serves as the chairman of the remuneration committee of the Board and member of the audit committee and nomination committee of the Board.

Mr. Mo has more than 22 years of experience in trading of petrochemical and agricultural products and financial services in the PRC. Mr. Mo worked in Shanghai Dasheng Agriculture Finance Technology Co., Ltd.* (上海大生農業金融科技股份有限公司) (formerly known as Shanghai Tonva Petrochemical Co., Ltd.* (上海棟華石油化工股份有限公司)) (stock code: 1103) ("Dasheng Agriculture Finance"), the shares of which were listed on the Main Board of the Stock Exchange, from July 2003 to 5 January 2024 and was responsible for the preparation of the listing of Dasheng Agriculture Finance in Hong Kong and in charge of its business operation. Mr. Mo served several positions at Dasheng Agriculture Finance, including its secretary of the board from July 2003 to July 2006 and from April 2012 to May 2013, its vice general manager from May 2006 to June 2013, its executive vice general manager from March 2007 to December 2010 and its executive director from May 2007 to June 2012 when Dasheng Agriculture Finance was listed on GEM. Mr. Mo served as a chief executive officer and an executive director of Dasheng Agriculture Finance since May 2013 and June 2013, respectively, and he was appointed as the chairman of the board and the chairman of the nomination committee of Dasheng Agriculture Finance since April 2014. In December 2018, Mr. Mo resigned from all positions in Dasheng Agriculture Finance and its subsidiaries. Since August 2020, Mr. Mo has served as the chief executive officer and the head of compliance risk control of Shanghai Ruixia Private Equity Fund Management Co., Ltd..

Mr. Mo is a director of Hong Kong Dasheng Agriculture Holding Company Limited ("Hong Kong Dasheng"), which is an investment holding company and a wholly-owned subsidiary of Dasheng Agriculture Finance pursuant to the interim report of Dasheng Agriculture Finance published on 28 September 2018. According to the public search made at the Companies Registry, on 11 September 2018, receivers and managers were jointly and severally appointed pursuant to a share charge entered into between Hong Kong Dasheng and a bank. Further, according to the public search made at the Companies Registry, it is noted that a form of notification of payment, satisfaction of debt, release from charge, etc., and a form of notice of cessation of appointment of receiver or manager were filed on 26 November 2018. According to searches conducted against Mr. Mo, no disqualification order has been made against Mr. Mo personally and no bankruptcy petition has been filed against Mr. Mo, and there was no record of any claim against him personally as a defendant in relation to Hong Kong Dasheng. Mr. Mo confirmed that he had not actively participated in the business operation of Hong Kong Dasheng. Mr. Mo confirmed that there was no wrongful act, fraud or irregularities on his part in leading to the aforesaid appointment of receivers and managers. Mr. Mo resigned as the director of Hong Kong Dasheng on 27 December 2018 and did not hold any positions in Hong Kong Dasheng since then.

Mr. Mo obtained a bachelor's degree in management specialising in accountancy from Shanghai University of Finance and Economics in July 2003. Mr. Mo was awarded "The Excellence in Achievement of World Chinese Youth Entrepreneurs" issued by World Federation of Chinese Entrepreneurs Organisation in 2008.

BIOGRAPHICAL DETAILS OF DIRECTORS

Mr. Lin Peicong (林培聰), aged 49, was appointed as an independent non-executive Director on 30 March 2021. He is responsible for supervising and providing independent judgment to the Board. He also serves as the chairman of the nomination committee of the Board and member of the audit committee and remuneration committee of the Board.

Mr. Lin has over 24 years' experience in the finance industry and has worked in various well-known investment banks and securities firms. Mr. Lin is currently the chief executive officer of Shun Heng Finance Holding (Hong Kong) Limited, which is principally engaged in providing securities trading, margin financing and asset management service. Mr. Lin obtained a bachelor's degree in economics from Xiamen University in 1999 and obtained a master's degree in business administration from the Hong Kong University of Science and Technology in 2004.

COMPANY SECRETARY

Ms. Lo Lok Ting Teresa (盧樂庭) was appointed as the company secretary of the Company on 4 January 2022. Ms. Lo holds a bachelor degree in laws from The London School of Economics and Political Science and is a practising solicitor in Hong Kong in the field of commercial and corporate finance at Chiu & Partners.

* *For identification purpose only*

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2025.

PRINCIPAL BUSINESSES

The principal business of the Company is investment holding and the Group is principally engaged in finance leasing (including finance lease and sale and leaseback arrangements), finance leasing advisory and factoring services in the PRC. There were no significant changes in the nature of the Group's principal businesses during the year ended 31 December 2025.

BUSINESS REVIEW

Further discussion and analysis of the Group's activities as required by Schedule 5 to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a fair review of the Group's business, particulars of important events affecting the Group that have occurred since the end of the financial year, an indication of likely future development in the Group's business, and an analysis using financial key performance indicators can be found in the section headed "Management discussion and analysis" of this annual report set out on pages 5 to 28. The "Management discussion and analysis" section and the Environmental, Social and Governance Report forms a part of this Directors' report.

PRINCIPAL RISKS RELATING TO THE GROUP'S BUSINESS

1. The Group's finance leasing business is concentrated in the lease of vehicles. Any decrease in use of vehicles in the PRC due to any change caused by external factors such as the adoption of new government's policies or a slowdown in PRC's economy could affect the general spending power of its people and could have an adverse effect on the Group's financial conditions, results of operation and growth prospects.

2. The Group depends on the continued efforts of its senior management team and other key employees for its success. They collectively possess a deep understanding of the Group's target industries, its customers and competitors and the relevant laws. Therefore, they play an important role in formulating and implementing appropriate strategies for the success of the Group. The loss of service of any of the Group's key management could impair the Group's ability to operate and make it difficult to implement its business and growth strategies.

SOCIAL RESPONSIBILITIES AND SERVICES AND ENVIRONMENTAL POLICY

As a finance leasing company, the Group does not involve in a business that will generate air, water and land pollutions which are regulated by the applicable laws and regulations in the PRC. The Group complies with the relevant laws and regulations in environmental protection. The Group continually seeks to identify and manages environmental impacts attributable to its operational activities in order to minimise these impacts if possible. The Group aims to maximise energy conservation in its offices by promoting efficient use of resources and adopting green technologies. For instance, the Group seeks to upgrade equipment such as lighting and air-conditioning systems in order to increase overall operating efficiency.

DIRECTORS' REPORT

The Group is committed to the long-term sustainability of its businesses and the communities with which it engages. The Group pursues this business approach by managing the business prudently and executing management decision with due care and attention.

ANNUAL RESULTS AND DISTRIBUTIONS

The annual results of the Group for the year ended 31 December 2025 are set out in the consolidated statement of profit or loss and other comprehensive income on page 94 of this annual report. The Directors do not recommend the payment of a final dividend for the year ended 31 December 2025.

The Company has adopted the 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 net profits as dividends to the Shareholders. The amount of dividends (if any) that may be declared and distributed to the shareholders of the Company is subject to, among others, the discretion of the Board, the articles of association of the Company and all applicable laws and regulations and other factors. The Board shall also take into account various factors of the Group when considering the declaration and payment of dividends. The Board will review the dividend policy as appropriate from time to time.

As at the date of this annual report, the Board is not aware of any shareholders who have waived or agreed to waive any dividends.

CLOSURE OF REGISTER OF MEMBERS

For ascertaining Shareholders' rights to attend and vote at the forthcoming annual general meeting of the Company (the "AGM") which will be held on Wednesday, 13 May 2026, the register of members of the Company will be closed from 7 May 2026 to 13 May 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 May 2026 (Hong Kong time).

SHARE CAPITAL

For the Reporting Period, there was no change in share capital of the Company. The issued share capital of the Company is HK$9,600,000, divided into 960,000,000 issued shares of HK$0.01 each.

DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Company are set out in Note 36 to the consolidated financial statements. As at 31 December 2025, the Company's reserves available for distribution to equity holders, comprising the share premium and profit and total comprehensive income for the year, amounted to approximately RMB150.14 million.

PROPERTY AND EQUIPMENT

Details of the movements in the property and equipment of the Group for the Reporting Period are set out in Note 13 to the consolidated financial statements.

DONATION

No charitable and other donations were made by the Group during the year ended 31 December 2025 (2024: nil).

DIRECTORS

During the Reporting Period and up to the date of this annual report, the Directors are as follows:

Executive Directors:

Mr. Chau David *(Chairman and Chief Executive Officer)*
Ms. Zhou Hui

Non-executive Director:

Ms. Chau On

Independent non-executive Directors:

Mr. Lau Chung Wai
Mr. Mo Luojiang
Mr. Lin Peicong

In accordance with the amended and restated articles of association of the Company (the "Articles"), at each general meeting one-third of the Directors for the time being shall retire from office by rotation provide that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his/her appointment and be eligible for to re-election at such annual general meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such annual general meeting.

DIRECTORS' SERVICE CONTRACTS

The Directors have entered into service contracts or, as the case may be, appointment letters, with the Company for a term of three years, and their employments are subject to the rotation requirements under the Articles.

None of the Directors offering for re-election at the upcoming annual general meeting on 13 May 2026 has a service contract with the Company which is not determinable within one year without payment of compensation other than statutory compensation.

DIRECTORS' REPORT

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 29 to 32 of this annual report.

DIRECTORS' REMUNERATION

Details of the Directors' remuneration and the five highest paid individuals for the year ended 31 December 2025 are set out in Note 10 to the consolidated financial statements of this annual report.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2025, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (the "SFO")) which were notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors required to be notified to the Company and the Stock Exchange, were as follows:

1. Interest in shares or underlying shares of the Company

Name of Director	Nature of interest and capacity	Number of Shares (Note 1)	Approximate percentage of shareholding
Mr. Chau David (Note 2)	Interest in controlled corporation	600,000,000 (L)	62.5%

Notes:

(1) The letter "L" denotes long position in the Shares.

(2) Mr. Chau David beneficially and wholly owns View Art Investment Limited, which in turn holds approximately 62.5% of the issued share capital of the Company. Therefore, Mr. Chau David is deemed, or taken to be, interested in all the Shares held by View Art Investment Limited for the purpose of the SFO.

2. Interest in shares of associated corporations of the Company

Name of Director	Name of associated corporation	Nature of interest and capacity	Number of shares in the associated corporation (Note 1)	Approximate percentage of shareholding
Mr. Chau David (Note 2)	View Art Investment Limited	Beneficial owner	10 (L)	100%

Notes:

(1) The letter "L" denotes long position in the Shares.

(2) Mr. Chau David beneficially and wholly owns View Art Investment Limited, which in turn holds approximately 62.5% of the issued share capital of the Company.

Save as disclosed above, as at 31 December 2025, none of the Directors or the chief executives of the Company had any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they are taken or deemed to have taken under such provision of the SFO), or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

So far as the Directors are aware, as at 31 December 2025, the following persons (other than Directors or chief executives of the Company) were interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules on the Stock Exchange:

Name of shareholder	Nature of interest and capacity	Number of Shares (Note 1)	Approximate percentage of shareholding
View Art Investment Limited (Note 2)	Beneficial owner	600,000,000 (L)	62.5%

Notes:

(1) The letter "L" denotes long position in the Shares.

(2) Mr. Chau David beneficially and wholly owns View Art Investment Limited, which in turn holds approximately 62.5% of the issued share capital of the Company. Therefore, Mr. Chau David is deemed, or taken to be, interested in all the Shares held by View Art Investment Limited for the purpose of the SFO.

Save as disclosed above, as at 31 December 2025, the Directors were not aware of any other persons who had any interests or short positions in the Shares or underlying Shares and debentures which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The share option scheme (the "Share Option Scheme") was conditionally adopted by resolutions in writing passed by the sole Shareholder on 23 November 2018. Since the adoption of the Share Option Scheme and as at 31 December 2025, no share option was granted, exercised, cancelled or lapsed pursuant to the Share Option Scheme. Hence, there was no outstanding share option as at 1 January 2025 and 31 December 2025. The following is a summary of the principal terms of the Share Option Scheme but does not form part of, nor was it intended to be, part of the Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the Share Option Scheme:

(a) The purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contribution to the Company.

(b) Who may join

The Directors may, at their absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

(i) any full-time or part-time employees, executives or officers of the Group;

(ii) any directors (including executive Directors, non-executive Directors and independent non-executive Directors) of the Group; and

(iii) any suppliers, customers, consultants, agents, advisers, franchisees, joint venture partners and related entities to the Group. The basis of eligibility of any of the above classes of participants to the grant of any options shall be determined by the Directors from time to time on the basis of the participants contribution to the development and growth of the Group. In order for a person to satisfy the Directors that he is qualified to be (or where applicable, continues to qualify to be) a participant, such person shall provide all such information as the Directors may request for the purpose of assessing his eligibility (or continuing eligibility).

(c) Total number of Shares available for issue

The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group shall not in aggregate exceed 30% of the issued share capital (the "Issued Share Capital") of the Company from time to time. The total number of Shares which may be allotted and issued upon the exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option schemes of the Group) to be granted under the Share Option Scheme and any other share option schemes of the Group as may from time to time be adopted by the Company as permitted under the GEM Listing Rules initially must not, in aggregate, exceed 10% of the Issued Share Capital as at the time dealings in the Shares first commence on GEM (i.e. as at 12 December 2018) (and thereafter, if refreshed, shall not exceed 10% of the Issued Share Capital as at the date of approval of the refreshed limit by the shareholders). As at 1 January 2025 and 31 December 2025, the number of options available for grant under the Share Option Scheme was 80,000,000 Shares. The total number of Shares available for issue under the Share Option Scheme was 80,000,000 Shares, representing 8.3% of the total issued Shares (excluding treasury shares) as at the date of this annual report. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting with such participant and his associates abstaining from voting.

(d) Maximum entitlement of each participant

The total number of Shares issued and which may fall to be issued upon the exercise of the options granted under Share Option Scheme and 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 for the time being (the "Individual Limit"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant must be separately approved by the shareholders in general meeting of the Company with such grantee and his associates abstaining from voting.

Where any grant of options to a substantial Shareholder or an independent non-executive Director (or any of their respective close associates) will result in the total number of Shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of such grant:

(i) representing in aggregate over 0.1% of the Shares in issue; and

(ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK$5 million,

such further grant of options must be approved by the Shareholders. The Company must send a circular to the Shareholders. All of the connected persons must abstain from voting in favour at such general meeting. Any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such option must be taken on a poll.

(e) Exercise 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 our Directors to each grantee, which period may commence on the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof.

(f) Minimum period of holding an option and performance target

The Directors may, at their absolute discretion, fix any minimum period for which an option must be held, any performance targets that must be achieved and any other conditions that must be fulfilled before the options can be exercised upon the grant of an option to a participant.

(g) Basis of determining the exercise price

The subscription price of a Share in respect of any option granted under the Share Option Scheme, subject to any adjustments made in accordance with the Share Option Scheme, shall be such price as the Board in its absolute discretion shall determine, provided that such price shall not be less than the highest of (i) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant of the option (which must be a business day); (ii) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a business day); and (iii) the nominal value of the Shares.

(h) Time of acceptance and amount payable on acceptance of the option

An option may be accepted by a participant within 28 days from the date of the offer of grant of the option. A consideration of HK$1.00 is payable on acceptance of the offer of the grant of an option.

(i) Life of the Share Option Scheme

Unless terminated by the Company by resolution in general meeting, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of its adoption (i.e. 23 November 2018). As at the date of this annual report, the Share Option Scheme had a remaining life of approximately three years.

The Company is aware that amendments were made to Chapter 23 of the GEM Listing Rules, which has come into effect on 1 January 2023, which include, among others, revising the scope of eligible participants of share option schemes and setting out the minimum vesting period requirements. The Company will only grant the share options in compliance with the amended Chapter 23 of the GEM Listing Rules and pursuant to the transitional arrangements for share schemes existing as at 1 January 2023 as specified by the Stock Exchange. Going forward, the Company will also consider to amend the Share Option Scheme so as to comply with the new requirements under Chapter 23 of the GEM Listing Rules, in any event not later than the refreshment or expiry of the scheme mandate; or to adopt a new share option scheme that comply with the requirements under the amended Chapter 23 of the GEM Listing Rules.

CONTRACTS OF SIGNIFICANCE

Save as disclosed under the paragraph headed "Related party transactions" and Note 34 to the consolidated financial statements, (i) no transaction, arrangement and contract of significance in relation to the Group's business in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted during or at the end of the year ended 31 December 2025; (ii) no transaction, arrangement and contract of significance between the Company, or any of its subsidiaries, and a controlling shareholder or any of its subsidiaries subsisted during or at the end of the year ended 31 December 2025; and (iii) no transaction, arrangement and contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries subsisted during or at the end of the year ended 31 December 2025.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

As of 31 December 2025, none of the Directors, the controlling shareholders or their respective close associates (as defined under the GEM Listing Rules) held any position or had any interest in any businesses or companies that was or might be materially, either directly or indirectly, competing with the business of the Group, or gave rise to any concern regarding conflict of interests during the year ended 31 December 2025.

RELATIONSHIP WITH EMPLOYEES

The Group regards employees as its core assets and strives for good relationship with its employees. The Company has adopted policies to make sure the employees can acquire competitive remunerations, good welfare and continuous professional training. Please refer to the paragraph headed "Employment and remuneration policy" on page 27 of this annual report for further details.

RELATIONSHIP WITH CUSTOMERS AND SUPPLIERS

The Group maintains a good and stable relationship with its customers, without whom the operation success will not be guaranteed. For the year ended 31 December 2025, the Group's five largest customers accounted for approximately 4.3% of its total revenue, while the largest customer accounted for approximately 1.98% of its total revenue.

At no time during the year ended 31 December 2025 have the Directors, chief executive, substantial shareholders of the Company (which to the knowledge of the Directors own more than 5% of the Company's issued share capital (excluding treasury shares, if any)) or their close associates had any interest in these major customers. For the Reporting Period, the Group had no major suppliers due to the nature of its business.

RELATED PARTY TRANSACTIONS

Details of the Group's material related party transactions are set out in Note 34 to the consolidated financial statements, and the transactions disclosed under Note 34 are connected transactions which are exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2025.

CORPORATE GOVERNANCE

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules, and the Company has adopted the Corporate Governance Code as its own code of corporate governance. The Board considered that during the year ended 31 December 2025 and up to the date of this annual report, the Company has complied with the applicable code provisions set out in the Corporate Governance Code, save for code provision C.2.1 of the Corporate Governance Code. For details, please refer to the "Corporate Governance Report" on pages 44 to 57 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

As at 31 December 2025 and the date of this report, based on information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float (i.e. at least 25% of the Company's total number of issued shares (excluding treasury shares, if any)) as required under the GEM Listing Rules.

As at 31 December 2025 and the date of this report, approximately 37.5% of the Company's total number of issued shares (excluding treasury shares, if any) was held by the public.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the laws of the Cayman Islands (place of incorporation of the Company) or under the Company's articles of association which would oblige the Company to offer new shares on a pro-rata basis to its existing Shareholders.

INDEPENDENT AUDITORS

Forvis Mazars CPA Limited acted as auditors of the Company for the Reporting Period. The consolidated financial statements for the Reporting Period have been audited by Forvis Mazars CPA Limited, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution to re-appoint Forvis Mazars CPA Limited and to authorise the Directors to fix its remuneration will be proposed at the forthcoming AGM. Save as the above, there has been no other change in auditors of the Company in the preceding three years.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in China while the Company itself is listed on GEM of the Stock Exchange. The Group's operations shall comply with relevant laws and regulations in the PRC and Hong Kong. For the Reporting Period, the Group has complied with all the relevant laws and regulations in the PRC and Hong Kong in all material respects.

BANK LOAN, OVERDRAFTS AND OTHER BORROWINGS

For further details, please refer to the paragraph headed "Capital management" under "Management discussion and analysis" on page 27 of this annual report.

RELIEF FROM TAXATION

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Company's securities.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which he/she shall or may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has taken out and maintained appropriate Directors' liability insurance coverage for the Directors.

On behalf of the Board
Chau David
Chairman, chief executive officer and executive Director
Hong Kong

27 March 2026

CORPORATE GOVERNANCE REPORT

The Board is pleased to present this corporate governance report as set out in the Company's annual report for the Reporting Period.

A. CORPORATE GOVERNANCE PRACTICES

The Company recognises the importance of good corporate governance in maintaining its corporate transparency and accountability. The Board sets appropriate policies and implements corporate governance practices appropriate to the conduct and growth of the Group's business.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the GEM Listing Rules, and the Company has adopted the CG Code as its own code of corporate governance.

The Board is of the view that, for the Reporting Period, the Company has complied, to the extent applicable and permissible, with the code provisions set out in the CG Code, except for the deviation from code provision C.2.1 as explained under the paragraph "Chairman and Chief Executive Officer" below.

B. CORPORATE CULTURE

The Group recognises that a good corporate culture is vital to its corporate governance and has gradually developed a pragmatic and prudent corporate culture since its establishment, which has been reflected in the overall operations and management of the Group, in order to facilitate the long-term sustainability of the Group. The Group believes that a corporate culture of high integrity is the key to its continued success, therefore the Group values the importance of anti-corruption work. In order to establish a healthy corporate culture and promote high ethical standards within the Group, the Group has established an anti-corruption and whistle-blowing mechanism, which set outs, including but not limited to, (i) the types of breaches and conduct issues, and the personnel to which the policies apply; (ii) responsibilities of the relevant department(s) of the Group; (iii) consequences for breaching the relevant policies; and (iv) whistle-blowing mechanism, with an aim to allow all employees to report anonymously on any possible improprieties, misconducts, malpractices, or irregularities to the Group, so as to build an incorruptness and transparent corporate culture, facilitate the establishment of a good image of the Group and strengthen the sense of recognition and trust of all stakeholders of the Group.

C. COMPLIANCE WITH THE MODEL CODE AND SECURITIES DEALING CODE

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Model Code") as its code of conduct for dealing in securities of the Company by the Directors and the relevant employees of the Group who are likely to be in possession of unpublished inside information of the Company (the "Securities Dealing Code"). Having made specific enquiries with all Directors and relevant employees, all Directors and relevant employees have confirmed that they have complied with the Securities Dealing Code and therefore, complied with the Model Code for the Reporting Period.

D. BOARD COMPOSITION

The Board currently consists of six Directors, comprising two executive Directors, one non-executive Director and three independent non-executive Directors, who together, bring the skills, experience and diversity the Company needs to meet its long-term objectives. During the Reporting Period and up to the date of this annual report, the Directors are:

Executive Directors:

Mr. Chau David *(Chairman and Chief Executive Officer)*
Ms. Zhou Hui

Non-executive Director:

Ms. Chau On

Independent non-executive Directors:

Mr. Lau Chung Wai
Mr. Mo Luojiang
Mr. Lin Peicong

The biographical details of the Directors are set out in the section "Biographical details of Directors" from pages 29 to 32 of this annual report. Save as disclosed in the section "Biographical details of Directors" in this annual report, each of the Board members has no financial, business, family or other material or relevant relationships with each other.

E. RESPONSIBILITIES OF AND DELEGATION BY THE BOARD

The Board is principally responsible for overall leadership and control of the Company and oversees the Group's businesses, overall strategic decisions and performance, approving the financial statements and annual budgets, and is collectively responsible for promoting the long-term success of the Company by directing and supervising its affairs. The Board ensures that it is managed in the best interests of the Shareholders as a whole while taking into account the interest of other stakeholders.

Our Company's day-to-day management and operational decisions are made by the Group's executive Directors and senior management, who are experienced in managing the Group's business. The three independent non-executive Directors bring independent judgment to the decision-making process of the Board.

All Directors, including the non-executive Director and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all the information of the Company. The Directors may, upon request, seek independent professional advice in appropriate circumstances at the Company's expenses for discharging their duties to the Company. Independent non-executive Directors are invited to serve on the audit committee, remuneration committee and nomination committee of the Board.

The Board is also responsible for the corporate governance functions under code provision A.2.1 of the CG Code, including (i) developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct applicable to employees and Directors, and (v) reviewing the Company's compliance with the CG Code and disclosure in this corporate governance report.

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities.

F. CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 of CG Code states that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Chau David is the Chairman and also the chief executive officer of the Company and he has been managing the Group's business and supervising the overall operations of the Group since its establishment. Having considered the nature and extent of the Group's operations, and Mr. Chau David's in-depth knowledge and experience in the leasing services, in particular vehicle finance leasing market and familiarity with the operations of the Group which is beneficial to the management and business development of the Group, and all major decisions are made in consultation with members of the Board and relevant Board committees, and there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Company and that it is in the best interest of the Group to have Mr. Chau David taking up both roles. The Board will continue to review and consider splitting the roles of the chairman of the Board and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

G. BOARD INDEPENDENCE

Pursuant to code provision B.1.4 of the CG Code, the Board established mechanism(s) to ensure independent views and input are available to the Board, in particular, (i) independent non-executive Directors are encouraged to actively participate in the Board meetings; (ii) to discourage to re-elect long-serving independent non-executive Directors; (iii) the number of independent non-executive Directors must comply with the requirement under the GEM Listing Rules; and (iv) the independent non-executive Directors shall devote sufficient time to discharge their duties as a Director. Furthermore, the Directors may access external independent professional advice to assist their performance of duties at the expense of the Company. The Board will review the implementation and effectiveness of such mechanism(s) on an annual basis.

During the Reporting Period, the Board at all times complied with Rules 5.05 and 5.05A of the GEM Listing Rules relating to the appointment of at least three independent non-executive Directors, representing at least one-third of the Board, with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

Pursuant to code provision E.1.9 of the CG Code, the Company generally should not grant equity-based remuneration (e.g. share options or grants) with performance-related elements to independent non-executive Directors as this may lead to bias in their decision-making and compromise their objectivity and independence. The independent non-executive Directors were not granted equity-based remuneration up to the date of this annual report.

The Company has received the written confirmation from each of the independent non-executive Directors in respect of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company is of the view that all independent non-executive Directors are independent in accordance with the independence guidelines as set out in the GEM Listing Rules.

H. TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service agreement with the Company for a term of three years unless either party terminate the service contract by giving to the other party not less than three months' notice in writing. The non-executive Director and each independent non-executive Director has entered into an appointment letter with the Company with a term of three years.

Pursuant to article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election.

Pursuant to article 108(b) of the Articles, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to article 112 of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and be eligible for re- election at such annual general meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such annual general meeting.

I. CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. For the Reporting Period, all the Directors (namely Mr. Chau David, Ms. Zhou Hui, Ms. Chau On, Mr. Lau Chung Wai, Mr. Mo Luojiang and Mr. Lin Peicong) have participated in continuous professional development by self-study of materials and/or attending training sessions on topics related to corporate governance and regulations.

J. DIRECTORS' ATTENDANCE RECORDS

The attendance record of each Director at the Board meetings, Board Committees meetings and general meetings of the Company held during the Reporting Period is set out in the table below:

NAME OF DIRECTOR	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	Annual General Meeting
Executive Directors					
Mr. David Chau (周大為)	4/4	N/A	N/A	N/A	1/1
Ms. Zhou Hui (周卉)	4/4	N/A	N/A	N/A	1/1
Non-executive Director					
Ms. Chau On (周安)	4/4	N/A	N/A	N/A	0/1
Independent non-executive Directors					
Mr. Lau Chung Wai (劉仲緯)	4/4	2/2	1/1	1/1	1/1
Mr. Lin Peicong (林培聰)	4/4	2/2	1/1	1/1	0/1
Mr. Mo Luojiang (莫羅江)	4/4	2/2	1/1	1/1	0/1

To supplement the formal Board meetings, the Chairman held regular gatherings with Directors to consider issues in an informal setting. The Chairman also held meetings with the independent non-executive Directors without the presence of other Directors.

K. BOARD COMMITTEES

The Board has established three committees, namely, the audit committee (the "Audit Committee"), the nomination committee (the "Nomination Committee") and the remuneration committee (the "Remuneration Committee"), for overseeing particular aspects of the Company's affairs.

All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the three Board committees are posted on the Company's website and the Stock Exchange's website and are available to the Company's shareholders upon request.

Audit Committee

The Audit Committee was established on 23 November 2018 with its defined written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and the CG Code. As at 31 December 2025 and the date of this annual report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Lau Chung Wai (Chairman of the Audit Committee), Mr. Mo Luojiang, with Mr. Lin Peicong.

The primary duties of the Audit Committee are mainly to make recommendation to the Board on the appointment, re-appointment and removal of external auditor; review the financial statements and material advice in respect of financial reporting; play a key oversight role on the financial reporting system, and risk management and internal control systems of the Company and review its efficiency and effectiveness; developing and reviewing our policies and practices on corporate governance, compliance with legal and regulatory requirements and requirements under the GEM Listing Rules.

Two meetings had been held by the Audit Committee during the Reporting Period. The committee members attended to review the annual financial results announcement and report of the Company for the year ended 31 December 2024, and the interim financial results announcement and report of the Company for the six months ended 30 June 2025, as well as significant issues on the financial reporting and compliance procedures, internal control and risk management systems, and the effectiveness of the Company's internal audit function.

The annual results for the year ended 31 December 2025 have been reviewed by the Audit Committee.

Nomination Committee

The Nomination Committee of the Board was established on 23 November 2018 with its defined written terms of reference in compliance with the CG Code. As at 31 December 2025 and the date of this annual report, the Nomination Committee comprises three independent non-executive Directors, namely Mr. Lin Peicong (Chairman of the Nomination Committee), Mr. Mo Luojiang and Mr. Lau Chung Wai, and one executive Director, namely Ms Zhou Hui.

The Nomination Committee is primarily responsible for reviewing the structure, size, composition and diversity of the Board at least annually, assisting the Board in maintaining a Board skills matrix, developing and formulating relevant procedures for the nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of Directors, assessing the independence of independent non-executive Directors, supporting the Company's regular evaluation of the Board's performance, and assessing each Director's time commitment and contribution to the Board and the Director's ability to discharge his or her responsibilities effectively.

One meeting had been held by the Nomination Committee during the Reporting period to review the structure, size and composition of the Board, assess the independence of independent non-executive Directors and make recommendation to the Board on the re-election of the retiring Directors.

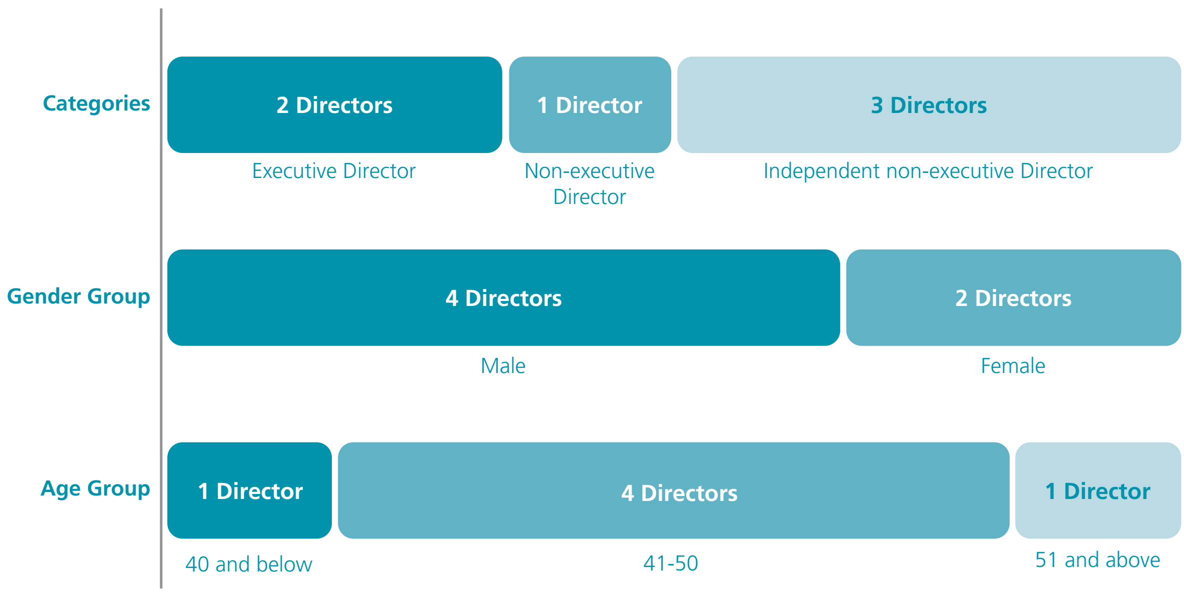
In assessing the structure, size, composition and diversity of the Board, the Nomination Committee takes into account various aspects set out in the board diversity policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry experience. The Nomination Committee agrees on measurable objectives for achieving diversity on the Board as set out in the board diversity policy, where necessary, and recommends them to the Board for adoption.

The Board believes that gender diversity is a representing manifestation of board diversity, among all other measurable objectives. Under the board diversity policy, the Company sets the target of appointing at least one director of different gender at any given time in order to achieve a female representation in the Board.

The Board will review the progress of the board diversity policy to ensure its effectiveness on an annual basis.

Expertise and skills of the Directors include financial services, risk management and trading of petrochemical and agricultural products, etc.. The Nomination Committee considers that the Board is sufficiently diversified.

The Company will continue to take gender diversity into consideration during recruitment and increase the female proportions at all levels over time to ensure there is a pipeline of female senior management and potential successors to the Board in the future.



Note: The information is as of 31 December 2025.

The Board has also adopted a nomination policy ("Nomination Policy"). A summary of the Nomination Policy is disclosed below:

1. *Objective*

The nomination policy aims to set out the relevant selection criteria and nomination procedures to help the nomination committee and the Board to ensure that the Board has a balance of skills, experience and diversity of perspective appropriate to the requirement of the Group's businesses.

2. *Selection criteria*

The selection criteria specified in the Nomination Policy include:

— commitment of available time and ability to devote sufficient time and attention to the affairs of the Company;

— reputation for integrity;

— accomplishment and experience in the relevant industry(ies);

— effectiveness in carrying out the responsibilities of the Board; and

— diversity in all its aspects as set out in the board diversity policy of the Company.

These factors are for reference only, and not meant to be exhaustive and decisive. The nomination committee has the discretion to nominate any person, as it considers appropriate.

3. *Nomination procedures*

(i) For filling a casual vacancy, the nomination committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the nomination committee shall make nominations to the Board for its consideration and recommendation.

(ii) Until the publication of circular to the Shareholders, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.

(iii) In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from the Shareholders, a circular will be sent to the Shareholders. The circular will set out the lodgment period for the Shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to the Shareholders.

(iv) A candidate is allowed to withdraw his or her candidature at any time before the general meeting by serving a notice in writing to the company secretary of the Company.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

4. *Review of the Nomination Policy*

The nomination committee of the Board will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Policy. The nomination committee of the Board will discuss any revisions that may be required.

Remuneration Committee

The Remuneration Committee of the Board was established on 23 November 2018 with its defined written terms of reference in compliance with Rule 5.34 of the GEM Listing Rules and the CG Code. As at 31 December 2025 and the date of this annual report, the Remuneration Committee comprises three independent non-executive Directors, namely Mr. Mo Luojiang (Chairman of the Remuneration Committee), Mr. Lau Chung Wai, with Mr. Lin Peicong.

The primary duties of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual Directors and senior management, determining the remuneration policy and structure for all Directors and senior management and assessing their performance; establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration; approving the terms of executive Directors' service contracts; and reviewing and/or approving matters relating to share schemes under chapter 23 of the GEM Listing Rules.

One meeting had been held by the Remuneration Committee during the Reporting period to consider and recommend to the Board the remuneration other benefits paid by the Company to the Directors and senior management and other related matters.

L. GENDER DIVERSITY

The Company values gender diversity across all levels of the Group. The following table sets out the gender ratio in the workforce of the Group, including the Board and senior management as at 31 December 2025:

	Female	Male
Board	33%	67%
Other employees	72%	28%

The Board targeted to achieve and has achieved a Board composition of at least 20% of female Directors and employee composition of at least 30% of female employees of the Group and considers that the current gender diversity is satisfactory. Hence, the Company currently has not set any plans or measurable objectives to achieve gender diversity.

M. DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors have acknowledged their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 December 2025.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual, interim and quarterly reports, announcements relating to disclosure of inside information and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Group's consolidated financial statements, which are put to the Board for approval.

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 88 to 93 of this annual report.

N. DISCLOSURE OF INFORMATION OF DIRECTORS UNDER RULE 17.50A(1) OF THE GEM LISTING RULES

For the year ended 31 December 2025 and up to the date of this report, the change in the information of the Directors is as follows:

Ms. Zhou Hui, an executive Director, has been appointed as a member of the Nomination Committee with effect from 27 June 2025.

Save as disclosed above, the Company is not aware of any change in the Directors' information which is required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules since the date of the Company's 2025 interim report.

O. AUDITOR'S REMUNERATION

During the year ended 31 December 2025, the remuneration payable/paid to the Company's external auditors, Forvis Mazars CPA Limited, is set out below:

Type of Services	Amount of Fees Payable/Paid RMB
Audit services	1,260,000
Non-audit services for attending the annual general meeting	50,000
Total	1,310,000

P. REMUNERATION OF MEMBERS OF THE SENIOR MANAGEMENT BY BAND

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

	Number of members of senior management
Nil to Hong Kong Dollars ("HK$") 1,000,000 (equivalent to approximately RMB903,000 (2024: RMB926,000))	3

Q. RISK MANAGEMENT AND INTERNAL CONTROLS

As a finance leasing company, the Group faces a variety of risks in the daily business operations, including credit risk, liquidity risk, interest rate risk, operational risk, and legal and compliance risk. The Group recognises the importance of an effective risk management system for identifying and mitigating these risks. The Group has developed a risk management system tailored to the characteristics of the business operations, with a focus on managing the risks through, among others, comprehensive due diligence on the customer, independent information review and multi-level approval process. The risk management measures of the Group are integrated with every stage of its finance lease operations, from the pre-lease investigation, credit assessment, lease approval to management of finance lease.

For vehicle finance leasing business, the Group also adopt the e-leasing system to manage each customer's portfolio effectively by controlling the overall vehicle finance leasing operation in our internal system and the GPS online system to keep track of the location of the leased vehicles. The Group would continue to monitor and review the operation and performance of our risk management system, and to improve the system from time to time to adapt to changes in the market conditions and regulatory environment.

The Group embraces the benefits brought by technology innovation and commits to more resource inputs into enhancing its risk control capabilities. During the Reporting Period, the Group deployed resource to improve its information management system, aiming at modifying the business operation procedures in line with the new business developments and innovations.

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. The Board conducts a review of the effectiveness of the Group's risk management and internal control systems annually covering each financial year. The systems are designed to manage rather than eliminate the risk of failing in achieving our business objectives, and can only provide a reasonable and not absolute assurance against material misstatement or loss. The senior management of the Group is responsible for formulating the risk management strategies and policies for the approval by the Board. Upon approval by the Board, they are also responsible for approving risk management execution plans.

The Company established the internal audit function to perform annual financial review and risk management and assessment on internal control system, and to resolve material internal control defects. The Company considers its risk management and internal control systems effective and adequate.

Handling and dissemination of inside information

The Company has developed the Information Disclosure Management System (《信息披露管理制度》) which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling and dissemination of inside information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

R. COMPLIANCE OFFICER

Ms. Zhou Hui, an executive Director, has been designated as the Compliance Officer of the Group to oversee all compliance matters.

S. NON-COMPETITION UNDERTAKING

Each of Mr. Chau David and View Art Investment Limited, being the controlling shareholders of the Company (as defined under the GEM Listing Rules), entered into a non-competition undertaking with the Company with effect from the Listing Date (the "Non-competition Undertaking"). Please refer to the Prospectus for additional information on the Non-competition Undertaking.

Each of Mr. Chau David and View Art Investment Limited has confirmed compliance with the terms of the Non-competition Undertaking during the Reporting period. All the independent non-executive Directors are of the view that Mr. Chau David and View Art Investment Limited have been in compliance with the Non-competition Undertaking in favour of the Company.

T. COMPANY SECRETARY

Ms. Lo Lok Ting Teresa was appointed as the company secretary of the Company with effect from 4 January 2022. Her primary contact person at the Company is Ms. Zhou Hui, an executive Director. Ms. Lo has complied with the relevant professional training requirement under Rule 5.15 of the GEM Listing Rules during the Reporting Period.

Biographical details of the company secretary of the Company is set out in the section headed "Biographical details of the Directors" of this annual report.

U. SHAREHOLDERS' RIGHTS AND COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

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 recognises the importance of transparency and timely disclosure of corporate information. The Board endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings, to communicate with them/answer their enquiries, and encourage their participation.

To promote effective communication, the Company maintains a website (www.metropolis-leasing.com), where up-to-date information and updates on the Company's financial information, corporate governance practices and other information are available for public access.

To safeguard shareholders' interests and rights, separate resolutions will be proposed for each substantially separate issue at general meetings. All resolutions put forward at general meetings will be voted on by poll pursuant to the GEM Listing Rules, and poll results will be published on the websites of the Company and GEM after each general meeting.

The Board has conducted an annual review of the implementation and effectiveness of the shareholders' communication policy of the Company, and considered that the policy was implemented effectively during the Reporting Period with the above channels for shareholders to communicate their views.

V. PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

Extraordinary general meeting may be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not higher than 10% of the voting rights (on a one vote per Share basis) in the issued share capital of the Company pursuant to article 64 of the Articles. Such requisition must be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If, within 21 days of such deposit, the Board fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

W. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Shareholders may propose a person for election as Director, the procedures of which are available on the Company's website (www.metropolis-leasing.com).

X. PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT GENERAL MEETING

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written notice of his/her/its proposal (the "Proposal") with his/her/its detailed contact information at the Company's address as mentioned below. The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to include the Proposal in the agenda for the general meeting.

Y. PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD ENQUIRIES TO THE BOARD

Shareholders are, at any time, welcome to raise questions to and request information (to the extent it is publicly available and appropriate to provide) from the Board and management by writing to:

Address:	Room 7003A 887 Huai Hai Zhong Road Huangpu District Shanghai The People's Republic of China
Attention:	Board of Directors
Tel:	(86) 21 6474 7900
Fax:	(86) 21 6474 9701
Email:	ir@metropolis-leasing.com

Shareholders should direct their enquiries about their shareholdings, share transfer, registration and payment of dividend to the Company's branch share registrar in Hong Kong, details of which are as follows:

Tricor Investor Services Limited

Address:	17/F Far East Finance Centre 16 Harcourt Road Hong Kong
Tel:	(852) 2980 1333
Fax:	(852) 2810 8185
Email:	is-enquiries@hk.tricorglobal.com

For the avoidance of doubt, shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to given effect thereto. Shareholders' information may be disclosed as required by law. The Company will not normally deal with verbal or anonymous enquiries.

Z. CONSTITUTIONAL DOCUMENTS

At an adjourned annual general meeting of the Company held on 17 May 2022, the adoption of an amended and restated memorandum and articles of association of the Company (the "M&A") was approved by the Shareholders. The M&A (in both English and Chinese) is available on the websites of both the Company and the Stock Exchange. During the Reporting Period, the Company has not made any changes to its memorandum and articles of association.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

INTRODUCTION

This Environmental, Social and Governance Report (the "**ESG Report**") serves the purpose of summarising the Environmental, Social and Governance ("**ESG**") initiatives, plans and performance of Metropolis Capital Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**" or "**we**"), as well as demonstrating the Group's commitment towards sustainable development.

The Group is committed to developing sustainability in accordance with the ESG management principles and is committed to effectively and responsibly handling the Group's ESG issues as a core part of our business strategy since we believe this is the key to our continued success in the future.

REPORTING PERIOD

The ESG Report presents the Group's ESG performance for the year ended 31 December 2025 (the "**Reporting Period**" or "**2025**").

REPORTING SCOPE

The ESG Report covers the Group's business activities in the Shanghai headquarters, where the Group carries out its principal business of finance leasing, finance leasing advisory and factoring services. The scope of this ESG Report is consistent with that for the year ended 31 December 2024 ("**2024**").

The scope of the ESG Report was determined by considering the influence of the Group's operations on sustainable development. The Group believes the reported areas collectively present a comprehensive picture of the Group's overall ESG performance.

REPORTING PRINCIPLES

The ESG Report has been prepared in compliance with the Environmental, Social and Governance Reporting Code (the "**ESG Reporting Code**") under Appendix C2 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

According to the ESG Reporting Code, the following reporting principles were applied in the ESG Report:

Materiality The Group regularly conducts materiality assessments to identify the material ESG issues to the Group's business. By gathering the feedback of various stakeholder groups, the Group can have a better understanding of their concerns and expectations of the Group's sustainable development. More information is stated in the sections "STAKEHOLDER ENGAGEMENT" and "MATERIALITY ASSESSMENT".

Quantitative To measure the effectiveness of ESG-related policies, the Group has adopted the ESG Reporting Code, relevant guidelines published by the Stock Exchange and other international organisations, in measuring and presenting quantitative environmental and social key performance indicators ("**KPIs**"). Details of the standards used are described in the relevant sections of the ESG Report.

Balance	The ESG Report provides an unbiased picture of the Group's ESG performance.
Consistency	The ESG Report adheres to a consistent set of reporting standards, methodologies for calculating data and presentation of KPIs to allow meaningful comparisons of related data over time. If there are any changes to the methodologies or KPIs used that may affect the comparison with the previous reports, explanation will be provided for the corresponding data.

FEEDBACK

The Group values feedback from its stakeholders. If you have any questions or suggestions regarding the ESG Report or the Group's performance in sustainable development, please feel free to contact the Group via email at ir@metropolis-leasing.com.

CHAIRMAN'S STATEMENT

Dear valued stakeholders,

The board (the "**Board**") of directors (the "**Directors**") of the Company committed to driving sustainable development in the Group's business operations. The Board has overall responsibility for the Group's ESG strategy and reporting, while both members of the Board and senior management supervise the ESG issues of the Group. The Board continuously monitors and reviews the key risks affecting the sustainability of the Group's business, such as the environmental, occupational health and safety and labour standards. The risk management and internal control frameworks provide a structured approach for the Board to formulate policies and ensure effective execution. More information about the Group's governance structure is stated in the section "GOVERNANCE FOR SUSTAINABILITY".

The Group continuously communicates with its stakeholders to understand their concerns and fulfil their expectations. During the Reporting Period, the Group distributed questionnaires to multiple stakeholders to collect their views on the sustainability issues of the Group. Their opinions help the Group to understand its ESG performance, assess the importance of different ESG-related issues and prioritise them. With reference to the stakeholders' opinions, the Board reviews the Group's sustainability strategies at least annually and, where appropriate, adjusts the Group's policies to live up to stakeholders' expectations while meeting the requirements of regulators.

The Group has set various ESG-related targets on relevant KPIs. The Board conducts an annual review to follow up on the progress made on the Group's ESG-related targets. The Board makes full use of the available ESG data to compare the performance between different years. Aiming to achieve the targets, the Group strives to promote sustainability. Therefore, the Board believes the ESG-related targets can raise employees' awareness of ESG, drive behavioural changes and facilitate the incorporation of ESG initiatives into the Group's operational strategy.

On behalf of the Board, I would like to express my gratitude to my fellow Directors, the management team, all employees and stakeholders for their contributions to the Group's sustainable development.

David Chau
Chairman, chief executive officer and executive Director

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

GOVERNANCE FOR SUSTAINABILITY

The Group has established an environmental, social and governance task force ("**ESG Task Force**") to promote a company-wide awareness of ESG issues. The ESG Task Force comprises senior management and general staff with adequate knowledge on ESG, its members come from different business departments of the Group, including the operational, human resources and finance departments. They are responsible for executing the Group's ESG measures, collecting and analysing ESG data, preparing ESG reports, giving suggestions to the Board on ESG issues and reviewing ESG-related matters across the Group's different departments. Where appropriate, external advisers would be engaged to provide expertise and professional advice for the ESG management process.

With the assistance of the ESG Task Force, the Board regularly reviews the materiality of the Group's ESG issues and continuously monitors the Group's ESG performance, risks and opportunities. The ESG Task Force holds meetings regularly to discuss the effectiveness of the Group's policies and procedures and seek opportunities to improve the Group's ESG performance. The ESG Task Force reports its findings to the Board at least annually so that the Board can look for solutions to manage the Group's ESG risks and opportunities.

STAKEHOLDER ENGAGEMENT

To understand and address the concerns of our stakeholders, we have been maintaining close communication with our key stakeholders, including but not limited to investors and shareholders, employees, customers, government and regulatory bodies, community and the public.

In the hope of sustainably creating greater value for the community, formulating operational strategies and ESG measures, as well as improving our performance through cooperation with the stakeholders, stakeholders' expectations and concerns are collected and taken into consideration by utilising diversified key communication channels as shown below.

Key Stakeholders	Expectations and Concerns	Communication Channels
Investors and shareholders	• Returns on investment • Compliance operation • Growth in corporate value • Transparent and effective communication channels	• Annual general meetings • Financial reports • Announcements and circulars • Investor conferences
Employees	• Protection of rights • Occupational health and safety • Remuneration and benefits • Career development • Humanity care	• Employee opinion surveys • Suggestion boxes • Intranet
Customers	• Outstanding products and services • Health and safety • Contract fulfilment • Operation with integrity	• Customer service centre and hotlines • Customer feedback surveys • Customer service managers

Key Stakeholders	Expectations and Concerns	Communication Channels
Government and regulatory bodies	• Compliance with national or local policies, laws and regulations • Supporting local economic development • Promoting local employment • Tax payment in full and on time	• Regular performance reports • On-site inspections
Community and the public	• Improvement in the community environment • Charity participation • Transparent information	• ESG reports

We aim to collaborate with our stakeholders to improve our ESG performance and create greater value for the wider community continuously.

MATERIALITY ASSESSMENT

The management and employees in the ESG Task Force have participated in preparing the ESG Report. They have assisted the Group in reviewing its operations, identifying key ESG issues and assessing the importance of those relevant ESG issues to our businesses and stakeholders. The Group has compiled a questionnaire with reference to the identified material ESG issues to collect information from relevant departments, business units and stakeholders of the Group. The following table presents the list of ESG issues and their respective materiality.

ESG Issues	Significance of Economic, Environmental and Social Impact		
	High Priority	Medium Priority	Low Priority
Pollution prevention and management		✓	
Waste disposal management		✓	
Resource management (electricity and water)		✓	
Green working environment	✓		
Responding actions to climate risks	✓		
Responsible employment practice	✓		
Safe working environment	✓		
Disaster contingency	✓		
Training and career development	✓		
Prevention of child labour and forced labour	✓		
Business partners management	✓		
Privacy protection	✓		
Integrity and anti-corruption practice	✓		
Quality of service provided	✓		
Corporate community responsibility	✓		

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

A. ENVIRONMENTAL

Emissions

The Group recognises the importance of maintaining good environmental management and strives to protect the environment to fulfil its social responsibilities. The Group implements its Environmental, Social and Governance Policy ("**ESG Policy**"), which clearly states the Group's guiding principles and methods to manage emissions, energy consumption and waste disposal throughout its daily operations. We are committed to promoting sustainability in terms of resource sustainability, operational sustainability and social sustainability. We aim to minimise the potential impacts of our business on the environment and society in which we operate to fulfil our corporate social responsibility.

In order to mitigate the direct and indirect environmental impacts caused by the Group's operations, the Group strives to enhance its employees' environmental protection awareness in their daily work practices and actively implements the Group's environmental protection measures. Within our policy framework, we continuously look for different opportunities to take environmentally friendly initiatives and enhance our environmental performance by reducing the use of energy and other resources.

During the Reporting Period, the Group was not aware of any non-compliance with the relevant laws and regulations that have a significant impact on the Group relating to air and greenhouse gas ("**GHG**") emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. The relevant laws and regulations include, but are not limited to, the Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution, the Environmental Protection Law of the People's Republic of China, the Water Pollution Prevention and Control Law of the People's Republic of China and the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste.

Air Pollutant Emissions

As the Group does not own any vehicles or fuel consuming machines, the Group does not produce a significant amount of air pollutants during its business operations.

GHG Emissions

During the Reporting Period, the major source of the Group's GHG emissions was energy indirect emissions generated from purchased electricity (Scope 2).

In 2024, the Group set a target of maintaining or reducing its total GHG emissions intensity in 2025, using approximately 0.61 tonnes of carbon dioxide equivalent ("**tCO_2e**") per employee in 2024 as the baseline. During the Reporting Period, the Group did not achieve this target due to a decrease in its total workforce, despite a reduction in total GHG emissions. The Group has taken measures, such as encouraging its employees to turn off the electrical appliances at the end of every workday and maintaining air conditioning at around 25 degrees Celsius. The Group will continue its commitment to reduce its GHG emissions.

The Group has set a target of maintaining or reducing its total GHG emission intensity for the year ending 31 December 2026 ("**2026**"), using approximately 0.67 tCO_2e per employee in 2025 as the baseline. To pursue the GHG emissions reduction target, we would actively adopt electricity conservation and energy-saving measures to reduce the GHG emissions, such measures are described in the section "Energy Management".

During the Reporting Period, the Group's total GHG emissions intensity was approximately 0.67 tCO_2e per employee, representing a year-on-year increase of approximately 9.84% from approximately 0.61 tCO_2e per employee in 2024. The increase in the total GHG emissions intensity was mainly due to the decrease in the Group's total workforce in 2025.

The following table sets out the Group's GHG emissions:

Indicators [1]	Units	2025	2024
Direct GHG emissions (Scope 1)	tCO_2e	**–**	–
Energy indirect GHG emissions (Scope 2)	tCO_2e	**11.99**	13.45
Total GHG emissions	tCO_2e	**11.99**	13.45
Total GHG emissions intensity [2]	tCO_2e/employee	**0.67**	0.61

Notes:

1. The reported GHG emissions, comprising scope 1 and location-based scope 2, are for the Group's Shanghai headquarters, which is under its operational control. The Group has adopted the Greenhouse Gas Protocol for the calculation of its GHG emissions, as it is an internationally recognised and widely adopted framework that ensures the consistency and comparability of emissions data and supports alignment with the disclosure requirements under the GEM Listing Rules. The Group has not entered into any contractual instruments that would materially affect the calculation of scope 2 emissions. GHG emissions data are presented in terms of tCO_2e and are based on, including but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004)" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, average regional carbon dioxide emission factor for electricity from the "Notice on the Release of the 2022 Greenhouse Gas Emissions Factor for Electricity" and the "Notice on the Release of the 2023 Greenhouse Gas Emissions Factor for Electricity" issued by the Ministry of Ecology and Environment of the People's Republic of China. The relevant measurement approach, inputs and assumptions adopted by the Group remain consistent with those used in 2024. The Group will explore scope 3 emissions accounting in future disclosures once sufficient resources are available.

2. As at 31 December 2025, the Group had a total of 18 employees within the reporting scope (as at 31 December 2024: 22). These data are also used for calculating other intensity data.

Sewage discharge

As a financial leasing services provider, we did not generate a significant amount of sewage during the Reporting Period. The sewage generated by the Group is discharged directly to the regional sewage treatment facilities through the municipal sewage pipe network.

Waste Management

The Group adheres to the waste management principle and strives to properly manage waste generated from our business daily activities. Our waste management practices comply with all relevant laws and regulations relating to environmental protection.

Hazardous Waste

The Group is a financial leasing services provider, so its business did not produce a material amount of hazardous waste during the Reporting Period.

Although the Group does not generate a significant amount of hazardous waste, the Group has established guidelines on the management and disposal of hazardous waste. If any hazardous waste is produced, the Group must engage a qualified chemical waste collector to manage it in accordance with relevant environmental laws and regulations.

Non-Hazardous Waste

Non-hazardous waste generated from the Group's daily business activity is mainly office paper and general waste.

In 2024, the Group set a target of maintaining or reducing its total non-hazardous waste generation intensity in 2025, using approximately 0.10 tonnes per employee in 2024 as the baseline. In 2025, the Group achieved this target due to a reduction in total non-hazardous waste generation. The Group has taken measures, such as cherishing resources to avoid waste of materials and using double-sided printing as much as possible. The Group will continue its commitment to reduce its waste generation.

The Group has set a target of maintaining or reducing its total non-hazardous waste generation intensity in 2026, using approximately 0.10 tonnes per employee in 2025 as the baseline. To pursue the waste reduction target, the Group would educate its employees on the significance of sustainable development and provide relevant support to enhance their skills and knowledge of sustainable development. With the aim of minimising the environmental impacts from non-hazardous waste generated from our business operations, we have implemented measures to handle such waste and launched different waste reduction initiatives. With such waste management approaches, we hope to embed the idea of environmental friendliness among our employees. Responsibilities of waste management in the office are shared between employees, and the following initiatives are implemented:

- utilise the online system in offices, conduct general transaction notification and data transmission through the network system to establish an electronic workflow;
- avoid printing and copying documents;
- use recycled paper for printing and copying;
- reduce the use of single-use disposable items; and
- reuse and recycle paper, envelopes, cartons and folders.

In addition, "Environmental Information" reminders are posted on different office equipment to emphasise the importance of environmental protection to employees and to enhance their environmental awareness.

During the Reporting Period, the Group's total non-hazardous waste generation intensity was approximately 0.10 tonnes per employee which remained the same as compared to 2024.

The following table sets out the Group's non-hazardous waste generation:

Indicators	Units	2025	2024
Office paper	tonnes	**0.32**	0.36
General waste	tonnes	**1.49**	1.76
Total non-hazardous waste generation	tonnes	**1.81**	2.12
Total non-hazardous waste generation intensity	tonnes/employee	**0.10**	0.10

Use of Resources

The Group strives to optimise resource utilisation in its business operations and takes initiatives to introduce measures on resource efficiency and adopt eco-friendly approaches in our operations. Concerning the electricity consumed in our daily business operations, we have established the ESG Policy to govern the use of resources in order to achieve higher energy efficiency and reduce the use of unnecessary resources.

Energy Management

The major source of the Group's energy consumption is electricity for daily operation.

In 2024, the Group set a target of maintaining or reducing its total energy consumption intensity in 2025, using approximately 1.09 MWh per employee in 2024 as the baseline. During the Reporting Period, the Group did not achieve this target due to a decrease in its total workforce, despite a reduction in total energy consumption. The Group has taken measures, such as encouraging its employees to turn off the electrical appliances at the end of every workday and maintaining air conditioning at around 25 degrees Celsius. The Group will continue its commitment to efficient energy use.

The Group has set a target of maintaining or reducing its total energy consumption intensity in 2026, using approximately 1.21 MWh per employee in 2025 as the baseline. The Group will continue to implement the following energy-saving measures:

- use energy-saving equipment and electrical appliances in offices, and gradually replace outdated equipment with energy-certified equipment;
- require employees to turn on electrical equipment, such as lighting equipment, air conditioners, fans, etc. during business hours based on actual needs;
- encourage employees to turn off the power of electronic appliances when not in use or after work;
- set computers and other information and communication technology equipment to automatic standby mode or switch them off when not in use; and
- strengthen the maintenance and repair of equipment to ensure electronic devices are kept in optimal condition for efficient electricity use.

Besides, the Group promotes the awareness of energy conservation and environmental protection to employees by posting power-saving slogans. Anomalies in electricity consumption will be investigated to find out the root cause and preventative measures will be taken.

During the Reporting Period, the Group's energy consumption intensity was approximately 1.21 MWh per employee, representing a year-on-year increase of approximately 11.01% from approximately 1.09 MWh per employee in 2024. The increase in the total energy consumption intensity was mainly due to the decrease in the Group's total workforce in 2025.

The following table sets out the Group's energy consumption:

Indicators	Units	2025	2024
Direct energy consumption	MWh	–	–
Indirect energy consumption (purchased electricity)	MWh	21.81	23.95
Total energy consumption	MWh	21.81	23.95
Total energy consumption intensity	MWh/employee	1.21	1.09

Water Management

The Group's water consumption is mainly contributed by domestic water used in the office areas. As the Group's water consumption expenses are included in the property management fee, the Group did not have any water consumption records during the Reporting Period. Thus, the Group is unable to set any quantitative targets with respect to water efficiency.

We will continue to encourage all employees to develop the habit of water conservation. We have been enhancing our water-saving promotion and posting water-saving reminders in the pantry and washrooms to constantly remind employees to consume water reasonably. The following are some of the measures we have implemented to increase water efficiency:

- remind employees to close faucets after using water to prevent water wastage and leakage;
- reduce water pressure to the lowest practicable level; and
- fix dripping taps to avoid further leakage and wastage.

As the Group's operations are mainly based in developed regions, the Group does not encounter any significant issues in sourcing water that is fit for purpose.

Use of Packaging Material

The Group is a financial leasing services provider, so the use of packaging material is not considered to be a material ESG aspect of the Group.

The Environment and Natural Resources

The Group's business operations have a limited impact on the environment and natural resources. However, the Group realises its responsibility in minimising any negative environmental impacts caused by its business operations and pursues the best practices for environmental protection. We have formulated the ESG Policy to control the potential impact of our business activities on the environment. When making strategic expansion and investment plans in the future, we will also consider the impact of business activities on the environment and natural resources as decision-making factors, properly assess environmental risks and take appropriate countermeasures to reduce the impact.

In addition to protecting the natural environment by complying with environmental regulations and international standards, the concept of environmental and natural resources protection is also integrated into the internal management and operation activities of the Group with the aim of achieving the goal of sustainable development.

Working Environment

The Group is committed to providing employees with a comfortable and green working environment to enhance work efficiency. The Group is dedicated to keeping the office and public areas clean and tidy. From time to time, employee representatives will conduct regular inspections of living quarters and workspace, and implement proactive management and preventive measures, promptly identifying and resolving issues and potential risks to ensure a good working environment.

On the other hand, the Group regularly monitors and measures the indoor air quality of the workplace. The Group maintains indoor air quality by using air purification equipment in the workplace and regularly cleaning air-conditioning systems to filter pollutants and dust.

Climate Change

The Group acknowledges that climate change has been affecting its stakeholders, business operations and the community. To adapt to and mitigate the effects of climate change, the Group has formulated the Climate Change Policy, which clarifies the Group's responses to different climate-related risks and helps to build resilience against climate change impacts. The Group has been closely monitoring the impact of climate change to mitigate the following potential risks during the Reporting Period:

Physical Risks

For acute physical risks, weather-related events, such as typhoons and natural disasters, may disrupt the business operations in the short term. A disruption to our business operations may cause a direct negative impact on our revenue. In order to minimise the disruptions to its business operations, the Group has adopted a set of contingency measures that are applicable to the most weather-related events. We have developed comprehensive typhoon and rainstorm arrangements to safeguard the safety of our employees under extreme weather conditions. The work arrangements included reporting for duty, early release from work, the resumption of work, and special arrangements for essential staff during adverse weather. The Group also gives consideration as much as possible to the different situations faced by individual employees, such as their place of residence, the road and traffic conditions in the vicinity, and adopts a flexible approach with due regard to their actual difficulties and needs.

Transition Risks

For transition risks, the Group may bear higher operating costs due to the potential regulatory change related to carbon reduction requirements. To manage the legal risks that may be brought along by the climate crisis, the Group has taken an array of actions. First, the Group constantly monitors any changes in laws or regulations. Second, the Group has sought compliance consulting services to reduce legal risks. Third, the Group has been taking comprehensive measures to protect the environment, including measures aimed at reducing GHG emissions. By going beyond current compliance requirements, the Group has a better chance to adapt swiftly to regulatory changes.

B. SOCIAL

Employment

Human resources are a fundamental element to the development of the Group, and we perceive employees as the most valuable assets as they play an essential role in continuous innovation. The Group adheres to a people-oriented principle and respects, and protects the legitimate rights and interests of its employees.

Employment policies have been formally documented in the Group's Employee Handbook, covering compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. The management has deployed proper internal controls in its operating procedures to ensure compliance with the requirements as set out in the Employee Handbook. Meanwhile, the Group will monitor the latest updates in relevant laws and regulations regularly and update the policy accordingly to ensure continuous compliance.

During the Reporting Period, the Group was not aware of any non-compliance with relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. The relevant laws and regulations include, but are not limited to, the Labor Law of the People's Republic of China, the Labor Contract Law of the People's Republic of China and the Social Insurance Law of the People's Republic of China.

Recruitment, Promotion and Dismissal

We adopt robust, transparent and fair recruitment processes based on merit selection against the job criteria applied. Recruitment of individuals is based on their suitability for the position and potential to fulfil the Group's current and future needs.

The Group specifies the basis and process for staff promotion. We offer internal promotion and development opportunities for outperforming employees through an open and fair assessment system to explore their potential capabilities, provide platforms for career development, while simultaneously fulfilling the Group's needs of sustainable development. Also, the Group does not tolerate any unreasonable dismissal of employees, the dismissal process will only be carried out on a reasonable basis, and issues will be fully communicated before formal dismissal.

Remuneration and Benefits

The Group has established a fair, reasonable and competitive remuneration system that provides compensation to employees based on the principles of fairness, competition, incentives, rationality and legality. Employees' salaries consist of basic salary, performance bonus and other bonuses and subsidies. Other remuneration packages include, but are not limited to, paid annual leave, maternity leave, compassionate leave, marriage leave, and funeral leave. In addition, the Group also takes macroeconomic factors, such as national policies and price standards, industry and regional salary levels, changes in its development strategies, and its overall benefits into consideration when determining the extent of each employee's remuneration adjustment.

The Group signs and executes labour contracts with all employees in accordance with the Labour Contract Law of the People's Republic of China. We also pay "five social insurances and one housing fund" for employees in mainland China in compliance with the laws and regulations, namely endowment insurance, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance and housing provident fund, to ensure that employees are covered by social insurance.

Diversity and Equal Opportunities

The Group is committed to creating and maintaining an inclusive and collaborative workplace culture in which everyone can thrive. We are dedicated to providing equal opportunities in all aspects of employment and maintaining workplaces that are free from discrimination, physical or verbal harassment against any individual on the basis of race, religion, colour, gender, physical or mental disability, age, place of origin, marital status, and sexual orientation. We also have zero tolerance for sexual harassment or abuse in the workplace in any forms. Any employees who are intimidated, humiliated, bullied, or harassed (including sexual harassment) may report to the employee's representative, or file complaints directly to the management representative or the general manager, and the Group will take serious approaches to investigate and resolve these issues upon receiving the said complaints.

Our Workforce

As at 31 December 2025, the Group's Shanghai headquarters had 18 employees within the reporting scope (as at 31 December 2024: 22). The following table sets out the Group's number of employees within the reporting scope by gender, age group and employment type:

Indicators	As at 31 December 2025	As at 31 December 2024
Number of employees	**18**	22
By gender		
Female	**13**	14
Male	**5**	8
By age group		
Under 30 years old	**3**	4
30–40 years old	**12**	14
Over 40 years old	**3**	4
By employment type		
Full-time	**18**	21
Part-time	**–**	1

Employee Turnover

The following table sets out the Group's number and rate of employee turnover by gender, age group and geographical region:

Indicators	2025	2024
Number and rate [3] (%) of employee turnover	**4 (22.22%)**	15 (68.18%)
By gender [4]		
Female	**1 (7.69%)**	9 (64.29%)
Male	**3 (60.00%)**	6 (75.00%)
By age group [4]		
Under 30 years old	**1 (33.33%)**	2 (50.00%)
30–40 years old	**2 (16.67%)**	10 (71.43%)
Over 40 years old	**1 (33.33%)**	3 (75.00%)
By geographical region [4]		
Shanghai	**4 (22.22%)**	15 (68.18%)

Notes:

3. The calculation method of rate of employee turnover: (the total number of departures in the year ÷ the total number of employees at the end of the year) × 100%.

4. The calculation method of rate of employee turnover by category: (the number of departures in the category in the year ÷ the number of employees in the category at the end of the year) × 100%.

Health and Safety

The Group highly values employees' health and safety and is always committed to providing employees with a healthy, safe and comfortable working environment. We strive to eliminate potential workplace health and safety hazards and implement safety management measures in all aspects to ensure employees' health and safety during work. The Group has formulated safety policies for the prevention and remediation of safety accidents during work, which are formally documented in the Employee Handbook.

During the Reporting Period, the Group was not aware of any non-compliance with the health and safety-related laws and regulations that would have a significant impact on the Group. The relevant laws and regulations include, but are not limited to, the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases, the Work Safety Law of the People's Republic of China and the Fire Protection Law of the People's Republic of China.

Zero Workplace Accidents

The Group's commitment to workplace safety is exemplified by no reported cases of work-related injuries during the Reporting Period. During the Reporting Period, the Group had no lost days due to work injury (2024: Nil). No work-related fatalities occurred between 1 January 2023 and 31 December 2025.

Internal Health and Safety Management System

The Group established an internal inspection system to ensure the health and safety of customers and employees during business operations. We have designed a health and safety review process to ensure that the workplace is under constant monitoring and that any deficiencies are identified and corrected in a timely manner. Representatives from the Group will inspect and review safety issues in the workplace regularly, and employees are encouraged to report health and safety incidents and risks whenever identified. We have also implemented health and safety measures aiming to maintain a safe working environment. Such measures include but are not limited to:

- require the use of a suitable ladder to reach items stored at high places;
- encourage employees to ask for assistance or use the right tools to raise heavy objects; and
- keep corridors and common areas clean and tidy.

In addition, the Group regularly communicates health and safety information to employees to enhance their awareness of occupational health and safety. At the same time, we provide medical examinations to our employees annually and provide them with medical treatment advice whenever necessary.

Disaster Management

The Group is committed to safeguarding employees' health and safety. In view of that, we have developed a series of measures responding to disasters, such as typhoons and rainstorms. Some specific measures are as follows:

Typhoons and Rainstorms

The Group has formulated a series of emergency procedures to guide employees to prepare and respond to typhoons and rainstorms. The Group will prepare sandbags and pumps for emergency use before extreme weather events.

Fire Safety

The Group has formulated fire safety systems in accordance with the Fire Protection Law of the People's Republic of China. The Group will provide training to employees in using fire equipment such as fire extinguishers, and conduct fire drills on a regular basis. Fire evacuation plans will also be evaluated regularly to ensure fire safety.

Development and Training

The valuable contribution of the Group's talents is key to its continued success. Therefore, nurturing talents and polishing the skills of our human capital are important for not only striving for excellence but also supporting the sustainable growth of our business. This is achieved through the development of a training strategy that focuses on creating value and serving the needs of our customers, talents and the society.

Policies on personal development are established in our Employee Handbook, including different types of training for employees and training sponsorship.

Training Programmes

The Group has established a training programme to provide more systematic and effective training for employees. Training programmes provided by the Group are divided into internal training and outsourced training.

Internal training is usually organised by the Personnel Administration Department, and such internal training covers many topics, including but not limited to, induction training and rotation training. Outsourced training is usually held by consultants or external training companies in the form of lectures, presentations, and visits. Such training covers training topics that aim to enhance the professionalism, industry knowledge, professional skills and productivity of employees. Employees will receive different training depending on their positions and the departments they belong to, so as to accomplish different training purposes and outcomes.

During the Reporting Period, approximately 50% [5] of employees received training (2024: approximately 45%). The following table sets out the average training hours completed per employee and the breakdown of employees trained by gender and employee category:

Indicators	2025	2024
Average training hours completed per employee [6] (hour(s)) and breakdown of employees who received training [7] (%)		
By gender		
Female	**0.3 (67%)**	0.4 (70%)
Male	**0.5 (33%)**	0.3 (30%)
By employee category		
Senior management	**0.3 (11%)**	0.3 (10%)
Middle management	**0.3 (45%)**	0.6 (40%)
General staff	**1.0 (44%)**	0.3 (50%)

Notes:

5. The calculation method of the percentage of employees who received training: (the total number of employees trained ÷ the total number of employees at the end of the year) × 100%.

6. The calculation method of the average training hours completed per employee by category: the total training hours of employees in the category ÷ the number of employees in the category at the end of the year.

7. The calculation method of the breakdown of employees who received training by category: (the number of employees trained in the category ÷ the total number of employees who received training in the year) × 100%.

Labour Standards

Prevention of Child and Forced Labour

Child and forced labour are strictly prohibited during the recruitment procedure as defined by laws and regulations. The Group has established a complete recruitment procedure to examine candidates' backgrounds and official reporting procedures to handle any exceptions. Personal data is collected during the employment process to assist in the selection of suitable candidates and to verify candidates' data. The Personnel Administration Department will also ensure identity documents, such as physical examination certificates, academic credentials, identity cards and account information, are carefully checked. If violations are involved, they will be dealt with in light of the circumstances.

Furthermore, employees of the Group working overtime are based on voluntary principles so as to avoid the violation of labour standards and safeguard the rights and interests of employees. To prevent any forms of forced labour, a job description outlining the principal responsibilities of the employee is attached to the labour contract. The Group also prohibits any punitive measures, management methods and behaviours such as abusive punishment, violence, mental stress, sexual harassment (including inappropriate language, posture and physical contact) for any reasons. At the same time, the Group also refrains from engaging suppliers and contractors that are involved in child labour or forced labour in their operations from providing administrative supplies and services for the Group.

In addition, the Personnel Administration Department regularly reviews the employment practices and guidelines on staff recruitment to ensure that the Group's recruitment process is in full compliance with the relevant laws and regulations relating to preventing child and forced labour.

If the responsible personnel identify the existence of child labour or forced labour within the Group, the work of such child labour or forced labour will be stopped immediately.

During the Reporting Period, the Group was not aware of any non-compliance with the relevant laws and regulations relating to preventing child and forced labour. The relevant laws and regulations include, but are not limited to, the Labor Law of the People's Republic of China, the Labor Contract Law of the People's Republic of China and the Provisions on the Prohibition of Using Child Labor of the People's Republic of China.

Supply Chain Management

As a socially responsible enterprise, the Group attaches importance to the management of potential environmental and social risks in the supply chain. We have established measures and procedures to reduce risks associated with the economy, environment and society, and we are committed to building and maintaining close business relationships with our business partners.

The Group has formulated the Supplier Code of Conduct, which specifies the sustainable development practices that the Group expects its business partners and suppliers to adhere to, such as adopting energy-saving measures and ensuring a fair and equal workplace.

Business Partners Management

During the Reporting Period, the Group had no major suppliers due to the nature of its business (2024: Nil). As a financial leasing services provider, we regard banks and other lenders as our suppliers.

In the procurement procedures, the Group selects supplier candidates according to the Supplier Code of Conduct. The Group strictly follows its procurement procedures to evaluate the business practices of its suppliers. During the procurement process, we evaluate suppliers based on price, reputation, track record, willingness to deal with problems, customer service and quality of products and services. If the Group finds that a business partner or supplier violates the Supplier Code of Conduct, the Group will consider terminating its business relationship with the relevant business partner or supplier.

We expect suppliers to maintain high standards of business ethics. We communicate with suppliers and encourage them to use more environmentally friendly products and services. In the process of selecting and evaluating suppliers, we have incorporated environmental and social performance as evaluation criteria to identify environmental and social risks in the supply chain. For example, we will evaluate whether candidate suppliers comply with environmental laws and laws governing minimum wage remuneration. The Group maintains close contact with our business partners and meets regularly to share market information and to ensure compliance with local laws and regulations.

In addition, the Group's business cooperation process is conducted in an open, fair and impartial manner. It will not discriminate against any business partners, and will not allow any corruption or bribery. Employees and other individuals who have any interests in relevant business partners will not be allowed to participate in the related business activities. The Group focuses on the integrity of its partners and will only select business partners who not only have a good track record in the past but also do not have any serious non-compliance or violations of business ethics.

The Group continues to monitor the policies implemented by the government. If the Group obtains information on environmentally friendly products or services from the government, the Group will adopt its recommendations to purchase goods and services with a relatively lower environmental impact throughout their life cycle where appropriate.

Product Responsibility

The Group actively safeguards the quality of our services through our internal control process. We also maintain ongoing communication with our customers to ensure the understanding and satisfaction of their demands and expectations. We aim to apprehend customers' needs and expectations and strive to continuously improve the quality of our products and services.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations that have a significant impact on the Group, concerning health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. The relevant laws and regulations include, but are not limited to, the Advertising Law of the People's Republic of China, the Law of the People's Republic of China on the Protection of Consumer Rights and Interests and the Patent Law of the People's Republic of China.

The Group is a financial leasing services provider, so we do not have concerns regarding the total products sold or shipped subject to recalls for safety and health reasons.

Customer Service

The Group values thoughts and opinions from every stakeholder, and we provide quality and warm service experience to customers through standardised service quality and management. We believe complaints serve as good opportunities to collect feedback from different stakeholders, therefore a set of procedures for handling customers' feedback or complaints has been established. All complaints from customers, suppliers and partners will be reviewed by the Group in accordance with internal procedures and guidelines, and relevant investigations will be conducted to resolve complaints. Follow-up measures and improvements will also be carried out accordingly.

During the Reporting Period, the Group did not receive any material complaints from clients (2024: Nil).

Intellectual Property Rights

Employees are not allowed to install any unauthorised or unlicensed software on their working computers provided by the Group. We obtain authorisation for the use of computer software by licensed third parties and adhere to all applicable terms of use prior to utilisation of any properties.

The Group regularly evaluates whether the products and/or services of its suppliers and partners infringe the intellectual property rights of any third parties. If any parties are found to be infringing intellectual property rights, the Group will terminate the cooperation with the organisation.

Service Quality

The Group is committed to providing clear and unbiased information to its clients. Important information such as product features, terms and conditions, and any associated risks are communicated to clients through emails and telephones (with recording function) so they can make informed decisions. Clients who are interested in the Group's services are required to sign a client agreement form, acknowledging the terms and conditions along with the associated risks.

Privacy Protection

The Group is determined to protect customers' data by handling them with the highest degree of confidentiality. Therefore, we have established strict policies for the collection and use of customers' data, which is formally documented in the Employee Handbook. The Group has also formulated security measures for data protection and encryption. All confidential data relating to the Group's business and customers' information are securely protected and are solely used for internal purposes. Any leaks of confidential information to third parties are strictly prohibited. The Group reviews the terms in relation to intellectual property rights as stated in the Employee Handbook to evaluate the effectiveness of the policies for the collection and use of customers' data.

Advertising and Labelling

The Group is a financial leasing services provider, so the business operations of the Group do not involve any advertising and labelling related matters.

Anti-corruption

The Group believes that a corporate culture of high integrity is the key to its continued success, therefore we value the importance of anti-corruption work and are committed to building an incorruptible and transparent corporate culture. As stipulated in the Employee Handbook and the Administrative Measures on Anti-fraud, all employees are required to uphold business integrity, safeguard confidential information and take reasonable steps to avoid any conflicts of interest. To monitor the effectiveness of the Group's anti-corruption stipulation, the Group reviews contents of the Employee Handbook and the Administrative Measures on Anti-fraud regularly.

During the Reporting Period, the Group was not aware of any non-compliance with relevant laws and regulations that have a significant impact on the Group relating to bribery, extortion, fraud and money laundering. The relevant laws and regulations include, but are not limited to, the Criminal Law of People's Republic of China, the Anti-Money Laundering Law of the People's Republic of China and the Anti-Unfair Competition Law of the People's Republic of China.

There were no concluded legal cases regarding corrupt practices brought against the Group or its employees during the Reporting Period (2024: Nil).

The Group will not tolerate corruption in any forms and has zero tolerance for any corruption, fraud and all other behaviours violating work ethics. Moreover, employees are expected to cease engaging in any activities that involve bribery, extortion, fraud and money laundering. The Group also requires employees to make declarations to the Compliance Department for any direct or indirect interests in businesses that compete with the Group.

We commit to providing training on ethical conduct and anti-corruption to the Directors and employees. Training that helps to enhance understanding of the anti-corruption stipulation in the Employee Handbook and the Administrative Measures on Anti-fraud is provided to employees if necessary. In addition, the Group provides regular corporate governance training, which covers knowledge on anti-corruption legislation and integrity behaviours at the workplace, raising awareness among the Directors and employees. During the Reporting Period, a total of 9 employees received anti-corruption training, totalling 6.75 hours (2024: a total of 10 personnel, including 1 Director and 9 employees, received anti-corruption training, totalling 7.50 hours).

In addition, the Group has formulated a whistleblowing mechanism that allows all employees to report anonymously on any possible improprieties, misconducts, malpractices, or irregularities to the Audit and Supervision Department. Reports received will be handled in a prompt and fair manner. Such mechanism also aims at protecting whistle-blowers from unfair dismissal, victimisation and unwarranted disciplinary actions, the identity of the whistle-blower will be kept strictly confidential where possible. To monitor the effectiveness of the whistleblowing mechanism, the Group reviews all reports received regularly and conducts investigations if any patterns of improprieties or alleged improprieties exist that need to be addressed.

Community Investment

As a socially responsible corporation, the Group is committed to serving the communities where it operates. The Group recognises the importance of the well-being of the local communities to the continuous growth of its business. Therefore, the Group follows its ESG Policy to encourage its employees to take part in a wide range of community activities. The Group believes that by participating in community activities, it can increase employees' awareness of citizenship and build positive value.

The Group tries its best to undertake a wide range of philanthropic efforts as well as community initiatives that are catered to the needs of the communities where it operates. Focus areas of the Group's potential community initiatives include education, medical, health and elderly care.

During the Reporting Period, the Group did not contribute any resources to make community investment (2024: Nil). However, the Group has considered spending money or time to benefit the community in the future.

INDEX TABLE OF ESG REPORTING CODE OF THE STOCK EXCHANGE (I)

Mandatory Disclosure Requirements	Sections
Governance Structure	CHAIRMAN'S STATEMENT GOVERNANCE FOR SUSTAINABILITY
Reporting Principles	REPORTING PRINCIPLES
Reporting Boundary	REPORTING SCOPE

INDEX TABLE OF ESG REPORTING CODE OF THE STOCK EXCHANGE (II)

Aspect	Description	Section/Statement
A. Environmental		
Aspect 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 emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
KPI A1.1	The types of emissions and respective emissions data.	Emissions – Air Pollutant Emissions (not applicable and explained)
KPI A1.2	Repealed 1 January 2025	–
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions – Waste Management (not applicable and explained)
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions – Waste Management
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	Emissions – Air Pollutant Emissions (not applicable and explained)
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.	Emissions – Waste Management

Aspect	Description	Section/Statement
Aspect A2: Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of 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).	Use of Resources – Energy Management
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources – Water Management (not applicable and explained)
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Use of Resources – Energy Management
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources – Water Management
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Use of Resources – Use of Packaging Material (not applicable and explained)
Aspect A3: The Environment and Natural Resources		
General Disclosure	Policies on minimising the issuer's significant impacts on the environment and natural resources.	The 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.	The Environment and Natural Resources
Aspect A4: Climate Change		
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change – Physical Risks; Climate Change – Transition Risks

Aspect	Description	Section/Statement
B. Social		
Employment and Labour Practices		
Aspect 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.	Employment
KPI B1.1	Total workforce by gender, employment type (for example, full-or part-time), age group and geographical region.	Employment – Our Workforce
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employment – Employee Turnover
Aspect 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 – Zero Workplace Accidents
KPI B2.2	Lost days due to work injury.	Health and Safety – Zero Workplace Accidents
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety

Aspect	Description	Section/Statement
Aspect 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 – Training Programmes
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training – Training Programmes
Aspect B4: Labour Standards		
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 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 – Prevention of Child and Forced Labour
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards – Prevention of Child and Forced Labour

Aspect	Description	Section/Statement
Operating Practices		
Aspect B5: Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management – Business Partners Management (not applicable and explained)
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Supply Chain Management – Business Partners Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management – Business Partners Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management – Business Partners Management

Aspect	Description	Section/Statement
Aspect B6: Product 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 Responsibility
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility (not applicable and explained)
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility – Customer Service
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility – Intellectual Property Rights
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility – Service Quality
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility – Privacy Protection

Aspect	Description	Section/Statement
Aspect 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
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
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-corruption
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption
Community		
Aspect 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, labour needs, health, culture, sport).	Community Investment
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment

INDEX TABLE OF ESG REPORTING CODE OF THE STOCK EXCHANGE (III)

According to the ESG Reporting Code under Appendix C2 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange, issuers are encouraged to report climate-related disclosures on a voluntary basis, subject to the mandatory requirements of paragraphs 28(a), 28(b), and 29 in relation to Scope 1 and Scope 2 greenhouse gas emissions. The following disclosures are required for GEM issuers:

Paragraph	Description	Section/Statement
28	An issuer shall disclose its absolute gross greenhouse gas emissions generated during the reporting period, expressed as metric tonnes of CO_2 equivalent, classified as:	Emissions – GHG Emissions
(a)	Scope 1 greenhouse gas emissions;	
(b)	Scope 2 greenhouse gas emissions;	
29	An issuer shall:	Emissions – GHG Emissions
(a)	measure its greenhouse gas emissions in accordance with the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) unless required by a jurisdictional authority or another exchange on which the issuer is listed to use a different method for measuring greenhouse gas emissions;	
(b)	disclose the approach it uses to measure its greenhouse gas emissions including: (i) the measurement approach, inputs and assumptions the issuer uses to measure its greenhouse gas emissions; (ii) the reason why the issuer has chosen the measurement approach, inputs and assumptions it uses to measure its greenhouse gas emissions; and (iii) any changes the issuer made to the measurement approach, inputs and assumptions during the reporting period and the reasons for those changes;	
(c)	for Scope 2 greenhouse gas emissions disclosed in accordance with paragraph 28(b), disclose its location-based Scope 2 greenhouse gas emissions, and provide information about any contractual instruments that is necessary to enable an understanding of the issuer's Scope 2 greenhouse gas emissions; and	
(d)	for Scope 3 greenhouse gas emissions disclosed in accordance with paragraph 28(c), disclose the categories included within the issuer's measure of Scope 3 greenhouse gas emissions, in accordance with the Scope 3 categories described in the Greenhouse Gas Protocol Corporate Value Chain (Scope 3) Accounting and Reporting Standard (2011).	Emissions – GHG Emissions (not applicable and explained)

INDEPENDENT AUDITOR'S REPORT

FORVIS MAZARS CPA LIMITED
富睿瑪澤會計師事務所有限公司
42nd Floor, Central Plaza,
18 Harbour Road, Wanchai, Hong Kong
香港灣仔港灣道18號中環廣場42樓
Tel 電話: (852) 2909 5555
Fax 傳真: (852) 2810 0032
Email 電郵: info@forvismazars.com
Website 網址: forvismazars.com/hk

To the shareholders of Metropolis Capital Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Metropolis Capital Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 94 to 181, which comprise the consolidated statement of financial position at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group at 31 December 2025, and of its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (the "IASB") 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") as issued by the Hong Kong Institute of Certified Public Accountants (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"), as applicable to audits of financial statements of public interest entities, 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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, 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, we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Loss allowances for expected credit losses ("ECL") on finance lease receivables, receivables arising from sale and leaseback arrangements and factoring receivables (collectively referred to as the "Receivables") and loss allowances on financial guarantee contracts obligations	
Refer to Notes 19, 20, 21 and 22 to the consolidated financial statements At 31 December 2025, the Group held finance lease receivables, receivables arising from sale and leaseback arrangements and factoring receivables (net of loss allowances for ECL) of RMB595,798, RMB9,064,938 and RMB34,792,051, respectively. The loss allowances for ECL on finance lease receivables, receivables arising from sale and leaseback arrangements and factoring receivables were RMB14,420,992, RMB11,676,529 and RMB22,415,907, respectively, at 31 December 2025. During the year ended 31 December 2025, the Group has provided financial guarantee services under its provision of finance leasing advisory services. At 31 December 2025, the underlying guaranteed value in respect of the Group's financial guarantee services was RMB62,885,398 and the corresponding loss allowances for the Group's outstanding financial guarantee contracts obligations was RMB1,874,088.	Our procedures, among others, included: • enquiring the Group's management to understand the Group's process for estimating the loss allowances for ECL of the Receivables and the loss allowances on financial guarantee contracts obligations; • evaluating the design and implementation of key controls relating to estimate loss allowances for ECL on the Receivables and the loss allowances on financial guarantee contracts obligations; • evaluating the judgement made by the Group's management in identifying the Receivables and receivables arising from the financial guarantee contracts with significant increase in credit risk of the counterparties and credit-impaired Receivables and receivables arising from the financial guarantee contracts; • reviewing agreements for the Receivables, on a sample basis, to understand relevant terms such as settlement schedules and checking the settlement records of the Receivables to bank slips, on a sample basis; • reviewing agreements for the financial guarantees, for both of the Group acting as the guarantors and guarantees to understand relevant terms and conditions and checking whether the Group's right and obligations under those agreements have been properly executed based on these terms and conditions, on a sample basis;

KEY AUDIT MATTERS (CONTINUED)

Key audit matter	How our audit addressed the key audit matter
As disclosed in Note 2 to the consolidated financial statements, in determining the loss allowances for ECL on the Receivables and loss allowances on the financial guarantee contracts obligations, the management of the Group assesses whether the credit risks on the Receivables and the counterparties of the financial guarantee contracts obligations have increased significantly since initial recognition, and whether the Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations are credit-impaired. The assessment considers the Group's historical credit loss experiences, adjusted for factors that are specific to the counterparties, general economic conditions and both the current conditions at the reporting date as well as the forecast of future conditions. We identified the loss allowances for ECL on the Receivables and loss allowances on financial guarantee contracts obligations as a key audit matter due to their significance to the consolidated financial statements, and the use of judgement by the Group's management in evaluating the loss allowances for ECL of the Receivables and loss allowances on the financial guarantee contracts obligations.	• evaluating the reasonableness of the Group's loss allowance estimation model methodology and related parameters including the probability of default, value of the collaterals, loss given default and forward-looking information; • for credit-impaired Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations, testing and challenging the reasonableness of the loss allowances for ECL on the Receivables and loss allowances on the financial guarantee contracts obligations including the expected recoverable amount from the counterparties, guarantors, or realisation of collaterals held in supporting the computation of those loss allowances, on a sample basis, with reference to subsequent settlement information provided by the management of the Group; • recalculating the loss allowances for ECL on the Receivables and loss allowances on the financial guarantee contracts obligations made by the management of the Group; and • engaging an independent valuer as an auditor's expert to provide opinion on evaluating the appropriateness and reasonableness of the Group's loss allowance estimations model methodology, key assumptions and key input data used to calculate and assess the loss allowances for ECL of the Receivables and loss allowances on the financial guarantee contracts obligations and assessing the competence, capabilities and objectivity of the independent valuer in accordance with relevant HKSAs.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2025 annual report of the Company 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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 IFRS Accounting Standards as issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company 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 of the Company 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. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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 judgement 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.

- 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 of the Company.

- 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 group 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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.

Forvis Mazars CPA Limited
Certified Public Accountants, Hong Kong
27 March 2026

The engagement director on the audit resulting in this independent auditor's report is:
She Shing Pang
Practising Certificate number: P05510

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

		Year ended 31 December	
		2025	2024
	Notes	**RMB**	RMB
Revenue			
— Finance lease income		**20,694**	141,269
— Interest income arising from sale and leaseback arrangements		**1,974,296**	6,757,621
— Finance leasing advisory service income		**27,179,616**	40,568,323
— Interest income arising from factoring arrangements		**1,266,247**	4,711,556
Total Revenue	5	**30,440,853**	52,178,769
Other income	6a	**388,273**	1,252,767
Other (losses) gains, net	6b	**(364,395)**	198,891
Staff costs	8	**(6,177,812)**	(9,736,072)
Recognition of loss allowances on finance lease receivables and receivables arising from sale and leaseback arrangements (collectively, the "Lease Receivables"), net	8/19/20	**(1,901,591)**	(7,132,761)
Recognition of loss allowances on factoring receivables, net	8/22	**(4,215,870)**	(5,309,781)
Reversal of loss allowances on finance leasing advisory service receivables, net	8/23	**–**	856,447
Recognition of loss allowances on other receivables, net	8/18	**(14,555,846)**	(1,356,094)
Reversal (Recognition) of loss allowances on financial guarantee contracts obligations, net	8/21	**1,242,138**	(3,116,226)
Other operating expenses	8	**(26,537,255)**	(36,809,394)
Finance costs	7	**(13,466)**	(1,180,480)
Share of profit (loss) of an associate	15	**73,349**	(1,059)
Loss before tax	8	**(21,621,622)**	(10,154,993)
Income tax expenses	9	**(3,225,865)**	(236,434)
Loss and total comprehensive loss for the year		**(24,847,487)**	(10,391,427)
Loss and total comprehensive loss for the year attributable to:			
— Owners of the Company		**(24,844,215)**	(10,340,217)
— Non-controlling interests	29	**(3,272)**	(51,210)
		(24,847,487)	(10,391,427)
		RMB cent	RMB cent
Loss per share attributable to owners of the Company			
— Basic and diluted	12	**(2.59)**	(1.08)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Notes	At 31 December 2025 RMB	2024 RMB
NON-CURRENT ASSETS			
Property and equipment	13	**1,927,380**	2,559,746
Intangible assets	14	**817,423**	3,220,117
Investment in an associate	15	**672,290**	598,941
Receivables arising from sale and leaseback arrangements	20	**1,393,016**	6,502,267
Deferred tax assets	28	**1,651,275**	4,877,140
		6,461,384	17,758,211
CURRENT ASSETS			
Amount due from a director	16	**–**	2,131,120
Financial assets at fair value through profit or loss	17	**6,643,512**	6,560,537
Prepayments, deposits and other receivables	18	**21,620,709**	20,028,410
Finance lease receivables	19	**595,798**	1,678,772
Receivables arising from sale and leaseback arrangements	20	**7,671,922**	12,414,101
Finance leasing advisory service receivables	23	**–**	313,681
Factoring receivables	22	**34,792,051**	43,344,661
Accounts receivable	21	**10,411,834**	40,316,241
Deferred expenses	21	**6,570,490**	25,019,563
Security deposits	24	**30,000,000**	30,000,000
Bank balances and cash	24	**62,552,137**	63,136,427
		180,858,453	244,943,513
CURRENT LIABILITIES			
Accounts payable	21	**6,570,490**	25,019,563
Other payables and accrued expenses	25	**6,497,463**	6,923,307
Financial guarantee contracts obligations	21	**1,874,088**	3,116,226
Deposits received from leasing customers	26	**597,798**	1,110,736
Deferred income	21	**10,411,834**	40,316,241
		25,951,673	76,486,073
NET CURRENT ASSETS		**154,906,780**	168,457,440
NET ASSETS		**161,368,164**	186,215,651

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2025

	Notes	At 31 December 2025 RMB	2024 RMB
CAPITAL AND RESERVES			
Share capital	27	**8,503,450**	8,503,450
Reserves		**153,257,498**	178,101,713
Equity attributable to owners of the Company		**161,760,948**	186,605,163
Non-controlling interests	29	**(392,784)**	(389,512)
TOTAL EQUITY		**161,368,164**	186,215,651

The consolidated financial statements on pages 94 to 181 were approved and authorised for issue by the Board of Director on 27 March 2026 and signed on its behalf by

Mr. Chau David
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share capital RMB (Note 27)	Share premium RMB (Note (iii))	Merger reserve RMB	Other reserve RMB (Note (i))	Statutory surplus reserve RMB (Note (ii))	Accumulated losses RMB	Sub-total RMB	Non-controlling interests RMB (Note 29)	Total equity RMB
At 1 January 2024	8,503,450	208,490,971	(138,043,162)	121,889,064	3,702,320	(7,597,263)	196,945,380	(338,302)	196,607,078
Loss and total comprehensive loss for the year	–	–	–	–	–	(10,340,217)	(10,340,217)	(51,210)	(10,391,427)
At 31 December 2024 and 1 January 2025	**8,503,450**	**208,490,971**	**(138,043,162)**	**121,889,064**	**3,702,320**	**(17,937,480)**	**186,605,163**	**(389,512)**	**186,215,651**
Loss and total comprehensive loss for the year	**–**	**–**	**–**	**–**	**–**	**(24,844,215)**	**(24,844,215)**	**(3,272)**	**(24,847,487)**
At 31 December 2025	**8,503,450**	**208,490,971**	**(138,043,162)**	**121,889,064**	**3,702,320**	**(42,781,695)**	**161,760,948**	**(392,784)**	**161,368,164**

Notes:

(i) The other reserves represented the net effect of the following:

(a) the deemed capital contribution of shareholder's loans advanced from View Art (as defined in Note 1) to the Group totalling RMB131,831,735, which were not required to repay to View Art pursuant to the agreements entered into on 31 December 2014; and

(b) net of the fair value adjustments on non-current interest-free loans previously advanced to Mr. Chau and related parties as deemed distribution in the total amount of RMB9,942,671 recognised in previous years.

(ii) Pursuant to the articles of association of subsidiaries established in the People's Republic of China ("PRC"), it is required to appropriate at least 10% of their profit after tax in accordance with the relevant accounting rules and financial regulations of the PRC before any distribution of dividends to owners each year to the statutory surplus reserve until the balance reaches 50% of its registered capital.

(iii) Share premium mainly represents the excess of the net proceeds from issuance of the Company's shares over its par value.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	Year ended 31 December	
	2025	2024
	RMB	RMB
OPERATING ACTIVITIES		
Loss before tax	**(21,621,622)**	(10,154,993)
Adjustments for:		
Depreciation of property and equipment	**397,413**	404,602
Loss on disposal of intangible assets	**234,436**	103,680
Loss (Gain) on disposal of property and equipment, net	**88,928**	(181)
Share of (profit) loss of an associate	**(73,349)**	1,059
Net fair value gain on financial assets at fair value through profit or loss	**(82,975)**	(60,537)
Bank interest income	**(108,940)**	(263,877)
Interest on other borrowings	**–**	1,158,558
Imputed interest expenses arising from deposits received from leasing customers	**13,466**	21,922
Recognition of loss allowances on the Lease Receivables, net	**1,901,591**	7,132,761
Recognition of loss allowances on factoring receivables, net	**4,215,870**	5,309,781
Reversal of loss allowances on finance leasing advisory service receivables, net	**–**	(856,447)
Recognition of loss allowances on other receivables, net	**14,555,846**	1,356,094
(Reversal) Recognition of loss allowances on financial guarantee contracts obligations, net	**(1,242,138)**	3,116,226
Exchange gain, net	**116,679**	(104,074)
Operating cash inflow before movements in working capital	**(1,604,795)**	7,164,574
Decrease in finance lease receivables	**1,421,366**	1,334,228
Decrease in receivables arising from sale and leaseback arrangements	**7,611,447**	49,399,286
Decrease in finance leasing advisory service receivables	**313,681**	4,093,734
Decrease in factoring receivables	**4,336,740**	36,934,722
Decrease in account receivables	**27,003,817**	30,705,933
Decrease in deferred expenses	**16,663,283**	17,900,339
Increase in prepayments, deposits and other receivables	**(16,148,145)**	(3,027,274)
Decrease in account payables	**(16,663,283)**	(17,900,339)
Decrease in deferred income	**(27,003,817)**	(30,705,933)
Decrease in deposits received from leasing customers	**(526,404)**	(542,627)
Decrease in other payables and accrued expenses	**(425,844)**	(2,735,207)
Cash (used in) generated from operations	**(5,021,954)**	92,621,436
Bank interest received	**108,940**	263,877
Interest paid	**–**	(1,158,558)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	**(4,913,014)**	91,726,755

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2025

	Note	2025 RMB	2024 RMB
		Year ended 31 December	
INVESTING ACTIVITIES			
Proceeds from disposal of property and equipment		**146,025**	3,389
Proceeds from disposal of intangible assets		**2,168,258**	–
Investment in an associate		**–**	(600,000)
Purchase of financial assets at fair value through profit or loss		**–**	(6,500,000)
NET CASH FROM (USED IN) INVESTING ACTIVITIES		**2,314,283**	(7,096,611)
FINANCING ACTIVITIES			
Repayments of bank and other borrowings		**–**	(41,279,464)
Addition of the security deposits		**–**	(630,539)
Advance to a director		**(5,821,107)**	(4,263,066)
Repayment from a director		**7,952,227**	2,131,946
NET CASH FROM (USED IN) FINANCING ACTIVITIES	31	**2,131,120**	(44,041,123)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		**(467,611)**	40,589,021
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE REPORTING PERIOD		**63,136,427**	22,443,332
EFFECT OF EXCHANGE RATE CHANGE		**(116,679)**	104,074
CASH AND CASH EQUIVALENTS AT THE END OF THE REPORTING PERIOD, REPRESENTED BY BANK BALANCES AND CASH		**62,552,137**	63,136,427

1. CORPORATE INFORMATION

Metropolis Capital Holdings Limited (the "Company"), which acts as an investment holding company, was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands on 29 June 2017. The Company's registered office in the Cayman Islands is located at P.O. Box 1350, Winward 3, Regatta Office Park, Grand Cayman, KY1-1108, Cayman Islands. The principal place of business in Hong Kong is located at 40th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong and the Group's headquarter is situated at Room 7003A, 887 Huai Hai Zhong Road, Huangpu District, Shanghai, the PRC. The issued shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 12 December 2018.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries (together with the Company are collectively referred to as the "Group") are provision of finance lease (including finance lease and sale and leaseback arrangements), finance leasing advisory and factoring services in the PRC.

The immediate and ultimate holding company of the Company is View Art Investment Limited ("View Art"), a limited liability company incorporated in the British Virgin Islands ("BVI") on 28 September 2007 which is 100% held and controlled by Mr. Chau David ("Mr. Chau" or the "Controlling Shareholder").

2. PRINCIPAL ACCOUNTING POLICIES

Statement of Compliance

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board ("IASB"), which collective term includes all applicable individual IFRS Accounting Standards, IAS Standards and IFRIC Interpretations issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosures requirements under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

The consolidated financial statements are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2024 consolidated financial statements except for the adoption of the following new/revised IFRS Accounting Standards that are relevant to the Group and effective from the current period.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Changes in accounting policies

The Group has applied the following amendments to IFRS Accounting Standards which are relevant to the Group for the first time in the current period.

Amendments to IAS 21	Lack of Exchangeability

Amendments to IAS 21: Lack of Exchangeability

The amendments require an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determining the exchange rate to use and the disclosures to provide.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

New and amendments to IFRS Accounting Standards issued but not yet effective

At the date of authorisation of the consolidated financial statements, the IASB has issued the following new/revised IFRS Accounting Standards that are not yet effective for the current period, which the Group has not early adopted.

Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments[1]
Annual Improvements to IFRS Accounting Standards	Volume 11[1]
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity[1]
IFRS 18	Presentation and Disclosure in Financial Statements[2]
IFRS 19	Subsidiaries without Public Accountability: Disclosures[2]
Amendments to IAS 21	Translation to Hyperinflationary Presentation Currency[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

1 Effective for annual periods beginning on or after 1 January 2026
2 Effective for annual periods beginning on or after 1 January 2027
3 The effective date to be determined

Except for the amendments to IFRS 9 and IFRS 7 "Amendments to the Classification and Measurement of Financial Instruments" and IFRS 18 "Presentation and Disclosure in Financial Statements", the directors of the Company anticipate that the application of these new/revised IFRS Accounting Standards will have no material impact on the Group's financial position and financial performance.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

New and amendments to IFRS Accounting Standards issued but not yet effective (Continued)

The directors are in the process of assessing the possible impact on the future adoption of the amendments to IFRS 9 and IFRS 7 "Amendments to the Classification and Measurement of Financial Instruments" and IFRS 18 "Presentation and Disclosure in Financial Statements", but are not yet in a position to reasonably estimate their impact on the Group's consolidated financial statements.

A summary of the principal accounting policies adopted by the Group in preparing the consolidated financial statements is set out below.

Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values as disclosed in Note 17.

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 leasing transactions that are accounted for in accordance with IFRS 16 Leases, and measurements in IAS 36 Impairment of Assets.

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 Group:

- 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.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (Continued)

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.

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 are presented, separately from owners of the Company, in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by IFRS Accounting Standards.

Allocation of total comprehensive income

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 is attributed to the owners of the Company and the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in ownership interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost; and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the holding company had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented in Note 36, investments in subsidiaries are stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

The Group's investment in an associate is accounted for under the equity method of accounting, except when the investment or a portion thereof is classified as held for sale. Under the equity method, the investment is initially recorded at cost and adjusted thereafter for the post-acquisition changes in the Group's share of the investee's net assets and any impairment loss relating to the investment. Except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee, the Group discontinues recognising its share of further losses when the Group's share of losses of the investee equals or exceeds the carrying amount of its interest in the investee, which includes any long term interests that, in substance, form part of the Group's net investment in the investee.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Finance lease income is recognised over the period of lease. Revenue is recognised over the lease period on a systematic and rational basis so as to produce a constant periodic rate of return on the net investment in the finance leases.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

Revenue from contracts with customers within IFRS 15

Nature of services

The nature of services provided by the Group is provision of finance leasing advisory services.

Identification of performance obligations

At contract inception, the Group assesses the services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

(a) a service (or a bundle of services) that is distinct; or

(b) a series of distinct services that are substantially the same and that have the same pattern of transfer to the customer.

A service that is promised to a customer is distinct if both of the following criteria are met:

(a) the customer can benefit from the service either on its own or together with other resources that are readily available to the customer (i.e. the service is capable of being distinct); and

(b) the Group's promise to transfer the service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the service is distinct within the context of the contract).

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Revenue from contracts with customers within IFRS 15 (Continued)

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

(b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or

(c) 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.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Provision of finance leasing advisory services include (1) granting a right to the Auxiliary Service Providers (as defined in Note 8(ii)) to access the Group's credit assessment platform for performing credit assessments on the Group's/Finance Leasing Funders' (defined below) lessees and/or (2) provision of series of finance leasing advisory services which is a bundle service consists of (i) intermediary services between individual clients with financing needs (the "Finance Leasing Advisory Customers") and financial institutions who provide sale and leaseback arrangements services (the "Finance Leasing Funders") and (ii) guarantee services to the Finance Leasing Advisory Customers in support to their application for certain leasing arrangements provided by the Finance Leasing Funders (the "Group's Financial Guarantees").

Revenue from granting a right to the Auxiliary Service Providers to access the Group's credit assessment platform is recognised at a point in time when the credit assessment has been completed.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Revenue from contracts with customers within IFRS 15 (Continued)

Timing of revenue recognition (Continued)

Revenue from provision of finance leasing advisory services, other than provision of credit assessment platform, is recognised over time when the relevant transactions have been arranged or the relevant services have been rendered according to the agreed period of services set out in corresponding services agreements.

For revenue recognised over time under IFRS 15, provided the outcome of the performance obligation can be reasonably measured, the Group applies the output method (i.e. based on the direct measurements of the value to the customer of the services transferred to date relative to the remaining services promised under the contract) to measure the progress towards complete satisfaction of the performance obligation because the method provides a faithful depiction of the Group's performance and reliable information is available to the Group to apply the method. Otherwise, revenue is recognised only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

Transaction price: significant financing components

When the contract contains a significant financing component (i.e. the customer or the Group is provided with a significant benefit of financing the transfer of services to the customer), in determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money. The effect of the significant financing component is recognised as an interest income or interest expense separately from revenue from contracts with customers in profit or loss.

The Group determines the interest rate that is commensurate with the rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception by reference to, where appropriate, the interest rate implicit in the contract (i.e. the interest rate that discounts the cash selling price of services to the amount paid in advance or arrears), the prevailing market interest rates, the Group's borrowing rates and other relevant creditworthiness information of the customer of the Group.

The Group has applied the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for the effect of the significant financing component if the period of financing is one year or less.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Property and equipment

Property and equipment are tangible assets that are held for use in the production or supply of services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to the profit or loss during the period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Intangible assets acquired separately

Intangible assets, including computer software, trademark and website development cost, with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible asset, including vehicle licenses, with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

Impairments on investments in subsidiaries, investment in an associate, property and equipment and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of investments in subsidiaries, investment in an associate, property and equipment, and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

The recoverable amounts of investments in subsidiaries, investment in an associate, property and equipment, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Impairments on investments in subsidiaries, investment in an associate, property and equipment and intangible assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or the group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Foreign currencies

Items included in the financial statements of each of items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is same as the Company's functional currency.

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (Continued)

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;

- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rate;

- all resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity;

- on the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation, a disposal involving the loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest is no longer equity-accounted for, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised;

- on the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re- attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss; and

- on all other partial disposals, which includes partial disposal of associates or joint ventures that do not result in the Group losing significant influence or joint control, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense.

A liability is recognised for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

Retirement benefit costs

Payments to government-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

In accordance with relevant government-managed retirement benefit schemes, the employees of the Group's entities established in the PRC are required to participate in retirement benefit schemes organised by local governments. Contributions to these schemes are expensed in profit or loss as incurred and other than these monthly contributions, the Group has no further obligation for the payment of retirement benefits to its employees.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years (i.e. temporary difference) 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 recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and does not give rise to equal taxable and deductible temporary differences.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with an investment in a subsidiary, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investment are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

Related parties

A related party is a person or entity that is related to the Group.

(a) A person or a close member of that person’s family is related to the Group if that person:

   (i) has control or joint control over the Group;

   (ii) has significant influence over the Group; or

   (iii) is a member of the key management personnel of the Group or of a holding company of the Group.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to a holding company of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases

Definition of a lease

The Group assesses whether a contract is, or contains, a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception or modification date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Refundable deposits

Refundable deposits received are accounted for under IFRS 9 Financial Instruments ("IFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Sale and leaseback transactions

The Group applies the requirements of IFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group.

The Group as a buyer-lessor

For a transfer of asset that does not satisfy the requirements of IFRS 15 to be accounted for as a sale of asset, the Group as a buyer-lessor does not recognise the transferred asset but recognises a receivable arising from sale and leaseback transactions equal to the transfer proceeds within the scope IFRS 9.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leased assets that have a lease term of 12 months or less from the commencement date which do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, (other than financial assets at fair value through profit or loss ("FVTPL")), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at FVTPL are recognised immediately in profit or loss.

Classification and subsequent measurement of financial assets

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. 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) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial assets

Classification and subsequent measurement of financial assets (Continued)

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 FVTPL, except that at the date of initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 Business Combinations applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or

- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. 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 from the next reporting period. If 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.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets at FVTPL

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any interest earned on the financial asset.

Loss allowances on financial assets, the lease receivables and financial guarantee contracts obligations

The Group performs impairment assessments under expected credit loss ("ECL") model on financial assets (including amount due from a director, accounts receivable, deposits and other receivables, finance leasing advisory service receivables, factoring receivables, security deposits and bank balances), lease receivables and loss allowances on the financial guarantee contracts obligations which are subject to impairment under IFRS 9. The amounts of loss allowances are updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument (referred to as stage 2 and stage 3). 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 (referred to as stage 1). Assessment is done 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 both the current conditions at the reporting date as well as the forecast of future conditions.

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 increases 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 asset and a lease receivable have increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset and the lease receivable at the reporting date with the risk of a default occurring on the financial asset and the lease receivable at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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 assets and lease receivables' external (if available) or internal credit rating;

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Loss allowances on financial assets, the lease receivables and financial guarantee contracts obligations (CONTINUED)

Significant increase in credit risk (CONTINUED)

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, and 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;
- significant increases in credit risk on other financial instruments of the same debtor; and
- 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 and a lease receivable have increased significantly since initial recognition when contractual payments are past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a financial asset and a lease receivable have not increased significantly since initial recognition if the financial asset and the lease receivable are determined to have low credit risk at the reporting date. A financial asset and a lease receivable are determined to have low credit risk if (i) the financial asset and the lease receivable have 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.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing impairments. In assessing whether there has been a significant increase in the credit risk since initial recognition of financial guarantee contracts obligations, the Group considers the changes in the risk that the specified counterparties will default on the contract.

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.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Loss allowances on financial assets, the lease receivables and financial guarantee contracts obligations (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experiences indicate that financial assets and lease receivables that meet the following criteria are generally not recoverable:

(i) 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); or

(ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Group considers that default has occurred when financial assets and lease receivables are 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, lease receivables and receivables that to be arisen from the counterparties of financial guarantee contracts obligations

A financial asset, a lease receivable or a receivable arising from a financial guarantee contract is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset, lease receivable or receivable arising from a financial guarantee contract have occurred. Credit-impaired financial assets, lease receivables and receivables that to be arisen from the counterparties of financial guarantee contracts obligations are referred to as stage 3 assets. Evidence that financial assets, lease receivables and receivables that to be arisen from the counterparties of financial guarantee contracts obligations are credit-impaired includes observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower;

(b) a breach of contract, such as a default or past due event;

(c) 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

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Loss allowances on financial assets, the lease receivables and financial guarantee contracts obligations (Continued)

Write-off policy

The Group writes off a financial asset or a lease receivable 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 and lease receivables written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

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 adjusted by 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.

For financial assets and lease receivables, 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. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with IFRS 16.

For a financial guarantee contracts obligations, the Group is required to make payments only in the event of a default by the counterparties in accordance with the terms of the instrument that is guaranteed. Accordingly, the loss allowances are the present value of the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the counterparties.

For loss allowances on financial guarantee contracts obligations for which the effective interest rate cannot be determined, the Group will apply a discount rate that reflects the current market assessment of the time value of money and the risks that are specific to the cash flows but only if, and to the extent that, the risks are taken into account by adjusting the discount rate instead of adjusting the cash shortfalls being discounted.

The loss allowances on these assets or obligations are assessed individually for those counterparties with significant balances and/or collectively using a provision matrix with appropriate grouping.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Loss allowances on financial assets, the lease receivables and financial guarantee contracts obligations (Continued)

Measurement and recognition of ECL (Continued)

Where 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 assets and lease receivables are grouped on the following basis:

- nature of financial assets and lease receivables are each assessed as a separate group;
- past-due status;
- nature, size and industry of debtors;
- nature of collaterals for the financial assets and lease receivables; and
- external credit ratings where available.

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

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

If the Group has measured the loss allowances for financial assets and lease receivables at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowances at an amount equal to 12m ECL at the current reporting date.

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

Derecognition of financial assets and lease receivables

The Group derecognises a financial asset and a lease receivable only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and the lease receivable and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset and lease receivable, the Group continues to recognise the financial asset and the lease receivable and also recognises a collateralised borrowing for the proceeds received.

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

Derecognition of financial assets and lease receivables (Continued)

On derecognition of a financial asset and a lease receivable 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.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments 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 a financial liability and an equity instrument.

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 entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities including accounts payable, other payables and deposits received from leasing customers are subsequently measured at amortised cost using the effective interest method.

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.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

At 31 December 2025, certain advances to the Auxiliary Service Providers (as defined in Note 8(ii)) were offset against deposits received from these Auxiliary Service Providers, with the resulting net advances presented under "other receivables".

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial liabilities and equity instruments (Continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee contracts obligations are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

3. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, the directors of the Company are required to make judgements, 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 may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgments, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Classification of leases

The Group has entered into certain lease businesses whereby the Group has determined that it has transferred substantially all the risks and rewards incidental to ownership of the assets held for lease businesses to the lessees, as lessees have the option to purchase the underlying asset at a price that is expected to be sufficiently lower than the fair value at the date the option becomes exercisable for it to be reasonably certain, at the inception date, that the option will be exercised. Accordingly, the Group has excluded the assets held for lease businesses under finance lease and sale and leaseback arrangements from its consolidated statement of financial position and recognised finance lease receivables or receivables arising from sale and leaseback arrangements instead (Notes 19 and 20). The determination of whether the Group has transferred substantially all the risks and rewards incidental to ownership depends on an assessment of the relevant arrangements relating to the lease involved critical judgments by the management of the Group.

3. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that has a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

Useful lives of property and equipment and intangible assets

The management of the Group determines the estimated useful lives of the Group's property and equipment and intangible assets based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which could affect the related depreciation charges included in profit or loss.

Impairments of property and equipment and intangible assets

The management of the Group determines whether the Group's property and equipment and intangible assets are impaired when an indication of impairment exists. This requires an estimation of the recoverable amounts of the property and equipment and intangible assets, which is equal to the higher of fair value less costs of disposal and value in use. Estimating the value in use requires the Group's management to make an estimate of the expected future cash flows from the property and equipment and intangible assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Any impairment will be charged to profit or loss. The value in use involves high degree of judgement, estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly.

Impairments of investments in subsidiaries, investment in an associate and receivables

The Group assesses at the end of each reporting period if investments in subsidiaries and investment in an associate and receivables have suffered any impairment in accordance with IAS 36 and follows the guidance of IFRS 9 in determining whether amounts due from these entities are impaired. Details of the approach are stated in the respective accounting policies. The assessment considered the net assets position of these entities and/or an estimation of future cash flows, including expected dividends, from the assets and the selection of appropriate discount rates. Future changes in financial performance and position of these entities would affect the estimation of impairment loss and cause the adjustments of their carrying amounts.

3. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Impairments of lease receivables, factoring receivables and finance leasing advisory service receivables

The Group reviews lease receivables, factoring receivables and finance leasing advisory service receivables to assess impairments on a regular basis. The methodologies and assumptions used for estimating the impairments are reviewed regularly. Details of the lease receivables, factoring receivables and finance leasing advisory service receivables are set out in Notes 19, 20, 22 and 23.

The management of the Group estimates the amount of loss allowances for ECL on lease receivables, factoring receivables and finance leasing advisory service receivables that are measured at amortised costs based on the credit risk of lease receivables, factoring receivables and finance leasing advisory service receivables. The loss allowances are measured as differences of the assets' carrying amounts and the present values of estimated future cash flows with the consideration of expected future credit loss of lease receivables, factoring receivables and finance leasing advisory service receivables. The assessment of the credit risk of lease receivables, factoring receivables and finance leasing advisory service receivables involves high degree of judgement, estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly.

The following significant judgments are required in applying the accounting requirements for measuring the ECL:

Significant increase of credit risk

ECL are measured as an allowance equal to 12m ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative forward looking information that is reasonable and supportable.

Models and assumptions used

The Group uses various assumptions in estimating ECL, for example gross domestic product ("GDP") growth rate, producer price index ("PPI") rate and consumer price index ("CPI") rate. Judgement is applied in identifying the most appropriate model for each type of asset, as well as for determining the assumptions used in these models, including assumptions that relate to key drivers of credit risk.

3. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Impairment of other financial assets

The management of the Group estimates the loss allowances for other financial assets by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amounts of other financial assets.

Income taxes

Significant estimates are required in determining the provision for income taxes and deferred taxation. There are transactions and calculations for which the ultimate tax determination is uncertain where the final tax outcome of these matters may be different from the amounts that were initially recorded and such differences will affect the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences are recognised depending on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss in the period in which such a reversal takes place.

Provision for obligations under financial guarantee contracts

The Group makes reasonable estimate on costs required to fulfil the relevant obligations of financial guarantee contracts when the Group computes the provision of loss allowances on the guaranteed amounts. Such estimation is made on the relevant counterparties involving in the financial guarantee contracts obligations and estimated based on the available information at the end of the reporting period and is determined by the Group's practical experience, default history of the business, taking into consideration of industry information and market data.

4. SEGMENT INFORMATION

The Company is an investment holding company and the principal place of business of the Group's operation is in the PRC. All of the Group's revenue from external customers during the reporting period is derived from the PRC and almost all of the Group's assets and liabilities are located in the PRC.

The executive directors of the Company have determined that the Group has only one operating and reportable segment throughout the reporting period, as the Group manages its business as a whole and the businesses of provision of finance leases (including finance leases and sale and leaseback arrangements), finance leasing advisory and factoring services are carried out in the PRC and the chief executive officer of the Company, being the chief operating decision-maker of the Group, regularly reviews the internal financial reports on the same basis for the purposes of allocating resources and assessing performance of the Group. No operating segment information is presented other than the entity-wide disclosures.

Entity-wide disclosures

Geographical information

The Group's operation is in the PRC and its specified non-current assets, i.e. property and equipment and intangible assets are situated in the PRC.

Major customers

Information about major customers

During the years ended 31 December 2025 and 2024, no single customer of the Group amounted to 10% or more of the Group's total revenue.

5. REVENUE

Revenue by nature

The following is an analysis of revenue by nature during the reporting period:

	Year ended 31 December	
	2025	2024
	RMB	RMB
Finance lease income		
Vehicle finance leasing	**20,694**	141,269
Interest income arising from sale and leaseback arrangements		
Vehicle leasing	**1,851,543**	6,757,621
Equipment leasing	**122,753**	–
	1,974,296	6,757,621
Finance leasing advisory service income (Note)	**27,179,616**	40,568,323
Interest income arising from factoring arrangements	**1,266,247**	4,711,556
Total revenue	**30,440,853**	52,178,769

Note:

Set forth below are the breakdown of finance leasing advisory services income by nature:

	Year ended 31 December	
	2025	2024
	RMB	RMB
Revenue from contracts with customers within IFRS 15		
At a point in time		
— Provision of credit assessment platform	**–**	2,239,676
Overtime		
— Provision of finance leasing advisory services	**27,179,616**	38,328,647
	27,179,616	40,568,323

6. OTHER INCOME AND OTHER (LOSSES) GAINS, NET

		Year ended 31 December	
		2025	2024
		RMB	RMB
(a)	**Other income**		
	Bank interest income	**108,940**	263,877
	Government subsidies (Note i)	**174,113**	365,142
	Others (Note ii)	**105,220**	623,748
		388,273	1,252,767
(b)	**Other (losses) gains, net**		
	(Loss) Gain on disposal of property and equipment, net	**(88,928)**	181
	Losses on disposal of intangible assets (Note iii)	**(234,436)**	(103,680)
	Exchange (loss) gain, net	**(163,273)**	240,601
	Net fair value gain on financial assets at FVTPL (Note 17)	**82,975**	60,537
	Recovery of bad debts previously written off	**39,267**	1,252
		(364,395)	198,891
		23,878	1,451,658

Notes:

(i) Government subsidies primarily consist of the fiscal support that the relevant government authorities offered to the Group's entities (i) operated in Shanghai, the PRC and carried out its businesses in designated tax incentives zones in the PRC and (ii) engaged in the leasing business in the PRC. There was no unfulfilled condition or contingency relating to the government grants.

(ii) Others primarily represented reimbursements received from leasing customers for the Group's expenses incurred for collection of their outstanding leasing balances.

(iii) The loss on disposal on intangible assets was arising from disposal of vehicle licenses through (1) disposal of motor vehicles under the sales and leaseback arrangements for which the vehicle licenses embedded in the motor vehicles or (2) disposal of the vehicle licenses independently.

7. FINANCE COSTS

	Year ended 31 December	
	2025	2024
	RMB	RMB
Interest on other borrowings	**–**	1,158,558
Imputed interest expenses arising from deposits received from leasing customers	**13,466**	21,922
Total finance costs	**13,466**	1,180,480

8. LOSS BEFORE TAX

Loss before tax for the year is arrived at after charging (crediting):

		Year ended 31 December	
	Notes	**2025 RMB**	2024 RMB
Staff costs			
Directors' emoluments	10	**1,918,425**	1,759,807
Salaries, bonus and other benefits (excluding directors)		**3,360,764**	5,317,425
Retirement benefit scheme contributions (excluding directors)		**898,623**	1,098,814
Sub-total		**6,177,812**	8,176,046
Manpower service expenses	8(i)	**–**	1,560,026
Total staff costs		**6,177,812**	9,736,072
Loss allowances on the Lease Receivables, factoring receivables, finance leasing advisory service receivables, other receivables and financial guarantee contracts obligations			
Recognition of loss allowances on the Lease Receivables, net	19/20	**1,901,591**	7,132,761
Recognition of loss allowances on factoring receivables, net	22	**4,215,870**	5,309,781
Reversal of loss allowances on finance leasing advisory service receivables, net	23	**–**	(856,447)
Recognition of loss allowances on other receivables, net	18	**14,555,846**	1,356,094
(Reversal) Recognition of loss allowances on financial guarantee contracts obligations, net	21	**(1,242,138)**	3,116,226
		19,431,169	16,058,415
Other operating expenses			
Auditors' remuneration		**1,310,000**	1,375,000
Depreciation of property and equipment	13	**397,413**	404,602
Finance leasing advisory service costs	8(ii)	**17,407,741**	27,406,976
Professional fees	8(iii)	**840,916**	836,506
Other professional fees	8(iv)	**3,915,334**	2,362,136
Travelling and entertainment expenses		**269,477**	394,185
Office expenses		**712,324**	749,661
Expenses recognised under short-term leases	8(v)	**1,684,050**	3,280,328
Total other operating expenses		**26,537,255**	36,809,394

8. LOSS BEFORE TAX (CONTINUED)

Notes:

(i) During the year ended 31 December 2024, the Group entered into a manpower service arrangement with an external manpower service organisation in the PRC to cope with the human resources needs arising from the provision of finance leasing advisory services. Under the arrangement, certain of the Group's manpower requirements were fulfilled by the organisation at agreed service fees whereas the human resources provided were directly employed by the external manpower service organisation. The individuals providing services to the Group did not have any employment relationship with the Group.

(ii) The amount represents the costs for (i) requesting guarantees from other service providers (the "Auxiliary Service Providers") as a condition in providing counter guarantees to the Finance Leasing Advisory Customers for which the Group or the Finance Leasing Funders is acting as the funder (the "Counter Guarantees") (Note 21) and (ii) receiving certain finance leasing advisory services from service providers in order to support the Group's finance leasing advisory services to its customers.

(iii) The amounts mainly represent the professional fees paid/payable for the Company's listing compliance.

(iv) The other professional fees primarily represent the Group's expenses incurred for collection of outstanding balances from leasing customers.

(v) The Group applies the short-term lease recognition exemption to lease of properties that have lease term of 12 months or less from the commencement date which do not contain a purchase option. Expense relating to short-term leases with lease terms end within 12 months were RMB1,684,050 for the year ended 31 December 2025 (2024: RMB3,280,328). During the years ended 31 December 2025 and 2024, all of the Group's lease contracts are recognised as short-term leases.

For the year ended 31 December 2025, total cash outflow for leases was RMB1,684,050 (2024: RMB3,280,328).

9. INCOME TAX EXPENSES

	Year ended 31 December	
	2025	2024
	RMB	RMB
Deferred tax charged (Note 28)	**3,225,865**	236,434
Total income tax expenses	**3,225,865**	236,434

The Group's entities established in the Cayman Islands and the BVI are exempted from income tax or capital gain tax of their respective jurisdictions.

No provision for Hong Kong profits tax has been made as the Group's entities established in Hong Kong did not have any assessable profit for the years ended 31 December 2025 and 2024.

Under the Law of the PRC on enterprise income tax (the "EIT Law") and implementation regulation of the EIT Law, the EIT rate applicable to the Group's entities established in the PRC was 25% for the year ended 31 December 2025 (2024: 25%).

Reconciliation of income tax expenses

	Year ended 31 December	
	2025	2024
	RMB	RMB
Loss before tax	**(21,621,622)**	(10,154,993)
Tax charge at the PRC EIT rate of 25% (2024: 25%)	**(5,405,406)**	(2,538,749)
Tax effect of expenses not deductible for tax purpose	**4,533,345**	543,362
Tax effect of income exempted for tax purpose	**(17,752)**	(26,466)
Unrecognised temporary differences	**8,451,941**	4,122,774
Utilisation of previously unrecognised temporary differences	**(1,452,146)**	(17,897)
Unrecognised tax losses	**2,045**	32,006
Utilisation of previously unrecognised tax losses	**(2,886,162)**	(1,878,596)
Income tax expenses for the year	**3,225,865**	236,434

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(A) Directors

The emoluments paid or payable to each of the directors, chairman and chief executive officer of the Company by the Group for the years ended 31 December 2025 and 2024, disclosed pursuant to the applicable GEM Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance, are as follows:

	Fees RMB	Salaries and other benefits RMB	Discretionary bonus RMB	Retirement benefit scheme contributions RMB	Total RMB
Year ended 31 December 2025					
Executive directors (Note a)					
Mr. Chau (Note b)	–	360,000	30,000	97,169	487,169
Ms. Zhou Hui	–	826,810	30,000	125,190	982,000
Non-executive director (Note c)					
Ms. Chau On	120,000	–	–	–	120,000
Independent non-executive directors (Note c)					
Mr. Lau Chung Wai	109,752	–	–	–	109,752
Mr. Mo Luojiang	109,752	–	–	–	109,752
Mr. Lin Peicong	109,752	–	–	–	109,752
	449,256	1,186,810	60,000	222,359	1,918,425

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(A) Directors (Continued)

	Fees RMB	Salaries and other benefits RMB	Discretionary bonus RMB	Retirement benefit scheme contributions RMB	Total RMB
Year ended 31 December 2024					
Executive directors (Note a)					
Mr. Chau (Note b)	–	360,000	45,000	107,233	512,233
Ms. Zhou Hui	–	629,796	32,500	135,482	797,778
Non-executive director (Note c)					
Ms. Chau On	120,000	–	–	–	120,000
Independent non-executive directors (Note c)					
Mr. Lau Chung Wai	109,932	–	–	–	109,932
Mr. Mo Luojiang	109,932	–	–	–	109,932
Mr. Lin Peicong	109,932	–	–	–	109,932
	449,796	989,796	77,500	242,715	1,759,807

Notes:

(a) The emoluments were for their services in connection with management of affairs of the Group.

(b) Mr. Chau is an executive director, chairman and chief executive officer of the Company.

(c) The emoluments were for their services as directors of the Company.

There was no performance related bonus made to the directors of the Company during the years ended 31 December 2025 and 2024.

During the years ended 31 December 2025 and 2024, no emoluments were paid by the Group to any of the directors, chairman or chief executive officer of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors, chairman or chief executive officer of the Company waived any emoluments during the years ended 31 December 2025 and 2024.

10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)

(B) Employees

The five highest paid individuals of the Group for the year ended 31 December 2025 include two directors (2024: two) of the Company. The emoluments of the five highest paid individuals are as follows:

	Year ended 31 December	
	2025	2024
	RMB	RMB
Directors	**1,469,169**	1,310,011
Non-directors	**1,293,084**	1,355,545
	2,762,253	2,665,556

Details of the remuneration of the remaining non-director, highest paid individuals are as follows:

	Year ended 31 December	
	2025	2024
	RMB	RMB
Salaries and other benefits	**1,044,406**	1,077,698
Discretionary bonus (Note i)	**24,000**	39,900
Retirement benefit scheme contributions	**224,678**	237,947
	1,293,084	1,355,545

Note (i): Discretionary bonus was made to the highest paid employees of the Group on discretionary basis which was determined based on their contributions.

The emoluments of these non-director individuals were within the following band.

	Year ended 31 December	
	2025	2024
	No. of employees	No. of employees
Nil to Hong Kong Dollars ("HK$") 1,000,000 (equivalent to approximately RMB903,000 (2024: approximately RMB926,000))	**3**	3

During the years ended 31 December 2025 and 2024, no emoluments were paid by the Group to the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

11. DIVIDENDS

No dividend was paid or declared by the Company during the years ended 31 December 2025 and 2024, nor has any dividend been proposed since the end of each reporting period.

12. LOSS PER SHARE

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

	Year ended 31 December	
	2025	2024
	RMB	RMB
Loss:		
Loss for the year attributable to owners of the Company	**(24,844,215)**	(10,340,217)

	2025	2024
	Number of shares	Number of shares
Number of shares:		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	**960,000,000**	960,000,000

The Group has no potential ordinary share in issue during the years ended 31 December 2025 and 2024.

13. PROPERTY AND EQUIPMENT

	Office equipment RMB	Motor vehicles RMB (Note ii)	Leasehold improvement RMB	Artistic decoration RMB (Note iii)	Total RMB
COST					
At 1 January 2024	749,926	2,069,891	581,926	3,701,422	7,103,165
Disposals	(6,605)	–	–	–	(6,605)
At 31 December 2024 and 1 January 2025	743,321	2,069,891	581,926	3,701,422	7,096,560
Disposals	(156,576)	(216,000)	–	–	(372,576)
At 31 December 2025	**586,745**	**1,853,891**	**581,926**	**3,701,422**	**6,723,984**
ACCUMULATED DEPRECIATION					
At 1 January 2024	610,190	1,504,924	581,926	1,438,569	4,135,609
Provided for the year	34,508	–	–	370,094	404,602
Disposals	(3,397)	–	–	–	(3,397)
At 31 December 2024 and 1 January 2025	641,301	1,504,924	581,926	1,808,663	4,536,814
Provided for the year	27,319	–	–	370,094	397,413
Disposals	(137,623)	–	–	–	(137,623)
At 31 December 2025	**530,997**	**1,504,924**	**581,926**	**2,178,757**	**4,796,604**
CARRYING VALUE					
At 31 December 2025	**55,748**	**348,967**	**–**	**1,522,665**	**1,927,380**
At 31 December 2024	102,020	564,967	–	1,892,759	2,559,746

Notes:

(i) The above items of property and equipment are depreciated on a straight-line basis based on their estimated useful lives, after taking into account the estimated residual value, as follows:

Office equipment	3–5 years
Motor vehicles	4 years
Leasehold improvement	Shorter of 5 years or lease term
Artistic decoration	10 years

(ii) The carrying values of motor vehicles at 31 December 2025 and 2024 represented the carrying values of certain vehicle licenses which were embedded into respective motor vehicles. The costs of these vehicle licenses included in the cost of motor vehicles and were not separable.

(iii) It represents seven pieces of artistic decorations, including art furnishings and other artworks.

14. INTANGIBLE ASSETS

	Software RMB	Trademark RMB	Website development RMB	Vehicle licenses RMB	Total RMB
COST					
At 1 January 2024	878,588	8,000	19,902	3,323,797	4,230,287
Disposals	–	–	–	(103,680)	(103,680)
At 31 December 2024 and 1 January 2025	878,588	8,000	19,902	3,220,117	4,126,607
Disposals	–	–	–	(2,402,694)	(2,402,694)
At 31 December 2025	**878,588**	**8,000**	**19,902**	**817,423**	**1,723,913**
ACCUMULATED AMORTISATION					
At 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	**878,588**	**8,000**	**19,902**	**–**	**906,490**
CARRYING VALUE					
At 31 December 2025	**–**	**–**	**–**	**817,423**	**817,423**
At 31 December 2024	–	–	–	3,220,117	3,220,117

The above intangible assets, except for vehicle licenses, are amortised on a straight-line basis based on their estimated useful lives as follows:

Software	3 years
Trademark	3 years
Website development	3 years

The directors of the Company are of the opinion that the vehicle licenses have indefinite useful lives as the vehicle licenses are transferable and able to renew with minimal cost, which is therefore carried at cost less accumulated impairment, if any.

The directors of the Company had assessed the fair value less cost of disposal with reference to the recent completed transaction prices in open market as the recoverable amount of these vehicle licenses and concluded that no provision for impairment loss on vehicle licenses at 31 December 2025 and 2024.

15. INVESTMENT IN AN ASSOCIATE

	At 31 December	
	2025	2024
	RMB	RMB
Unlisted investment, at cost	**600,000**	600,000
Share of profit (losses)	**72,290**	(1,059)
	672,290	598,941

Details of the associate at 31 December 2025 and 2024 are as follows:

Name of associate	Principal place of business and place of incorporation	Proportion of value of issued/registered capital held by the Group (Indirectly)	Proportion of voting rights held by the Group	Principal activities
Shanghai Fangcun Qingkong Cultural Development Co., Ltd.* ("Shanghai Fangcun") (上海方寸晴空文化發展有限公司)	The PRC	45%	45%	Provision of cultural and art exchange activities

The above associate is accounted for using the equity method in the consolidated financial statements.

On 23 October 2024, one of the Group's subsidiaries, namely Metropolis International Finance Leasing Co., Ltd.* (信都國際融資租賃有限公司) ("Metropolis Leasing"), established an entity, Shanghai Fangcun, with an independent third party (the "Other Shareholder"), for which, Metropolis Leasing held 45% equity interests and the Other Shareholder held 55% equity interests of Shanghai Fangcun, each of the shareholdings represent the respective voting rights held by Metropolis Leasing and the Other Shareholder.

The Group's management has assessed the level of influence that the Group exercises on Shanghai Fangcun during the year ended 31 December 2025 and 2024, and determined that it has significant influence thereon through having 45% voting rights in Shanghai Fangcun. Metropolis Leasing and the Other Shareholder mutually agreed that the Other Shareholder is primarily responsible for the daily operation of Shanghai Fangcun, where Metropolis Leasing is participating in key decision-making processes with the Other Shareholder. Consequently, this investment has been classified as an investment in an associate.

The Group has invested RMB600,000 as an initial investment for 45% equity interests of Shanghai Fangcun, which exceeds the value of paid-up capital held by the Group (i.e. RMB450,000) upon the establishment of Shanghai Fangcun. The management of the Group is in the opinion that any excess amount represents the goodwill of investing in Shanghai Fangcun for the potential profit sharing of Shanghai Fangcun in the future.

Shanghai Fangcun is a private company and there is no quoted market price available for its shares.

* *For identification purposes only.*

15. INVESTMENT IN AN ASSOCIATE (CONTINUED)

Summarised financial information of Shanghai Fangcun is set out below, which represents amounts shown in the Shanghai Fangcun's financial statements and adjusted by the Group for equity accounting purposes.

Summarised statement of financial position

	At 31 December	
	2025 **RMB**	2024 RMB
Non-current assets	**134,672**	142,706
Current assets	**1,028,477**	455,535
Current liabilities	**(402,505)**	(594)
Total equity	**760,644**	597,647
The Group's share of total equity	**342,290**	268,941

Summarised statement of profit or loss and other comprehensive income

	Year ended 31 December 2025 **RMB**	Period from 23 October 2024 (date of incorporation) to 31 December 2024 RMB
Revenue	**4,826,077**	59,393
Cost of revenue	**(3,798,817)**	(42,609)
Selling and distribution expenses	**(812,893)**	–
Administrative and other operating expenses	**(44,281)**	(19,137)
Income tax expenses	**(7,089)**	–
Profit (Loss) and total comprehensive income (loss)	**162,997**	(2,353)
The Group's share of results	**73,349**	(1,059)

16. AMOUNT DUE FROM A DIRECTOR

	At 31 December 2025 RMB	At 31 December 2024 RMB	Maximum balance outstanding during the year ended 31 December 2025 RMB	Maximum balance outstanding during the year ended 31 December 2024 RMB
Mr. Chau	–	2,131,120	**3,580,310**	2,131,120

The balance represented advance made by the Group to Mr. Chau. The amount due was non-trade in nature, interests free, unsecured and repayable on demand.

At the end of the reporting period, the amount due from a director was denominated in a currency other than the functional currency of the group entity.

	At 31 December	
	2025 RMB	2024 RMB
United States Dollars ("US$")	–	2,131,120

17. FINANCIAL ASSETS AT FVTPL

	At 31 December	
	2025 RMB	2024 RMB
Financial assets at FVTPL — Wealth management product, at fair value	**6,643,512**	6,560,537

17. FINANCIAL ASSETS AT FVTPL (CONTINUED)

Notes:

(i) An indirect wholly-owned subsidiary of the Company subscribed for a wealth management product issued by a licensed bank in the PRC with a principal amount in total of RMB6,500,000 in May 2024. This wealth management product is redeemable on the Group's demand. They were classified as financial assets at FVTPL as their contractual cash flows are not solely payments of principal and interest.

(ii) The movement of wealth management product is analysed as follow:

	Year ended 31 December	
	2025	2024
	RMB	RMB
At 1 January	**6,560,537**	–
Additions	**–**	6,500,000
Net fair values changes recognised in profit or loss	**82,975**	60,537
At 31 December	**6,643,512**	6,560,537

The Group's financial assets at FVTPL is denominated in RMB which is the functional currency of the relevant group entity.

18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	At 31 December	
	2025	2024
	RMB	RMB
Advance to the Auxiliary Service Providers (Note i)	**32,389,773**	7,836,707
Less: loss allowances	**(13,507,234)**	(1,356,094)
	18,882,539	6,480,613
Other receivables	**329,101**	403,873
Prepayments	**114,067**	48,276
Deposits (Note ii)	**2,295,002**	13,095,648
	21,620,709	20,028,410

Notes:

(i) The Group expects such receivables will be received within 12 months.

(ii) The balance mainly represents deposits paid in relation to the Group's finance leasing advisory services for the Group's Financial Guarantees.

18. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

Movements of loss allowances on advance to the Auxiliary Service Providers:

	Stage 1 12m ECL RMB	Stage 2 Lifetime ECL not credit-impaired RMB	Stage 3 Lifetime ECL credit-impaired RMB	Total RMB
At 1 January 2025	–	–	1,356,094	1,356,094
Changes in loss allowances:				
– Charged to profit or loss	90	336,536	14,219,220	14,555,846
Written-off	–	–	(2,404,706)	(2,404,706)
At 31 December 2025	90	336,536	13,170,608	13,507,234

	Stage 1 12m ECL RMB	Stage 2 Lifetime ECL not credit-impaired RMB	Stage 3 Lifetime ECL credit-impaired RMB	Total RMB
At 1 January 2024	–	–	–	–
Changes in loss allowances:				
– Charged to profit or loss	–	–	1,356,094	1,356,094
At 31 December 2024	–	–	1,356,094	1,356,094

The Group's prepayments, deposits and other receivables are denominated in RMB which is the functional currency of the relevant group entities.

19. FINANCE LEASE RECEIVABLES

The Group entered into finance lease arrangements as a lessor for vehicles. The average terms of finance leases entered into usually range from 6 months to 3 years (2024: 3 months to 4 years) from inception. All interest rates inherent in leases are fixed at the contract date over the lease terms.

	At 31 December 2025	
	Minimum lease payments RMB	Present value of minimum lease payments RMB
Finance lease receivables comprise:		
Within one year	17,897,783	15,016,790
Gross investment in the lease	17,897,783	N/A
Less: Unearned finance income	(2,880,993)	N/A
Present value of minimum lease payment receivables	15,016,790	15,016,790
Less: Loss allowances	(14,420,992)	(14,420,992)
	595,798	595,798
Analysed as:		
Current	595,798	595,798

19. FINANCE LEASE RECEIVABLES (CONTINUED)

	At 31 December 2024	
	Minimum lease payments RMB	Present value of minimum lease payments RMB
Finance lease receivables comprise:		
Within one year	20,753,964	17,739,004
Gross investment in the lease	20,753,964	N/A
Less: Unearned finance income	(3,014,960)	N/A
Present value of minimum lease payment receivables	17,739,004	17,739,004
Less: Loss allowances	(16,060,232)	(16,060,232)
	1,678,772	1,678,772
Analysed as:		
Current	1,678,772	1,678,772

The Group's finance lease receivables are denominated in RMB which is the functional currency of the relevant group entities. The effective interest rates of the above finance leases range from approximately 11.91% to 15.02% per annum at 31 December 2025 (2024: approximately 11.91% to 23.09% per annum).

Movements of loss allowances on finance lease receivables

	Stage 1 12m ECL RMB	Stage 2 Lifetime ECL not credit-impaired RMB	Stage 3 Lifetime ECL credit-impaired RMB	Total RMB
At 1 January 2025	**2,912**	**–**	**16,057,320**	**16,060,232**
Changes in loss allowances:				
– Credited to profit or loss	**(2,912)**	**–**	**(335,480)**	**(338,392)**
Written-off	**–**	**–**	**(1,300,848)**	**(1,300,848)**
At 31 December 2025	**–**	**–**	**14,420,992**	**14,420,992**
At 1 January 2024	9,768	–	15,757,981	15,767,749
Changes in loss allowances:				
– (Credited) Charged to profit or loss	(6,856)	–	299,339	292,483
At 31 December 2024	2,912	–	16,057,320	16,060,232

19. FINANCE LEASE RECEIVABLES (CONTINUED)

The finance lease receivables are security by leased assets and deposits (if available) as set out in Note 26. The Group might require extra assurance, e.g. land use rights, houses, vehicles, as extra mortgages. There was no contingent lease arrangement that needed to be recognised during the years ended 31 December 2025 and 2024.

Notes:

(i) Due to the prolonged administrative process time involved in and the expected cost for the registration of securities of leased assets (the "Securities"), some of the Securities for which the Group obtained from the Lease Receivables were not registered with the relevant government authorities.

The directors of the Company have, taking into account (i) the Group is the first pledgee who entered into the pledge agreement with the customers; (ii) the Group has obtained all original copies of the motor vehicle registration certificates from the customers; (iii) the necessary actions taken to ensure that no other party had registered the pledge of the Securities to the relevant government authority at the end of the reporting period and up to the date of issue of the consolidated financial statements; (iv) in accordance with the relevant laws and regulations governing the second hand market trading of motor vehicles in the PRC, the leased assets cannot be traded in the second hand market without the original motor vehicle registration certificates; and (v) advice sought from the Group's legal adviser, that, the pledge right of the Securities is established when the pledge agreement comes into effect. Although there is a potential risk that the subject matter of the Securities may be claimed by a bona fide third party, the Group has taken corresponding remedies to reduce the loss and the Group has the right to claim ownership from the third parties to repossess the Securities if the customers attempt to transfer the Securities to third parties without the Group's consent.

If the Group cannot execute the enforcement right of the Securities when the customers had defaulted repayment to the Group, the estimated amount of the loss given default on and the resulting calculated amount of impairment currently recognised on the Lease Receivables may increase significantly. During the years ended 31 December 2025 and 2024, the Group has no significant enforcement issue on the Securities.

Please refer to Note 33 for details of ECL of finance lease receivables.

20. RECEIVABLES ARISING FROM SALE AND LEASEBACK ARRANGEMENTS

The Group entered into sale and leaseback arrangements as a lessor for vehicles and equipment. The average terms of sale and leaseback arrangements entered into usually range from 6 months to 3 years (2024: 6 months to 3 years) from inception. All interest rates inherent in the leases are fixed at the contract date over the lease terms.

	At 31 December 2025	
	Gross amount RMB	Present value RMB
Receivables from sale and leaseback arrangements comprises:		
Within one year	20,799,750	18,652,933
In the second year	1,526,040	1,327,204
In the third year	799,227	761,330
	23,125,017	20,741,467
Less: Unearned finance income	(2,383,550)	N/A
Present value of receivables arising from sale and leaseback arrangements	20,741,467	20,741,467
Less: Loss allowances	(11,676,529)	(11,676,529)
	9,064,938	9,064,938
Analysed as:		
Current	7,671,922	7,671,922
Non-current	1,393,016	1,393,016
	9,064,938	9,064,938

	At 31 December 2024	
	Gross amount RMB	Present value RMB
Receivables from sale and leaseback arrangements comprises:		
Within one year	28,949,152	24,997,571
In the second year	7,779,031	7,034,147
	36,728,183	32,031,718
Less: Unearned finance income	(4,696,465)	N/A
Present value of receivables arising from sale and leaseback arrangements	32,031,718	32,031,718
Less: Loss allowances	(13,115,350)	(13,115,350)
	18,916,368	18,916,368
Analysed as:		
Current	12,414,101	12,414,101
Non-current	6,502,267	6,502,267
	18,916,368	18,916,368

20. RECEIVABLES ARISING FROM SALE AND LEASEBACK ARRANGEMENTS (CONTINUED)

The Group's receivables arising from sale and leaseback arrangements are denominated in RMB which is the functional currency of the relevant group entities. The effective interest rates of the above sale and leaseback arrangements range from approximately 8.30% to 27.80% per annum at 31 December 2025 (2024: approximately 12.00% to 27.80% per annum).

Movements of loss allowances on receivables arising from sale and leaseback arrangements

	Stage 1 12m ECL RMB	Stage 2 Lifetime ECL not credit-impaired RMB	Stage 3 Lifetime ECL credit-impaired RMB	Total RMB
At 1 January 2025	**24,048**	**80,312**	**13,010,990**	**13,115,350**
Changes in loss allowances:				
– Transfer to stage 2	**(1,011)**	**1,011**	**–**	**–**
– Transfer to stage 3	**(1,370)**	**(20,661)**	**22,031**	**–**
– (Credited) Charged to profit or loss	**(16,612)**	**250,098**	**2,006,497**	**2,239,983**
Written-off	**–**	**–**	**(3,678,804)**	**(3,678,804)**
At 31 December 2025	**5,055**	**310,760**	**11,360,714**	**11,676,529**
At 1 January 2024	462,352	417,522	5,869,535	6,749,409
Changes in loss allowances:				
– Transfer to stage 2	(10,418)	10,418	–	–
– Transfer to stage 3	(31,601)	(146,653)	178,254	–
– (Credited) Charged to profit or loss	(396,285)	(200,975)	7,437,538	6,840,278
Written-off	–	–	(474,337)	(474,337)
At 31 December 2024	24,048	80,312	13,010,990	13,115,350

The receivables arising from sale and leaseback arrangements are secured by leased assets and deposits (if available) (Note 26). The Group might require extra assurance as extra mortgages.

Please refer to Note 33 for details of ECL of receivables arising from sale and leaseback arrangements.

21. ACCOUNT RECEIVABLES/PAYABLES, DEFERRED EXPENSES/INCOME

The Group's account receivables/payables and deferred expenses/income are arising from the Group's finance leasing advisory business. Under the Group's finance leasing advisory arrangement, the finance leasing advisory service income was payable by the Finance Leasing Funders to the Group on equal monthly installments over the agreed period of services.

On the other hand, the Group was required to pay to the Auxiliary Service Providers in connection with their Counter Guarantees services by equal monthly installments over the agreed period of services.

Account receivables/payables at the end of the reporting period represented total outstanding monthly installments to be received from the Finance Leasing Funders or paid to Auxiliary Service Providers, after considering the effects for the time value of money, if significant. The account receivables and payables were not overdue at the end of the reporting period.

Deferred expenses/income at the end of the reporting period represented unamortised value for the services of the Auxiliary Service Providers/the Group.

At the end of each reporting period, the Group would measure the exposure on the Group's Financial Guarantees at the higher of (1) the carrying value of the deferred income; and (2) the amount of loss allowance on the guaranteed amount determined in accordance with IFRS 9. Should there is any loss to be recognised on the Group's Financial Guarantees, the Group would only recognise a receivable under the Counter Guarantees to the extent that it is recoverable.

To assess the loss exposures in respect of the Group's Financial Guarantees, the Group monitors the risk that (1) the Finance Leasing Advisory Customers for which the Group provides financial guarantees to the Finance Leasing Funders and (2) the Auxiliary Service Providers who provide the Counter Guarantees to the Group's Financial Guarantees will default on the corresponding financial guarantee contracts. For the risk assessment, the Group has taken into accounts, the past due status of the Finance Leasing Advisory Customers for their lease arrangements with the Finance Leasing Funders which are supported by the Group's Financial Guarantees, the financial position of the Finance Leasing Advisory Customers and the Auxiliary Service Providers by reference to, among others, the economic environment of the industries in which the Finance Leasing Advisory Customers and the Auxiliary Service Providers operate in estimating the probability of default of the financial guarantee contracts by the Finance Leasing Advisory Customers and the expected drawn down by the Finance Leasing Funders and the capabilities of the Auxiliary Service Providers to make good of any losses incurred by the Group for the relevant financial guarantee contracts. At 31 December 2025, the Group has recognised loss allowances of RMB1,874,088 (At 31 December 2024: RMB3,116,226) on the financial guarantee contracts obligations having considered the risk of default by the Finance Leasing Advisory Customers and the Auxiliary Service Providers increased significantly since the initial recognition of these financial guarantee contracts obligations.

At 31 December 2025, the underlying guaranteed values of the Group's Financial Guarantees and the Counter Guarantees which under the Group's finance leasing advisory services and certain sale and leaseback arrangements, were RMB62,885,398 (2024: RMB277,838,919) and RMB63,824,655 (2024: RMB278,778,176), respectively.

21. ACCOUNT RECEIVABLES/PAYABLES, DEFERRED EXPENSES/INCOME (CONTINUED)

The movement in loss allowances for the financial guarantee contracts obligations is analysed as follows:

	Year ended 31 December	
	2025	2024
	RMB	RMB
At the beginning of the reporting period	**3,116,226**	–
(Decrease) Increase in loss allowances	**(1,242,138)**	3,116,226
At the end of the reporting period	**1,874,088**	3,116,226

Please refer to Note 33 for details of loss allowances on the financial guarantee contracts obligations.

22. FACTORING RECEIVABLES

The factoring receivables are measured at amortised cost and generally with maturity ranging from 6 to 18 months (2024: 6 to 36 months) from inception. The effective interest rates of factoring receivables range from approximately 8.00% to 26.82% per annum at 31 December 2025 (2024: approximately 12.00% to 26.82% per annum).

	At 31 December	
	2025	2024
	RMB	RMB
Factoring receivables comprise:		
Within one year	**57,372,604**	62,407,915
Gross amount of factoring receivables	**57,372,604**	62,407,915
Less: Interest adjustment	**(164,646)**	(863,217)
Present value of factoring receivables (Note i)	**57,207,958**	61,544,698
Less: Loss allowances	**(22,415,907)**	(18,200,037)
	34,792,051	43,344,661
Analysed as:		
Current	**34,792,051**	43,344,661

22. FACTORING RECEIVABLES (CONTINUED)

Note (i): Set forth below are the details of the present value of factoring receivables (before loss allowances):

	At 31 December	
	2025 **RMB**	2024 RMB
Within one year	**57,207,958**	61,544,698

The Group's factoring receivables are denominated in RMB which is the functional currency of the relevant group entities.

Movements of loss allowances on factoring receivables

	Stage 1 12m ECL RMB	**Stage 2 Lifetime ECL not credit-impaired RMB**	**Stage 3 Lifetime ECL credit-impaired RMB**	**Total RMB**
At 1 January 2025	**325,994**	**8,298,043**	**9,576,000**	**18,200,037**
Changes in loss allowances:				
— Transfer to stage 3	**(325,994)**	**(8,283,193)**	**8,609,187**	**–**
— Charged (Credited) to profit or loss	**352,375**	**(14,850)**	**3,878,345**	**4,215,870**
At 31 December 2025	**352,375**	**–**	**22,063,532**	**22,415,907**
At 1 January 2024	1,472,131	7,873,573	3,544,552	12,890,256
Changes in loss allowances:				
— Transfer to stage 2	(1,239,302)	1,239,302	–	–
— Transfer to stage 3	(175,772)	(1,821,417)	1,997,189	–
— Charged to profit or loss	268,937	1,006,585	4,034,259	5,309,781
At 31 December 2024	325,994	8,298,043	9,576,000	18,200,037

The factoring receivables are secured by trade receivables of the counterparties and the Group has recourse right on the debts in events of default.

At 31 December 2025, included in factoring receivables balances, there was a gross balance amounted to RMB1,168,000 (2024: RMB1,105,427) (while the carrying amount net of loss allowance is RMB608,793 (2024: RMB1,083,209)) (inception amount: RMB2,000,000) due from a related party, Niwana Plan (Shanghai) Enterprise Management Planning Co., Ltd* ("Niwana Plan") 尼瓦納計劃(上海)企業管理策劃有限公司, which is indirectly wholly-owned by Mr. Chau through View Art (Note 34). Such factoring receivable was secured by trade receivables pledged by Niwana Plan, bearing interests at 12% per annum and repayable within one year.

Please refer to Note 33 for details of ECL of factoring receivables.

* *For identification purpose only.*

23. FINANCE LEASING ADVISORY SERVICE RECEIVABLES

	At 31 December 2024 RMB
Finance leasing advisory service receivables	313,681
Less: Loss allowances	–
	313,681

The ageing analysis of finance leasing advisory service receivables, net of loss allowances, based on invoice date at the end of each reporting period is as follows:

	At 31 December 2024 RMB
Over 90 days	313,681

At the end of the reporting period, the ageing analysis of finance leasing advisory service receivables, net of loss allowances, by due date is as follows:

	At 31 December 2024 RMB
Past due:	
Over 90 days	313,681

The Group normally grants credit terms up to 30 days (2024: 30 days) from the date of issuance of invoices.

The Group's finance leasing advisory service receivables are denominated in RMB which is the functional currency of the relevant group entities.

23. FINANCE LEASING ADVISORY SERVICE RECEIVABLES (CONTINUED)

Movements of loss allowances on finance leasing advisory service receivables

	Stage 1 12m ECL RMB	Stage 2 Lifetime ECL not credit-impaired RMB	Stage 3 Lifetime ECL credit-impaired RMB	Total RMB
At 1 January 2024	124,036	260,059	472,352	856,447
Changes in loss allowances:				
— Credited to profit or loss	(124,036)	(260,059)	(472,352)	(856,447)
At 31 December 2024	–	–	–	–

Please refer to Note 33 for details of ECL of finance leasing advisory service receivables.

24. SECURITY DEPOSITS AND BANK BALANCES AND CASH

	At 31 December	
	2025 RMB	2024 RMB
Security deposits	**30,000,000**	30,000,000
Cash at bank and on hand	**62,552,137**	58,506,427
Time deposits	**–**	4,630,000
	92,552,137	93,136,427

The security deposits primarily used to support the Group's Financial Guarantees as requested by the Finance Leasing Funders. The Group's security deposits are denominated in RMB which is the functional currency of the relevant group entities.

During the year ended 31 December 2025, the Group has (i) bank balances carried interests at prevailing market rates ranging from approximately 0.001% to 0.20% (2024: approximately 0.10% to 1.10%) per annum and (ii) short-term time deposits which earn interests at the prevailing short-term deposit rates ranging from approximately 0.50% to 4.00% (2024: 0.50% to 4.00%) per annum. The Group's short-term deposits are normally made for one month or less which depends on its cash requirements from time to time.

24. SECURITY DEPOSITS AND BANK BALANCES AND CASH (CONTINUED)

Bank balances and cash with the following amounts are denominated in currencies other than the functional currencies of the relevant group entities.

	At 31 December	
	2025	2024
	RMB	RMB
HK$	**1,187,466**	4,734,646
US$	**7**	35,847
	1,187,473	4,770,493

25. OTHER PAYABLES AND ACCRUED EXPENSES

	At 31 December	
	2025	2024
	RMB	RMB
Other payables and accruals	**5,723,646**	5,877,525
Payroll payables	**521,968**	628,108
Other tax payables	**251,849**	417,674
	6,497,463	6,923,307

The other payables and accruals with the following amounts are denominated in currency other than functional currency of the relevant group entities.

	At 31 December	
	2025	2024
	RMB	RMB
HK$	**9,032**	26,854

26. DEPOSITS RECEIVED FROM LEASING CUSTOMERS

The deposit is required and calculated as a certain percentage of the contract value and paid back throughout or by the end of the contract as stipulated in certain lease contracts. The deposit could be either paid back once the lessee fully carried out all obligations under the contract or be used to settle the outstanding debts. At 31 December 2025, the outstanding deposits from leasing customers were RMB597,798 (2024: RMB1,110,736).

26. DEPOSITS RECEIVED FROM LEASING CUSTOMERS (Continued)

Analysis for the amount of deposits received from leasing customers for reporting purpose as:

	At 31 December	
	2025	2024
	RMB	RMB
Current	**597,798**	1,110,736

The deposits received are interest-free and measured at amortised cost using the effective interest method. The weighted average effective interest rate adopted is approximately 8.83% (2024: 12.83%) per annum for the year ended 31 December 2025.

The Group's deposits received from leasing customers are denominated in RMB which is the functional currency of the relevant group entities.

27. SHARE CAPITAL

	Number of shares	Amount
		HK$
Ordinary shares of HK$0.01 each		
Authorised:		
On 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	4,000,000,000	40,000,000
Issued and fully paid:		
On 1 January 2024, 31 December 2024, 1 January 2025 and 31 December 2025	960,000,000	9,600,000
		RMB
Shown in the consolidated statement of financial position		8,503,450

28. DEFERRED TAX ASSETS

	At 31 December	
	2025	2024
	RMB	RMB
Deferred tax assets	**1,651,275**	4,877,140

28. DEFERRED TAX ASSETS (Continued)

The movements in deferred tax assets during the current and prior years are as follows:

	Loss allowances on the Lease Receivables, factoring receivables and finance leasing advisory service receivables	Amortisation of intangible assets	Total
	RMB	RMB	RMB
At 1 January 2024	5,090,796	22,778	5,113,574
Credited to profit or loss	(214,112)	(22,322)	(236,434)
At 31 December 2024 and 1 January 2025	4,876,684	456	4,877,140
Credited to profit or loss	(3,225,409)	(456)	(3,225,865)
At 31 December 2025	**1,651,275**	**–**	**1,651,275**

Notes:

a. At the end of the reporting period, the Group has deductible temporary differences of RMB63,694,702 (2024: RMB51,647,892).

Deferred tax assets were recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. At 31 December 2025, deferred tax assets of RMB1,651,275 (2024: RMB4,877,140) has been recognised in respect of deductible temporary differences of RMB6,605,100 (2024: RMB19,508,559) as it is forecasted that taxable profit will be available against which the deductible temporary differences can be utilised. The remaining deductible temporary differences of RMB57,089,602 (2024: RMB32,139,333) has not been recognised as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

b. Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. At 31 December 2025, the Group's operating subsidiaries in the PRC suffered accumulated losses amounting to RMB58,100,364 (31 December 2024: RMB35,822,661).

c. The Group has no tax losses at 31 December 2025. At 31 December 2024, the Group has not been recognised deferred tax assets in respect of the tax losses of approximately RMB11,536,469 as it is not probable that sufficient future taxable profits will be available for the respective subsidiaries against which the Group can utilise the benefits therefrom. The Group's tax losses arising in the PRC at 31 December 2024 can be offset against future taxable profits of the respective subsidiaries for a maximum of 5 years from the year in which the tax loss was incurred and will be expired on or before the year ending 31 December 2029. The tax losses of RMB11,536,469 has been fully utilised to offset the taxable profit at 31 December 2025.

29. NON-CONTROLLING INTERESTS

The following table shows the information relating to Metropolis Xincheng Information Technology (Shanghai) Co., Ltd.* ("Xincheng") 信都信承信息科技(上海)有限公司, incorporated in the PRC on 25 February 2020, that has non-controlling interests ("NCI") during the years ended 31 December 2025 and 2024. The summarised financial information represents amounts before inter-company eliminations.

At the end of the reporting period, 40% (2024: 40%) of equity interests of Xincheng were owned by the non-controlling shareholders.

	At 31 December	
	2025	2024
	RMB	RMB
Non-current assets	**1,549**	1,549
Current assets	**362,268**	370,446
Current liabilities	**(1,345,778)**	(1,345,778)
Net liabilities	**(981,961)**	(973,783)
Carrying amounts of NCI	**(392,784)**	(389,512)

	Year ended 31 December	
	2025	2024
	RMB	RMB
Revenue and other income	**80**	1,443
Expenses	**(8,260)**	(129,467)
Loss and total comprehensive loss for the year	**(8,180)**	(128,024)
Loss and total comprehensive loss for the year attributable to NCI	**(3,272)**	(51,210)

	Year ended 31 December	
	2025	2024
	RMB	RMB
Net cash flows used in:		
Operating activities	**(8,508)**	(146,220)
Investing activities	**328**	1,118

Note: During the year ended 31 December 2025, no dividend (2024: Nil) was paid to the NCI.

* *For identification purpose only*

30. RETIREMENT BENEFIT SCHEME

The Group participates in a state-managed defined contribution retirement scheme organised by the relevant local government authority in the PRC. The Group is required to make monthly contributions to the retirement scheme of the eligible employees at 16% of the payroll and the local government authority is responsible for the pension liabilities to these employees upon their retirement. No forfeited contributions (by the Group on behalf of employees who leave the defined contribution plans prior to vesting fully in such contributions) can be used by the Group to reduce the existing level of contributions.

Total costs recognised in profit or loss in respect of contributions paid or payable to the scheme by the Group for the years ended 31 December 2025 and 2024 are set out in Note 8 and Note 10.

31. RECONCILIATION OF LIABILITIES AND ASSETS ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities and assets arising from financing activities, including both cash and non-cash changes. Liabilities and assets arising from financing activities are those 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.

(Assets)/Liabilities	Amount due from a director RMB	Security deposits RMB	Other borrowings RMB	Total RMB
At 1 January 2025	**(2,131,120)**	**(30,000,000)**	**–**	**(32,131,120)**
Financing cash flows	**2,131,120**	**–**	**–**	**2,131,120**
At 31 December 2025	**–**	**(30,000,000)**	**–**	**(30,000,000)**
At 1 January 2024	–	(29,369,461)	41,279,464	11,910,003
Financing cash flows	(2,131,120)	(630,539)	(41,279,464)	(44,041,123)
At 31 December 2024	(2,131,120)	(30,000,000)	–	(32,131,120)

32. CAPITAL MANAGEMENT

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

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital and reserves.

The management of the Group reviews the capital structure from time to time. As a part of this review, the management of the Group considers the cost of capital and the risks associated with the share capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

33. FINANCIAL RISK MANAGEMENT

Categories of financial instruments and the Lease Receivables

	At 31 December	
	2025	2024
	RMB	RMB
Financial assets		
Financial assets and the Lease Receivables, at amortised costs		
Amount due from a director	**–**	2,131,120
Finance lease receivables	**595,798**	1,678,772
Receivables arising from sale and leaseback arrangements	**9,064,938**	18,916,368
Factoring receivables	**34,792,051**	43,344,661
Deposits and other receivables	**21,506,642**	19,980,134
Finance leasing advisory service receivables	**–**	313,681
Account receivables	**10,411,834**	40,316,241
Security deposits	**30,000,000**	30,000,000
Bank balances and cash	**62,552,137**	63,136,427
	168,923,400	219,817,404
Financial assets, at fair value		
Financial assets at FVTPL	**6,643,512**	6,560,537
	175,566,912	226,377,941
Financial liabilities		
Financial liabilities, at amortised costs		
Account payables	**6,570,490**	25,019,563
Other payables and accruals	**5,723,646**	5,877,525
Financial guarantee contracts obligations	**1,874,088**	3,116,226
Deposits received from leasing customers	**597,798**	1,110,736
	14,766,022	35,124,050

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies

The major financial instruments include amount due from a director, factoring receivables, accounts receivable and payable, deposits and other receivables, security deposits, bank balances and cash, finance leasing advisory service receivables, financial guarantee contracts obligations, deposits received from leasing customers, financial assets at FVTPL, other payables and the Lease Receivables which includes finance lease receivables and receivables arising from sale and leaseback arrangements. Details of the financial instruments and the Lease Receivables are disclosed in the respective notes. The risks associated with these financial instruments and the Lease Receivables and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Although the Group has certain bank balances and cash denominated in US$ and HK$, certain other payables and accruals denominated in HK$ and amount due from a director in US$ as set out in Notes 24, 25 and 16, respectively, the Group's operations were principally carried out in the PRC and it mainly earned revenue and incurred costs and expenses in RMB. The management of the Group assessed that the Group's currency risk is solely attributable to the foreign currency denominated bank balances and cash, certain other payables and amount due from a director. In addition, the Group is also exposed to other financial risks, including principally interest rate risk, credit risk and liquidity risk. Continuous monitoring of these risks ensures that the Group is protected against any adverse effects of such risks so far as it is possible and foreseeable.

Currency risk

The Group's exposure to foreign currency risk arises from bank balances and cash, certain other payables and amount due from a director. The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign currency exposure and will consider hedging significant foreign exchange exposure should the need arises.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	At 31 December	
	2025	2024
	RMB	RMB
Assets		
HK$	**1,187,466**	4,734,646
US$	**7**	2,166,967
Liabilities		
HK$	**9,032**	26,854

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Currency risk (Continued)

Sensitivity analysis

This sensitivity analysis details the Group's sensitivity at the end of each reporting period to a 10% (2024: 10%) appreciation and depreciation in RMB against the relevant foreign currencies. 10% (2024: 10%) is the sensitivity rate used when reporting foreign currency risk internally to the key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items and adjusts their translation at the end of each reporting period for a 10% change in foreign currency rates. A negative number below indicates an increase in pre-tax results where RMB appreciates against the relevant currency, while there would be an equal and opposite impact on the pre-tax results where RMB depreciates against the relevant currency.

	At 31 December	
	2025	2024
	RMB	RMB
HK$	**(117,843)**	(470,779)
US$	**(1)**	(216,697)

In the opinion of the management of the Group, the sensitivity analysis is unrepresentative of the currency risk because the exposure at the end of each reporting period does not reflect the exposure during the years ended 31 December 2025 and 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument and a lease receivable will fluctuate because of changes in market interest rates.

The Group's exposure to cash flow interest rate risk relates primarily to the Group's bank balances (including time deposits).

Management closely monitor the market, and control interest rate sensitivity gap by adjusting asset and liability structure, so as to achieve effective management of interest rate risk.

Fluctuations of prevailing rate quoted by the People's Bank of China are the major sources of the Group's cash flow interest rate risk. No sensitivity analysis on interest rate risk is presented as the management of the Group considered that there would not be a significant change of prevailing interest rate and the exposure of cash flow interest rate risk of the Group is insignificant.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk

Credit risk refers to the risk that a customer or counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group considers all elements of credit risk exposure such as counterparty default risk and sector risk for risk management purposes.

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets and the Lease Receivables is the carrying amount of those assets stated in the consolidated statement of financial position, where for the financial guarantee contracts obligations, the maximum exposure to credit risk will be the defaulted underlying values of the Group's Financial Guarantees net off against any of the Counter Guarantees received in respect of these Group's Financial Guarantees.

The Group's credit risk is primarily attributable to its Lease Receivables, factoring receivables, finance leasing advisory service receivables, in aggregate, (the "Receivables"), receivables that to be arisen from the counterparties of the financial guarantee contracts obligations, accounts receivable, security deposits, amount due from a director, deposits and other receivables and bank balances.

The credit risk on liquid funds (i.e. bank balances) is minimal as such amounts are placed in banks with good reputation.

In order to minimise the credit risk of deposits and other receivables, the Group's management continuously monitors the level of exposure to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

In relation to the Lease Receivables and factoring receivables, the Group implemented standardised management procedures over the processes of potential customers selection, the potential customer's due diligence and application, potential customer's credit review and approval, lease disbursement, post-lending monitoring, management of non- performing Lease Receivables and factoring receivables, and other aspects. The Group will consider taking legal actions against those customers for defaults of more than 90 days. During the year ended 31 December 2025, the Group had taken legal actions and recovered RMB1,192,207 (2024: RMB4,547,963) from those customers. At 31 December 2025, gross amounts of finance lease receivables, receivables arising from sale and leaseback arrangements and factoring receivables amounting to approximately RMB3,439,195 (2024: approximately RMB5,108,564), approximately RMB10,681,466 (2024: approximately RMB12,245,441) and approximately RMB8,016,000 (2024: approximately RMB8,016,000), respectively, were under the Group's legal action and mandatory repossession of the leased assets. Through implementation of relevant credit risk management policies and procedures, the effective use of finance lease information system and optimisation of the portfolio of finance leases, the management of the Group is able to timely and effectively identify, monitor and manage its potential credit risks.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Changes in the economic environment will have an impact on the Group's leasing, factoring or finance leasing advisory service business, and the adverse effects will increase the possibility of losses incurred by the Group. The Group's current major business operations are in the PRC, but the differences of economic development in different regions require the Group to closely manage the relevant credit risks. The business operation department, credit assessment department, legal department, operation management committee, risk management director, finance department and assets management department in charge of different industries and regions are responsible for the management of the credit risks, and periodically report on the quality of assets to the management of the Group. The Group has established mechanisms to set credit risk limits for individual customers and periodically monitors the above credit risk limits.

(1) Risk limit management and mitigation measures

The Group manages, limits, and controls the concentration of credit risks and, as far as possible, avoids risks concentration on single lessee, industry or region.

The Group manages customer limits to optimise the credit risk structure. The Group performs due diligence and credit assessment of the customer's ability to repay principal and interest, real-time supervision of the customer's actual repayment status during the project to manage credit risks.

(2) Other specific management and mitigation measures include:

(a) Guarantee and collateral

The Group has developed a series of policies to mitigate credit risk, including obtaining collateral/pledge, security deposit and guarantee from an enterprise or individual.

According to the characteristics of the financial lease (including finance lease and sale and leaseback arrangements), the Group has the ownership of the asset under the financial lease during the lease term. The Property Law of the People's Republic of China (the "Property Law") stipulates the four powers and functions of ownership: possession, usage, benefit and punishment; it also stipulates that the owner has the right to establish usufructuary right and security interest over his own realty or chattel. Therefore, the Property Law protects the Group's effective rights. In the event of lessee's default, the Group is entitled to retrieve the asset.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(2) Other specific management and mitigation measures include: (Continued)

(a) Guarantee and collateral (Continued)

In addition, the Group requests a third party guarantee or collateral from certain lessees, depending on the lessee's credit status and credit risk degree of the financial lease. The management of the Group evaluates the capability of the guarantor, the ownership and value of the mortgage and pledge and the feasibility of realising the mortgage and pledge.

For the Group's factoring receivables, trade receivables from customers are required as pledged assets.

For the Group's Financial Guarantee, all of the underlying financial guarantee contracts was supported by the Counter Guarantee. The Group adopts relevant measures similar to its counterparties in relation to the Lease Receivables on the Finance Leasing Advisory Customers and the Auxiliary Service Providers in managing the increasing exposures on the Group's Financial Guarantee.

No guarantee or collateral is required for finance leasing advisory service receivables as the individual receivable is not significant.

(b) Insurance on the asset of the financial lease

For financial lease, the ownership of the financial lease asset belongs to the Group before the expiry of the lease, but the risks and rewards in operational use and maintenance have been transferred to the lessee. Therefore, if any accidents/damage occur to the asset, the lessee should immediately report to the insurance company and notify the Group, provide accident report with relevant documents and settle claims to the insurance company.

The Group's concentration of credit risk on the Receivables at 31 December 2025 included the Group's largest customer and the five major customers accounting for approximately 18.27% (31 December 2024: 12.07%) and 66.35% (31 December 2024: 46.99%) of the total balance of the Receivables.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(2) Other specific management and mitigation measures include: (Continued)

The Group has closely monitored the recoverability of the advances to these customers, and taken effective measures to ensure timely collection of outstanding balances. The Group's business operation department will contact the customer from time to time and send payment reminders three days before each payment due date to ensure the payment could be made timely and to obtain up-to-date information relating to the customer. In the event that payment is overdue by more than two days, the Group's business operation department will immediately contact the customer to enquire the customer's operational and financial conditions as well as the reason for late payment. For financial lease, the Group's business operation staff may also conduct on-site due diligence to check whether the leased vehicle is in good condition.

When the Group encounters certain "negative signals" (such as overdue for more than 60 days, litigation relating to the customers or accidents involving leased vehicles for financial lease), certain risk control procedures will be initiated to mitigate potential losses. The Group will make telephone enquiry with the customer and/or conduct onsite due diligence if the customer defaults on its payment for 1 to 45 days. The Group will make enquiries as to the reasons for the default in payment and remind the customer to pay in accordance to the payment schedule as stated in corresponding agreement. The Group will issue demand letters when the customer defaults on its payment for more than 45 days. When the customer defaults on its payment for more than 60 days, the Group will consider to repossess the pledged assets. For customer who defaults on its payment for more than 90 days, the Group may commence litigation against the customer. In deciding whether to exercise any particular remedy, the Group may take into account considerations such as: (i) the current status and the prospects of the customer's financial condition; (ii) the difficulty of repossessing the pledged assets and realising its value; (iii) any additional collateral and guarantee offered and provided by the customer; (iv) the credit record of the customer; and (v) the customer's willingness to pay.

The Group has closely monitored the business performance of these customers and other than the above, the Group does not have significant concentration of credit risk.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(2) Other specific management and mitigation measures include: (Continued)

In addition to the credit risk limit management and other mitigation measures as described above, the Group monitors all financial assets, the Lease Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations that are subject to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowances based on lifetime rather than 12m ECL.

In order to minimise credit risk, the Group monitors the credit risk exposure individually for certain financial assets, the Lease Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations with significant balances or with significant underlying guarantee values; for other financial assets, the Lease Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations, the Group has asked its operation management committee to develop and maintain the Group's credit risk gradings to categorise exposures according to their degree of risk of default. The credit grading information is based on a range of data that is determined to be predictive of the risk of default and applying experienced credit judgement. The nature of the exposure and the type of counterparty are taken into account in the analysis. Credit risk grades are defined using qualitative and quantitative factors that are indicative of risk of default.

The internal credit risk grades are designed and calibrated to reflect the risk of default as credit risk deteriorates. Each exposure is allocated to a credit's risk grade at initial recognition, based on the available information about the counterparty. All exposures are monitored and the credit risk grade is updated to reflect current information. The Group uses credit risk grades as a primary input into the determination of the term structure of the probability of default ("PD") for exposures. The Group uses different criteria to determine whether credit risk has increased significantly per portfolio of assets. The criteria used are both quantitative changes in PDs as well as qualitative.

The Group uses forward-looking macro-economic data such as GDP growth, PPI and CPI in its assessment of significant increase of credit risk as well as in its measurement of ECL.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

(2) *Other specific management and mitigation measures include:* (Continued)

The following table shows the Group's credit risk grading framework in respect of all the Group's financial assets, the Lease Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations:

Category	Description	Basis for recognising ECL
Performing	For financial assets, the Lease Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit-impaired (refer to as Stage 1)	12m ECL
Doubtful	For financial assets, the Lease Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations where there has been a significant increase in credit risk since initial recognition but that are not credit-impaired (refer to as Stage 2)	Lifetime ECL — not credit-impaired
Default	Financial assets, the Lease Receivables and receivables that to be arisen from the counterparties of the financial guarantee contracts obligations are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3)	Lifetime ECL — credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Finance lease receivables

For finance lease receivables, the Group has applied the general approach in IFRS 9 to measure ECL. The following table details the risk profile of finance lease receivables at 31 December 2025 and 2024.

At 31 December 2025

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross carrying amount (RMB)	–	–	15,016,790	15,016,790
Weighted average ECL rate (approximately)	–	–	96.03%	96.03%
Total ECL (RMB)	–	–	14,420,992	14,420,992
Including:				
12m ECL (RMB)	–	–	–	–
Lifetime ECL (RMB)	–	–	14,420,992	14,420,992
	–	–	14,420,992	14,420,992

At 31 December 2024

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross carrying amount (RMB)	622,230	–	17,116,774	17,739,004
Weighted average ECL rate (approximately)	0.47%	–	93.81%	90.54%
Total ECL (RMB)	2,912	–	16,057,320	16,060,232
Including:				
12m ECL (RMB)	2,912	–	–	2,912
Lifetime ECL (RMB)	–	–	16,057,320	16,057,320
	2,912	–	16,057,320	16,060,232

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Receivables arising from sale and leaseback arrangements

For receivables arising from sale and leaseback arrangements, the Group has applied the general approach in IFRS 9 to measure ECL. The following table details the risk profile of receivables arising from sale and leaseback arrangements at 31 December 2025 and 2024.

At 31 December 2025

	Stage 1 12m ECL	**Stage 2 Lifetime ECL not credit-impaired**	**Stage 3 Lifetime ECL credit-impaired**	**Total**
Total gross carrying amount (RMB)	**3,112,002**	**1,135,489**	**16,493,976**	**20,741,467**
Weighted average ECL rate (approximately)	**0.16%**	**27.37%**	**68.88%**	**56.30%**
Total ECL (RMB)	**5,055**	**310,760**	**11,360,714**	**11,676,529**
Including:				
12m ECL (RMB)	**5,055**	**–**	**–**	**5,055**
Lifetime ECL (RMB)	**–**	**310,760**	**11,360,714**	**11,671,474**
	5,055	**310,760**	**11,360,714**	**11,676,529**

At 31 December 2024

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross carrying amount (RMB)	13,697,491	544,484	17,789,743	32,031,718
Weighted average ECL rate (approximately)	0.18%	14.75%	73.14%	40.94%
Total ECL (RMB)	24,048	80,312	13,010,990	13,115,350
Including:				
12m ECL (RMB)	24,048	–	–	24,048
Lifetime ECL (RMB)	–	80,312	13,010,990	13,091,302
	24,048	80,312	13,010,990	13,115,350

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Factoring receivables

For factoring receivables, the Group has applied the general approach in IFRS 9 to measure ECL. The following table details the risk profile of factoring receivables at 31 December 2025 and 2024.

At 31 December 2025

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross carrying amount (RMB)	**8,475,353**	**–**	**48,732,605**	**57,207,958**
Weighted average ECL rate (approximately)	**4.16%**	**–**	**45.27%**	**39.18%**
Total ECL (RMB)	**352,375**	**–**	**22,063,532**	**22,415,907**
Including:				
12m ECL (RMB)	**352,375**	**–**	**–**	**352,375**
Lifetime ECL (RMB)	**–**	**–**	**22,063,532**	**22,063,532**
	352,375	**–**	**22,063,532**	**22,415,907**

At 31 December 2024

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross carrying amount (RMB)	16,455,713	29,416,594	15,672,391	61,544,698
Weighted average ECL rate (approximately)	1.98%	28.21%	61.10%	29.57%
Total ECL (RMB)	325,994	8,298,043	9,576,000	18,200,037
Including:				
12m ECL (RMB)	325,994	–	–	325,994
Lifetime ECL (RMB)	–	8,298,043	9,576,000	17,874,043
	325,994	8,298,043	9,576,000	18,200,037

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Finance leasing advisory service receivables

For finance leasing advisory service receivables, the Group has applied the general approach in IFRS 9 to measure ECL.

The management considered that there is no material change in late payment and default risk as well as forward-looking factors for the financial leasing advisory service receivables at 31 December 2025 and 2024, hence, the management of the Group estimates that the ECL for those balances is insignificant.

Financial guarantee contracts obligations

For the Group's financial guarantee contracts obligations, the Group has applied the general approach in IFRS 9 to measure ECL. The following table details the risk profile of the financial guarantee contracts obligations at 31 December 2025 and 2024.

At 31 December 2025

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross underlying guarantee value under the Group's Financial Guarantee (RMB)	**52,638,743**	**8,449,772**	**1,796,883**	**62,885,398**
Weighted average ECL rate (approximately)	**0.24%**	**5.66%**	**70.70%**	**2.98%**
Total ECL (RMB)	**125,110**	**478,628**	**1,270,350**	**1,874,088**
Including:				
12m ECL (RMB)	**125,110**	**—**	**—**	**125,110**
Lifetime ECL (RMB)	**—**	**478,628**	**1,270,350**	**1,748,978**
	125,110	**478,628**	**1,270,350**	**1,874,088**

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Financial guarantee contracts obligations (Continued)

At 31 December 2024

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross underlying guarantee value under the Group's Financial Guarantee (RMB)	228,571,035	14,173,303	35,094,581	277,838,919
Weighted average ECL rate (approximately)	0.03%	2.76%	7.56%	1.12%
Total ECL (RMB)	72,651	390,744	2,652,831	3,116,226
Including:				
12m ECL (RMB)	72,651	—	—	72,651
Lifetime ECL (RMB)	—	390,744	2,652,831	3,043,575
	72,651	390,744	2,652,831	3,116,226

Bank balances

The ECL for bank balances is insignificant because such assets are placed in banks with good reputation.

Other financial assets

Except as disclosed below, for the Group's other financial assets (including amount due from a director, accounts receivable, security deposits and deposits and other receivables), the Group has applied the general approach in IFRS 9 to measure the loss allowance at 12m ECL, since there has not been a significant increase in credit risk since initial recognition.

Advance to the Auxiliary Service Providers

In assessing the loss allowances on the advance to the Auxiliary Service Providers, the Group's management considered the probability of default, loss given default, exposure at default and other adjustment factors individually and specifically for these receivables and applied the general approach in IFRS 9 to measure the loss allowance at the lifetime ECL, since there has been a significant increase in credit risk since initial recognition. The following table details the risk profile of the advance to the Auxiliary Service Providers at 31 December 2025 and 2024.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Advance to the Auxiliary Service Providers (Continued)

At 31 December 2025

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross carrying amount (RMB)	**34,742**	**1,452,359**	**30,902,672**	**32,389,773**
Weighted average ECL rate (approximately)	**0.26%**	**23.17%**	**42.62%**	**41.70%**
Total ECL (RMB)	**90**	**336,536**	**13,170,608**	**13,507,234**
Including:				
12m ECL (RMB)	**90**	**–**	**–**	**90**
Lifetime ECL (RMB)	**–**	**336,536**	**13,170,608**	**13,507,144**
	90	**336,536**	**13,170,608**	**13,507,234**

At 31 December 2024

	Stage 1 12m ECL	Stage 2 Lifetime ECL not credit-impaired	Stage 3 Lifetime ECL credit-impaired	Total
Total gross carrying amount (RMB)	–	–	7,836,707	7,836,707
Weighted average ECL rate (approximately)	–	–	17.30%	17.30%
Total ECL (RMB)	–	–	1,356,094	1,356,094
Including:				
12m ECL (RMB)	–	–	–	–
Lifetime ECL (RMB)	–	–	1,356,094	1,356,094
	–	–	1,356,094	1,356,094

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk

The Group's management monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The table below analyses the Group's remaining contractual maturity for its non-derivative financial assets, the Lease Receivables and financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial assets, the Lease Receivables and financial liabilities by remaining contractual maturities and based on the earliest date on which the Group can be required to pay or can demand settlement at the end of the reporting period. The table includes both interest and principal cash flows.

	Weighted effective interest rate (%)	Overdue RMB	On demand RMB	Within 1 month RMB	1 to 3 months RMB	4 to 12 months RMB	1 to 2 years RMB	2 to 5 years RMB	Total undiscounted cash flows RMB	Carrying amount at 31 December 2025 RMB
At 31 December 2025										
ASSETS										
Financial lease receivables	14.90%	3,476,791	–	–	–	–	–	–	3,476,791	595,798
Receivables arising from sale and leaseback arrangements	19.82%	4,497,281	–	583,356	970,293	3,728,214	1,088,872	580,472	11,448,488	9,064,938
Factoring receivables	12.49%	26,669,072	–	–	8,287,625	–	–	–	34,956,697	34,792,051
Accounts receivable (Note (ii))	–	–	–	1,385,038	2,295,014	6,195,620	536,162	–	10,411,834	10,411,834
Bank balances and cash	–	–	62,552,137	–	–	–	–	–	62,552,137	62,552,137
Security deposits	–	–	30,000,000	–	–	–	–	–	30,000,000	30,000,000
Deposits and other receivables	–	–	21,506,642	–	–	–	–	–	21,506,642	21,506,642
Total non-derivative financial assets		34,643,144	114,058,779	1,968,394	11,552,932	9,923,834	1,625,034	580,472	174,352,589	168,923,400
Financial guarantee contracts (Notes (i) and (ii))	–	–	–	13,238,377	11,251,765	34,390,820	4,943,693	–	63,824,655	N/A
LIABILITIES										
Deposits received from leasing customers	8.83%	–	–	838,235	–	–	–	–	838,235	597,798
Accounts payable (Note (ii))	–	–	–	860,941	1,436,738	3,950,670	322,141	–	6,570,490	6,570,490
Other payables and accruals	–	–	5,723,646	–	–	–	–	–	5,723,646	5,723,646
Total non-derivative financial liabilities		–	5,723,646	1,699,176	1,436,738	3,950,670	322,141	–	13,132,371	12,891,934
Financial guarantee contracts (Notes (i) and (ii))	–	–	–	11,932,586	10,916,444	33,365,912	4,796,363	–	61,011,305	1,874,088

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Liquidity risk (Continued)

	Weighted average effective interest rate (%)	Overdue RMB	On demand RMB	Within 1 month RMB	1 to 3 months RMB	4 to 12 months RMB	1 to 2 years RMB	2 to 5 years RMB	Total undiscounted cash flows RMB	Carrying amount at 31 December 2024 RMB
At 31 December 2024										
ASSETS										
Finance lease receivables	15.42%	4,049,933	–	325,542	85,531	232,726	–	–	4,693,732	1,678,772
Receivables arising from sale and leaseback arrangements	20.67%	5,204,300	–	1,924,902	2,392,518	6,766,744	7,324,369	–	23,612,833	18,916,368
Factoring receivables	13.12%	26,908,919	–	286,330	9,295,118	7,717,511	–	–	44,207,878	43,344,661
Finance leasing advisory service receivables	–	313,681	–	–	–	–	–	–	313,681	313,681
Amount due from a director	–	–	2,131,120	–	–	–	–	–	2,131,120	2,131,120
Accounts receivable (Note (ii))	–	–	–	2,691,246	4,925,862	18,605,803	13,256,714	836,616	40,316,241	40,316,241
Bank balances and cash	–	–	58,506,427	4,630,000	–	–	–	–	63,136,427	63,136,427
Security deposits	–	–	30,000,000	–	–	–	–	–	30,000,000	30,000,000
Deposits and other receivables	–	–	19,980,134	–	–	–	–	–	19,980,134	19,980,134
Total non-derivative financial assets		36,476,833	110,617,681	9,858,020	16,699,029	33,322,784	20,581,083	836,616	228,392,046	219,817,404
Financial guarantee contracts (Notes (i) and (ii))	–	–	–	15,272,720	28,502,126	123,513,865	103,381,801	8,107,664	278,778,176	N/A
LIABILITIES										
Deposits received from leasing customers	12.83%	–	–	1,362,425	–	53,100	–	–	1,415,525	1,110,736
Accounts payable (Note (ii))	–	–	–	1,652,294	3,023,664	11,441,378	8,397,075	505,152	25,019,563	25,019,563
Other payables and accruals	–	–	5,877,525	–	–	–	–	–	5,877,525	5,877,525
Total non-derivative financial liabilities		–	5,877,525	3,014,719	3,023,664	11,494,478	8,397,075	505,152	32,312,613	32,007,824
Financial guarantee contracts (Notes (i) and (ii))	–	–	–	14,172,700	28,182,448	122,128,540	102,222,276	8,016,729	274,722,693	3,116,226

Notes:

i. The amounts represent (i) the underlying guaranteed values of the Group's Financial Guarantees and (ii) the Counter Guarantees provided by the Auxiliary Service Providers in respect of the Group's certain sale and leaseback arrangements and the Group's Financial Guarantees which taken into account the loss allowances on the financial guarantee contracts obligations recognised in the consolidated financial statements.

ii. Under the contracts regarding to the Group's Financial Guarantees and the Counter Guarantees, there were a clause granting the guarantees an unconditional rights to request full settlement on the outstanding lease balances from their guarantors if the corresponding lessees fail to settle their lease balances within the credit terms allowed. Hence, the Group's account receivables/payables (Note 21) were recognised as current assets/liabilities in the consolidated statement of financial position at 31 December 2025 and 2024. Notwithstanding, the management of the Group assumes there are no material default which constitutes to exercise this unconditional right, the presentation under liquidity risk is based on the repayment schedules set out in the corresponding contracts related to the Group's Financial Guarantees and the Counter Guarantees.

33. FINANCIAL RISK MANAGEMENT (CONTINUED)

Fair value measurements

The following presents the assets and liabilities measured at fair value or required to disclose their fair value on a recurring basis across the three levels of the fair value hierarchy defined in IFRS 13 "Fair Value Measurement" with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

— Level 1 (highest level): quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

— Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

— Level 3 (lowest level): unobservable inputs for the asset or liability.

(a) Assets measured at fair value

	Fair value hierarchy	Valuation techniques and key inputs	At 31 December 2025 RMB	2024 RMB
Financial assets at FVTPL				
– Wealth management product (Note 17)	Level 2	The redemption value (which is approximated to the fair value) as stated in the daily statement available in a licensed bank	**6,643,512**	6,560,537

During the year ended 31 December 2025 and 2024, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

(b) Assets and liabilities with fair value disclosure, but not measured at fair value

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost were approximate to their fair values at 31 December 2025 and 2024.

34. RELATED PARTY DISCLOSURES

Related party transactions

Apart from details of the balances with related parties disclosed elsewhere in the consolidated financial statements, the Group had also entered into the following significant related party transactions during the year.

Name of related parties	Relationship	Nature of transactions	Year ended 31 December 2025 RMB	 2024 RMB
Mr. Chow Chuen Chung (Note i)	Related party	Expenses under short-term leases	**1,184,939**	1,184,939
Mr. Chau (Note 16)	Controlling shareholder	New loan made	**5,821,107**	4,263,066
		Repayments of loan	**7,952,227**	2,131,946
Niwana Plan (Note ii)	Related party	Factoring facility	**–**	2,000,000
		Repayments of factoring receivables	**–**	1,072,000
		Interest income arising from factoring arrangement	**59,032**	177,427

Notes:

i. Mr. Chow Chuen Chung is a close family member of Mr. Chau.

ii. The factoring facility made to Niwana Plan was secured by its trade receivables, bearing interest of 12% per annum and repayable in one year.

The remuneration of directors and key executives are with reference to the performance of individuals and market trends.

35. COMMITMENTS

The Group as a lessee

Commitments under operating leases

At 31 December 2025, the Group was committed to pay RMB1,126,835 (2024: RMB1,202,112) for short-term leases.

36. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	At 31 December	
	2025	2024
	RMB	RMB
NON-CURRENT ASSETS		
Investments in subsidiaries, at cost	**101,706,406**	127,324,073
Deemed investment in a subsidiary (Note i)	**43,810,000**	43,810,000
Property and equipment	**1,522,665**	1,892,759
	147,039,071	173,026,832
CURRENT ASSETS		
Amount due from a subsidiary	**10,336,132**	6,905,327
Amount due from a director	**–**	2,131,120
Prepayment, deposits and other receivables	**250,438**	256,237
Bank balances and cash	**1,145,474**	4,754,138
	11,732,044	14,046,822
CURRENT LIABILITIES		
Other payables and accrued expenses	**128,254**	160,198
NET CURRENT ASSETS	**11,603,790**	13,886,624
NET ASSET	**158,642,861**	186,913,456
CAPITAL AND RESERVES		
Share capital	**8,503,450**	8,503,450
Reserves	**150,139,411**	178,410,006
TOTAL EQUITY	**158,642,861**	186,913,456

Note (i): This represented the Company's advance to its subsidiary for the capital injection in Metropolis Leasing. Such advance forms a net investment in the subsidiary, and thus was classified as a deemed investment.

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

Movements of the Company's reserves

	Share premium RMB	Accumulated losses RMB	Total RMB
At 1 January 2024	208,490,971	(21,588,041)	186,902,930
Loss and total comprehensive loss for the year	–	(8,492,924)	(8,492,924)
At 31 December 2024 and 1 January 2025	208,490,971	(30,080,965)	178,410,006
Loss and total comprehensive loss for the year	–	(28,270,595)	(28,270,595)
At 31 December 2025	**208,490,971**	**(58,351,560)**	**150,139,411**

37. PARTICULARS OF SUBSIDIARIES

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

Name of subsidiary	Place/date of incorporation/ establishment and operation	Paid-in capital	Shareholding/equity interests attributable to the Company at 31/12/2025	Shareholding/equity interests attributable to the Company at 31/12/2024	Principal activities
Directly held:					
Metropolis Asia Ltd.	BVI 25 May 2009	US$50,000	100%	100%	Investment holding
Joyfull Intl Investment Limited	BVI 1 February 2022	US$50,000	100%	100%	Investment holding
Indirectly held:					
Merit Asia Pacific (HK) Limited 康德亞太(香港)有限公司	Hong Kong 24 February 2022	HK$10,000	100%	100%	Inactive
Metropolis International Investment Holding (Hong Kong) Company Limited (信都國際投資控股集團(香港)有限公司)	Hong Kong 18 June 2009	HK$10,000	100%	100%	Investment holding
Metropolis Leasing (Note i)	The PRC 20 October 2009	US$32,388,773	100%	100%	Provision of finance lease, finance leasing advisory and factoring services
Xincheng (Note i)	The PRC 25 February 2020	RMB1,000,000	60%	60%	Provision of finance leasing advisory services

None of the subsidiaries had issued any debt securities at the end of the reporting period.

Note (i): Metropolis Leasing and Xincheng are foreign owned enterprises with limited liability established in the PRC.

FIVE YEARS FINANCIAL SUMMARY

A summary of the published results and of the assets, liabilities and equity of the Group for the latest five financial years, as extracted from the Group's annual reports, is set out below.

	2025 RMB	2024 RMB	2023 RMB	2022 RMB	2021 RMB
Revenue	**30,440,853**	52,178,769	48,813,038	48,032,340	43,705,213
(Loss) Profit before tax	**(21,621,622)**	(10,154,993)	(2,018,585)	(9,927,612)	1,150,308
Income tax (expense) credit	**(3,225,865)**	(236,434)	(4,446,172)	5,777,845	1,139,772
(Loss) Profit and total comprehensive (loss) income for the year	**(24,847,487)**	(10,391,427)	(6,464,757)	(4,149,767)	2,290,080
(Loss) Profit and total comprehensive (loss) income for the year attributable to owners of the Company	**(24,844,215)**	(10,340,217)	(6,108,347)	(3,636,279)	1,982,780

	2025 RMB	2024 RMB	2023 RMB	2022 RMB	2021 RMB
Non-current assets	**6,461,384**	17,758,211	32,307,410	91,843,871	128,654,571
Current assets	**180,858,453**	244,943,513	370,603,678	291,280,571	216,579,639
Total assets	**187,319,837**	262,701,724	402,911,088	383,124,442	345,234,210
Non-current liabilities	**–**	–	3,549,097	57,368,489	43,109,010
Current liabilities	**25,951,673**	76,486,073	202,754,913	122,684,118	94,903,598
Total liabilities	**25,951,673**	76,486,073	206,304,010	180,052,607	138,012,608
Total equity	**161,368,164**	186,215,651	196,607,078	203,071,835	207,221,602