

BRAINHOLE
TECHNOLOGY

BRAINHOLE TECHNOLOGY LIMITED
脑洞科技有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2203)

2025
INTERIM REPORT



FINANCIAL RESULTS

The Board is pleased to announce the unaudited condensed consolidated financial results of the Group for the six months ended 30 June 2025 together with the unaudited comparative figures for the corresponding period in 2024, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2025

		Six months ended 30 June	
	Notes	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue	3	52,173	83,084
Cost of sales		(43,080)	(72,146)
Gross profit		9,093	10,938
Other income		7,620	2,787
Other gain/(losses)	4	1,158	20,505
Selling and distribution costs		(2,277)	(3,771)
Administrative expenses		(26,652)	(24,602)
Impairment loss on trade receivables and contract assets		(1,802)	–
Finance costs	5	(3,291)	(4,755)
Profit/(loss) before tax		(16,151)	1,102
Income tax expenses	6	(1,093)	(450)
Profit/(loss) for the period	7	(17,244)	652
Other comprehensive expense for the period			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange difference arising on translation of foreign operations		2,070	(382)
Total comprehensive expense for the period attributable to owners of the Company		(15,174)	270
Profit/(loss) per share			
– Basic and diluted (HK cents)	8	(2.16)	0.08

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

	Notes	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Non-current assets			
Plant and equipment	10	24,530	29,729
Right-of-use assets		1,090	1,006
Intangible assets		644	727
Deferred tax assets		1,108	—
		27,372	31,462
Current assets			
Inventories		1,564	1,207
Trade and other receivables	11	16,312	38,115
Contract assets		2,145	2,145
Amounts due from related companies	14b	10,959	5,015
Financial assets at fair value through profit or loss		51,539	48,228
Deferred tax asset		323	—
Bank balances and cash		25,054	26,568
		107,896	121,278
Current liabilities			
Trade and other payables	12	42,476	43,896
Amount due to related companies		1,137	4,173
Lease liabilities		873	2,151
Loan from ultimate controlling party		18,193	116,276
Loans from related companies		44,350	44,598
Income tax payables		34	34
		107,063	211,128
Net current assets (liabilities)		833	(89,850)
Total assets less current assets (liabilities)		28,205	(58,388)

	Notes	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Non-current liabilities			
Lease liabilities		287	681
		<u>287</u>	<u>681</u>
Net assets (net liabilities)		<u>27,918</u>	<u>(59,069)</u>
Capital and reserves			
Share capital		8,000	8,000
Reserves		<u>(80,082)</u>	<u>(67,069)</u>
Deficit in shareholders' equity		<u>(72,082)</u>	<u>(59,069)</u>
Perpetual bonds		<u>100,000</u>	<u>–</u>
Total Equity (deficiency in assets)		<u>27,918</u>	<u>(59,069)</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2025

	Share capital HK\$'000	Share premium HK\$'000	Statutory reserve HK\$'000	Capital reserve HK\$'000	Translation reserve HK\$'000	Merger reserve HK\$'000	Retained profits HK\$'000	Perpetual Bonds HK\$'000	Total HK\$'000
At 1 January 2024 (audited)	-	-	-	-	-	-	652	-	652
Profit for the period									
Other comprehensive expense for the period:									
Exchange difference arising on translation of foreign operations	-	-	-	-	(382)	-	-	-	(382)
Total comprehensive expense for the period	-	-	-	-	(382)	-	652	-	270
Deemed contribution from the ultimate controlling party	-	-	-	4,196	-	-	-	-	4,196
Transfer to statutory reserve	-	-	(8)	-	-	-	8	-	-
At 30 June 2024 (unaudited)	8,000	104,098	8,893	34,020	(12,355)	12,778	(84,206)	-	71,228
At 1 January 2025 (audited)	8,000	104,098	8,886	34,021	(14,122)	12,778	(212,730)	-	(59,069)
Profit for the period	-	-	-	-	-	-	(17,241)	-	(17,241)
Other comprehensive expense for the period:									
Exchange difference arising on translation of foreign operations	-	-	-	-	4,228	-	-	-	4,228
Total comprehensive expense for the period	-	-	-	-	4,228	-	(17,241)	-	(13,013)
Issuance of perpetual bonds	-	-	-	-	-	-	-	100,000	100,000
Deemed contribution from the ultimate controlling party	-	-	-	-	-	-	-	-	-
Transfer to statutory reserve	-	-	8	-	-	-	(8)	-	-
At 30 June 2025 (unaudited)	8,000	104,098	8,894	34,021	(9,894)	12,778	(229,979)	100,000	27,918

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2025

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
OPERATING ACTIVITIES		
Profit/(loss) before tax	(16,151)	1,102
Adjustments for:		
Amortisation of intangible assets	83	89
Amortisation of deferred income	(13,839)	(249)
Bank interest income	(3)	(127)
Depreciation of plant and equipment	1,683	2,430
Depreciation of right-of-use assets	69	1,109
Finance costs	3,283	4,424
Gain on disposal of plant and equipment	(4,648)	(885)
Government grants	(36)	(22)
Gain on lease modification	(1,106)	–
Reversal of impairment ROU	(629)	–
Gain on disposal of stock	(1,058)	–
Write-off of plant and equipment	174	3
Impairment loss on debts	(1,877)	–
Changes in fair value of financial assets at fair value through profit or loss	15,397	(20,505)
Operating cash flows before movements in working capital	(18,658)	(12,631)
(Increase)/decrease in inventories	(357)	1,919
Decrease/(increase) in trade and other receivables	21,880	(5,826)
Decrease in contract assets	1	8
Increase in amounts due from related companies	(8,980)	(1,703)
Decrease in trade and other payables	(2,896)	(2,839)
Decrease in financial assets at fair value through profit or loss	(2,705)	(5,020)
(Decrease)/increase in amount due to a shareholder	(7,763)	279
Increase in amount due to related parties	8,042	1,167
Cash used in from operations	(11,436)	(24,646)
Hong Kong profits tax paid	–	–
PRC enterprise income tax (paid)/refund	(7)	4
NET CASH USED IN OPERATING ACTIVITIES	(11,443)	(24,642)

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
INVESTING ACTIVITIES		
Acquisition of plant and equipment	42	(273)
Prepayment for plant and equipment	81	–
Bank interest received	3	127
Proceeds from disposal of plant and equipment	7,893	990
Proceeds from disposal of non-current assets classified as held-for-sale	1,058	–
NET CASH GENERATED FROM INVESTING ACTIVITIES	9,077	844
FINANCING ACTIVITIES		
Government grants received	36	22
Repayment of principal element of lease liabilities	(1,387)	(1,283)
Repayment of interest element of lease liabilities	(90)	(136)
Repayment to related companies	(670)	(670)
Repayment of loans from ultimate controlling party	(853)	(1,428)
Loan obtained from ultimate controlling party	–	30,078
NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES	(2,964)	26,583
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(5,330)	2,785
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	26,568	42,473
Effect of foreign exchange rate changes	3,816	580
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD, REPRESENTED BY BANK BALANCES AND CASH	25,054	45,838

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 10 September 2014 as an exempted company with limited liability under the Cayman Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its issued shares had been listed on the Stock Exchange since 2017.

The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. The address of the principal place of business of the Company is Suites 1801-03, 18/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong. Its immediate holding company is Yoho Bravo Limited, a company incorporated in the British Virgin Islands with limited liability and its ultimate controlling party is Mr. Zhang Liang Johnson ("Mr. Zhang").

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are the manufacturing and trading of semiconductors, broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities).

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), including compliance with Hong Kong Accounting Standard ("HKAS") 34, Interim financial reporting, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). They were authorised for issue on 27 August 2025.

These interim financial statements have been prepared in accordance with the same accounting policies adopted in the 2024 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2025 annual financial statements. Details of any changes in accounting policies are set out below.

These interim financial statements should be read, where relevant, in conjunction with the 2024 annual financial statements of the Group.

New and revised Hong Kong Financial Reporting Standards (“HKFRSs”) and amendments to HKFRSs

The Group has applied the following amendment to HKFRS Accounting Standards issued by the HKICPA to this unaudited interim financial information for the current accounting period:

Amendments to HKAS 21, The effect of changes in foreign exchange rates: Lack of exchangeability

The Group has assessed the impact of the adoption of the above amendment and considered that there was no material impact on the Group’s results and financial position or any substantial changes in the Group’s accounting policies.

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

3. REVENUE AND SEGMENT INFORMATION

Information reported to the Board, being the chief operating decision maker (the “CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group’s reportable and operating segments under HKFRS 8 *Operating Segments* are as follows:

- a) Manufacturing segment engages in selling of electronic and electrical parts and components manufactured by the Group.
- b) Trading segment engages in trading of electronic and electrical parts and components sourced from third-party suppliers.
- c) Broadband infrastructure and smart domain segment engages in the provision of broadband infrastructure construction services, promotion of broadband services, smart domain solution services and operating leases for broadband infrastructure.
- d) Strategic investments segment engages in trading of digital assets and listed equity securities.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the method used to distribute the products and/or the nature of production processes.

Despite that all of the Group’s products are of a similar nature, they are subject to different risks and returns. Accordingly, the Group’s operating activities are attributable to manufacturing, trading, broadband infrastructure and smart domain segments and strategic investments segments.

Segment revenue represents revenue arising from the manufacturing and trading of electronic goods and electrical parts and components, and provision of broadband infrastructure construction services, promotion of broadband services, smart domain solution services and operating leases for broadband infrastructure. An analysis of the Group's revenue for the Period is as follows:

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue from contracts with customers within the scope of HKFRS 15		
Manufacturing of electronic goods	–	34,559
Trading of electronic goods	713	22,859
Broadband infrastructure and smart domain:		
– Broadband infrastructure construction services	8,725	13,645
– Commission income from promotion of broadband services	4,303	9,977
– Provision of smart domain solution services	38,862	1,091
	52,603	82,131
Revenue from other sources		
Broadband infrastructure and smart domain:		
Rental income from broadband infrastructure under operating lease		
– Lease payments that are fixed at a rate	38	953
	52,641	83,084

Disaggregation of revenue from contracts with customers by timing of recognition

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Timing of revenue recognition		
At a point in time	43,877	68,486
Over time	8,764	14,598
Total revenue from contracts with customers	52,641	83,084

Segment revenue and results

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

	Six months ended 30 June									
	Manufacturing		Trading		Broadband infrastructure and smart domain		Strategic Investments		Total	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Segment revenue	-	34,359	713	22,859	51,929	25,666	-	-	52,642	83,084
Segment (loss) profit	-	(1,956)	58	721	(266)	3,605	529	21,197	321	23,567
Unallocated income									7,550	1,278
Unallocated expenses									(24,022)	(23,743)
Profit/(loss) before tax									(16,151)	1,102

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment (loss) profit represents the (loss from) profit earned by each segment without allocation of certain administrative expenses, certain finance costs and certain other income. This is the measure reported to the CODM of the Group for the purposes of resource allocation and performance assessment.

Segment assets and liabilities

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

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
SEGMENT ASSETS		
Manufacturing	–	18,267
Trading	–	2,482
Broadband infrastructure and smart domain	60,331	56,424
Strategic investments	51,539	48,228
Unallocated	23,398	27,339
Total assets	135,268	152,740
SEGMENT LIABILITIES		
Manufacturing	–	3,286
Trading	–	822
Broadband infrastructure and smart domain	40,723	39,899
Unallocated	66,627	167,802
Total liabilities	107,350	212,434

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than certain plant and equipment and right-of-use assets for administrative purpose, certain deferred tax assets, certain other receivables and prepayments, and certain bank balances and cash as these assets are managed on a group basis; and
- all liabilities are allocated to operating segments other than certain other payables, certain lease liabilities, loan from an immediate holding company, loans from related companies and loan from ultimate controlling party.

4. OTHER GAIN/(LOSSES)

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Changes in fair value of digital assets	–	–
Changes in fair value of financial assets at fair value through profit or loss	1,158	20,505
	1,158	20,505

5. FINANCE COSTS

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interests on:		
Lease liabilities	99	136
Loan from ultimate controlling party	3,192	4,424
Loss on early repayment of loan from an immediate holding company	–	195
Loss on early repayment of loan from a related company	–	–
	3,291	4,755

6. INCOME TAX EXPENSES

The Group calculates the income tax expenses for the Period using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expenses in the unaudited condensed consolidated statement of profit or loss and other comprehensive income are:

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax:		
Hong Kong	–	–
The PRC	7	–
	<u>7</u>	<u>–</u>
	7	–
Under provision in prior years:		
Hong Kong	–	–
The PRC	1,086	–
	<u>1,086</u>	<u>–</u>
	1,086	–
Deferred tax	–	450
	<u>–</u>	<u>450</u>
	1,093	450

- (i) Pursuant to the rules and regulations of the British Virgin Islands and the Cayman Islands, the Group is not subject to any income tax in these jurisdictions for the six months ended 30 June 2025 and 2024.

- (ii) For the six months ended 30 June 2025 and 2024, Hong Kong profits tax of the qualified entity of the Group is calculated in accordance with the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of the qualifying corporation is taxed at 8.25%, and assessable profits of the qualifying corporation above HK\$2,000,000 is taxed at 16.5%. The assessable profits of the other entities of the Group not qualifying for the two-tiered profits tax rates regime continue to be taxed at a flat rate of 16.5%.
- (iii) Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

For the six months ended 30 June 2025 and 2024, Guangzhou Weaving was recognised by the PRC government as a “High and New Technology Enterprise” and was eligible to a preferential tax rate of 15%.

7. PROFIT/(LOSS) FOR THE PERIOD

Profit/(loss) for the period has been arrived at after charging (crediting):

	Six months ended 30 June	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Amount of inventories recognised as expenses	711	57,419
Amortisation of intangible assets	93	89
Depreciation of plant and equipment	1,825	2,430
Depreciation of right-of-use assets	1,246	1,109
Research and development costs (Note (i))	2,212	2,232
Write-off of plant and equipment	174	3
Government grants (Note (ii))	(36)	(22)
Gain on disposal of plant and equipment	(4,648)	(885)
Staff costs (including Directors' emoluments)		
Salaries and allowances	15,218	19,754
Retirement benefits scheme (refund)/contributions	(141)	2,551
Total staff costs	15,077	22,305

Notes:

- (i) The research and development costs included staff cost of approximately HK\$nil (six months ended 30 June 2024: HK\$1,473,000) which has been included in staff costs disclosure above.
- (ii) Government grants were subsidies received from local government authorities and the Group has fulfilled all conditions attached to the subsidies. The grants were recognised as other income upon receipt for the six months ended 30 June 2025 and 2024.

8. PROFIT/(LOSS) PER SHARE

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

Basic loss per share

	Six months ended 30 June	
	2025 (Unaudited)	2024 (Unaudited)
Loss		
(Loss)/profit for the purpose of basic and diluted (loss)/profit per share	HK\$(17,244,000)	HK\$652,000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted profit/(loss) per share	800,000,000	800,000,000

Diluted profit/(loss) per share

Diluted profit/(loss) per share is the same as basic profit/(loss) per share for the six months ended 30 June 2025 and 2024 as there were no dilutive potential ordinary shares outstanding during these periods.

9. DIVIDEND

No interim dividend was paid or proposed during the Period, nor has any interim dividend been proposed since the end of the reporting period (six months ended 30 June 2024: nil).

10. PLANT AND EQUIPMENT

During the Period, the Group acquired plant and equipment of approximately HK\$3,000 (six months ended 30 June 2024: HK\$273,000).

During the Period, plant and equipment with a net carrying value of approximately HK\$2,834,000 (six months ended 30 June 2024: HK\$105,000) were disposed of by the Group, for cash proceeds of approximately HK\$1,776,200, resulting in a net gain on disposals of approximately HK\$1,057,800 (six months ended 30 June 2024: HK\$885,000).

Plant and equipment with a net carrying value of approximately HK\$174,000 were written off by the Group during the Period (six months ended 30 June 2024: HK\$3,000).

11. TRADE AND OTHER RECEIVABLES

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
Receivables at amortised cost comprise:		
Trade receivables	30,390	52,020
Less: allowance for impairment of trade receivables	(19,163)	(19,238)
	11,227	32,782
Deposits and other receivables	2,803	1,561
Value-added tax recoverable	–	872
Prepayments	2,282	2,900
	16,312	38,115
Total trade and other receivables		

As at 30 June 2025, the gross amount of trade receivables arising from contracts with customers and operating leases amounted to approximately HK\$10,039,000 (31 December 2024: HK\$49,022,000) and HK\$1,188,000 (31 December 2024: HK\$2,998,000) respectively.

The Group does not hold any collateral over its trade and other receivables.

The Group allows a credit period up to 90 days to its customers for manufacturing and trading segments. For customers for broadband infrastructure and smart domain segment, various credit periods are granted to its customers, and the credit period of individual customer is considered on a mutually-agreed basis and stipulated in the project contract, as appropriate.

The following is an aged analysis of trade receivables, net of allowance for impairment, presented based on the date of delivery/invoice date, which approximates the respective revenue recognition dates, at the end of the reporting period.

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
0 to 30 days	–	10,166
31 to 90 days	–	8,666
91 to 365 days	6,350	9,461
Over 365 days	4,877	4,489
	11,227	32,782

12. TRADE AND OTHER PAYABLES

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
Trade payables	32,886	32,908
Accrued staff costs	1,269	3,964
Accruals and other payables	8,321	7,024
	42,476	43,896

Included in other payables, amount of approximately HK\$nil represented interest payable to loan from an immediate holding company as at 30 June 2025 (31 December 2024: HK\$279,000).

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period.

	As at 30 June 2025 HK\$'000 (Unaudited)	As at 31 December 2024 HK\$'000 (Audited)
Within 3 months	7,500	7,820
4 to 6 months	4,592	5,815
7 to 12 months	14,875	10,531
Over 1 year	6,119	8,742
	32,886	32,908

The credit period on purchases of goods ranged from 30 to 180 days (31 December 2024: 30 to 180 days). The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

13. CAPITAL COMMITMENTS

As at 30 June 2025, the Group has contracted for but not provided in the unaudited condensed consolidated financial results in respect of acquisition of plant and equipment and broadband infrastructure construction of approximately HK\$nil (31 December 2024: HK\$nil).

14. RELATED PARTY DISCLOSURES

Save as disclosed elsewhere in the unaudited condensed consolidated financial results, the Group has the following related party transaction with its related parties:

(a) Related parties' transactions

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

	Six months ended 30 June	
	2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue from broadband infrastructure construction services		
遵義實地房地產開發有限公司	14	–
廣州豐實房地產開發有限公司	67	–
惠州市現代城房地產發展有限公司	1,344	–
重慶實地房地產開發有限公司	511	237
佛山實地房地產開發有限公司	164	282
天津實地房地產開發有限公司	363	271
清遠實地房地產開發有限公司	146	337
茂名晟大置業有限公司	66	–
重慶渝申地實業有限公司	–	158
周口實地房地產開發有限公司	–	126
廣州市杰星實業有限公司	62	61
重慶實創趨勢房地產開發有限公司	–	71
貴州花博園房地產開發有限公司	–	1,515
天津實豐房地產開發有限公司	1,175	–
廣東實地物業管理有限公司	17	–
廣東實地物業管理有限公司增城分公司	25	–
鄭州秦淮置業有限公司	103	–
惠州市國騰彩印有限公司	315	–
太原實地台經房地產開發有限公司	136	215

	Six months ended 30 June	
	2025	2024
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
泰州花博園房地產開發有限公司	848	–
青島實昊星置業有限公司	383	1,764
無錫盈實房地產開發有限公司	853	413
株洲實地房地產開發有限公司	466	234
Guangzhou R&F Properties Co., Ltd. and its subsidiaries, joint ventures and associates (the “Guangzhou R&F Group”)	–	3,956
Service costs charged by		
廣州富力鼎盛置業發展有限公司		
富力君悅大酒店分公司 （“廣州富力鼎盛置業”）	–	65
廣東實地物業管理有限公司蘿崗分公司	–	151

(b) Related parties' balances

The following balances were outstanding at the end of the reporting period:

	2025 HK\$'000	2024 HK\$'000
Amounts due from related companies (trade-nature)		
遵義實地房地產開發有限公司	3,776	3,287
天津金河灣置業有限公司	–	287
廣東譽豐地產發展有限公司	356	361
廣州豐實房地產開發有限公司	21	22
惠州市現代城房地產發展有限公司	1,326	1,206
重慶實地房地產開發有限公司	527	359
武漢平安中信置業有限公司	545	453
深圳富茅房地產開發有限公司	12	12
實地地產集團有限公司	8	8
無錫盈實房地產開發有限公司	685	–
三亞巨源旅業開發有限公司	326	331
太原和泰盛瑞置業有限公司	83	85

	2025 HK\$'000	2024 HK\$'000
廣東實地物業管理有限公司蘿崗分公司	2	—
周口實地房地產開發有限公司	53	153
天津實豐房地產開發有限公司	1,120	—
清遠實地房地產開發有限公司	138	236
泰州花博園房地產開發有限公司	835	—
重慶渝申地實業有限公司	191	276
佛山實地房地產開發有限公司	11	163
重慶實創趨勢房地產開發有限公司	—	33
株洲實地房地產開發有限公司	—	13
青島實昊星置業有限公司	607	453
廣州市杰星實業有限公司	—	136
安陽太富置業有限公司	337	342
	10,959	8,216
Balances with Guangzhou R&F Group		
– Included in trade receivables	15,203	8,939
– Included in contract assets	1,023	929
– Included in trade payables	—	36
Balances with 廣州富力鼎盛置業		
– Included in prepayments	—	—
– Included in trade payables	27	62
Balances with 廣東實地物業管理有限公司		
– Included in prepayments	—	46
– Included in trade payables	28	56
Balances with 泰州花博園房地產開發有限公司		
– Included in other payables	—	—
Balances with 青島實昊星置業有限公司		
– Included in other payables	—	—
Balances with 佛山實地房地產開發有限公司		
– Included in other payables	—	—

The Guangzhou R&F Group, 廣州富力鼎盛置業, 廣州富力興盛置業 and 廣州富力美好置業 are controlled, jointly controlled or significantly influenced by the close family member of the Group's controlling shareholder, Mr. Zhang. There are various credit terms granted to/from the related parties on mutually agreed basis.

(c) Compensation of key management personnel

The Directors considered that they are the only key management personnel of the Group for the periods ended 30 June 2025 and 2024.

The emoluments of the Directors are determined by the Board with reference to the performance of individuals and market trends.

(d) Loan from an immediate holding company

In 2019, the Company obtained a loan facility up to HK\$38,000,000 from its immediate holding company. The loan facility is unsecured, bearing interest at a fixed rate of 2% per annum and repayable in July 2021. In July 2021, the maturity date of the loan facility was extended to July 2023. In July 2023, the loan was repaid in full amount.

As at 30 June 2025, the outstanding loan principal amount was nil (31 December 2024: nil) and the Group had not undrawn facilities (31 December 2024: nil). The Group has not incurred interest expense for the Period (six months ended 30 June 2024: HK\$nil) and interest payable to its immediate holding company was nil as at 30 June 2024 (31 December 2024: HK\$nil).

The loan from an immediate holding company was carried at amortised cost using the effective interest method. The effective interest rate applied was 7.92% per annum.

(e) Loans from related companies

In December 2020, the Group obtained loan from 廣州普及房地產代理有限公司 with principal amount of RMB46,146,000 which is unsecured, interest free and repayable in December 2023. In December 2023, the maturity date of the loan facility was extended to December 2025. 廣州普及房地產代理有限公司 is beneficially owned by the Group's controlling shareholder, Mr. Zhang.

As at 30 June 2025, the outstanding loan principal amount was approximately HK\$14,957,000 (31 December 2023: HK\$14,957,000).

In December 2022, the Group obtained another loan from Skynova International Limited with principal amount of HK\$42,300,000 which is unsecured, interest free and contains a repayment on demand clause. Skynova International Limited is beneficially owned by the Group's controlling shareholder, Mr. Zhang.

During the Period, the Group had fully repaid the above mentioned loan. As at 30 June 2025, the outstanding loan principal amount was HK\$29,394,000 (31 December 2024: HK\$29,641,000).

(f) Loan from ultimate controlling party

At the fourth quarter of 2022 and first quarter of 2024, the Group obtained loan from ultimate controlling party, Mr. Zhang, with principal amount of HK\$100,500,000 and HK\$30,078,000 which was unsecured, interest free and repayable in November 2025.

As at 30 June 2025, the outstanding loan principal amount was approximately HK\$18,193,000 (31 December 2024: HK\$126,294,000). The Group has incurred interest expense of approximately HK\$3,193,000 for the Period (six months ended 30 June 2024: HK\$4,424,000).

The loan from ultimate controlling party was carried at amortised cost using the effective interest method. The effective interest rate applied was 9.43% per annum.

15. CONTINGENT LIABILITIES

As at 30 June 2025, the Group had no material contingent liabilities (31 December 2024: nil).

16. APPROVAL OF UNAUDITED CONDENSED CONSOLIDATED FINANCIAL RESULTS

The unaudited condensed consolidated financial results were approved and authorised for issue by the Board on 27 August 2025.

17. EVENTS AFTER THE REPORTING PERIOD

Subsequent to 30 June 2025, there was no significant event that took place after the Period and up to the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

(i) **Broadband infrastructure and smart domain business**

Guangzhou Weaving, the wholly-owned subsidiary of the Group, is principally engaged in broadband infrastructure construction and the provision of integrated solution for smart domain application (including smart home, smart campus and smart communities) in the PRC. Its smart domain solution includes hardware for security and identification purposes, software for residence management, energy saving and community services.

Since the Chinese real estate industry has been affected by global macroeconomic controls, liquidity in the industry has severely contracted and led to extended completion periods for ongoing construction projects. Developers have generally adopted a prudent approach to capital expenditure for any new land reserves and development projects, which in turn has significantly impacted the Group's business in the real estate sector.

In light of this market environment, the Group has implemented a more cautious and conservative strategy in cost management and new project investments, with resources focused on projects with stronger profitability and healthier cash flow to optimize its product portfolio.

Moreover, certain policies implemented by the Chinese government have also posed challenges for the Group. The "speeding up and reducing fees" policy (提速降費政策) continues to exert downward pressure on the profitability of the broadband infrastructure industry. Although commission income from telecom operators for broadband promotion remained relatively stable during the Period, there is still uncertainty regarding the long-term expansion capacity of broadband infrastructure.

As the market environment evolves, Guangzhou Weaving has integrated its internal resources to develop its smart product sales business and successfully entered overseas markets, bringing a new growth trajectory for the Group.

(ii) Semiconductor business

In recent years, the rapid development of global high-tech fields such as 5G networks, artificial intelligence, the Internet of Things, cloud computing, and big data processing has continuously generated strong demand for high-performance, low-power semiconductor products. This trend provides new growth momentum for the global semiconductor industry.

The semiconductor industry value chain encompasses key stages including integrated circuit (IC) design, wafer manufacturing, and packaging testing. The Group's core business focuses on the packaging testing of discrete devices and the manufacturing of proprietary products, supplemented by the trade of third-party semiconductor products, offering customers complete solutions.

Currently, the semiconductor industry exhibits a significant polarization: in the IC design and wafer manufacturing stages, technological barriers create oligopolistic monopolies; while in the discrete device packaging and testing sector, there is a competitive landscape where international giants coexist with regional companies. As a specialized packaging and testing service provider, the Group faces increasingly intense competition in its niche market.

Since from the post-COVID recovery in 2023, global inflation and monetary tightening policies have severely suppressed demand in the consumer electronics market. Traditional consumer electronics products such as smartphones and PCs briefly warmed up before slipping back into sluggishness, resulting in a cliff-like drop in demand for the Group's industry chain and ongoing declines in product prices. Given the continued expansion of business losses, management decisively suspended relevant production lines in order to curb the spread of losses. Consequently, during the Period, revenue from semiconductor manufacturing and trading plummeted by 99.0% year-on-year.

The exacerbation of global trade frictions, combined with geopolitical risks, adds further uncertainty to the industry's recovery prospects. Weak end-market demand has led customers to significantly reduce orders, and continued declines in product prices present substantial challenges for restarting operations in this business segment. The Board has been carefully assessing the strategic value of this business line and will continue to review its status and development in order to ensure the overall financial health of the Group.

(iii) **Strategic investments business**

The Group believes that technological innovation is an important engine for future economic development, and it can also drive the emerging applications in the smart living sector. The Group aims to leverage its advantages in the field of smart technology to capture investment opportunities and actively diversify the investments in the field of innovative technologies, in order to create greater value for the Shareholders.

The Group has been making investments in listed equity securities during the Period.

Cryptocurrencies

On 31 October 2022, the Hong Kong Government issued the Policy Statement on the Development of Virtual Assets in Hong Kong, recognizing the potential of distributed ledger technologies and Web 3.0 as future trends in finance and commerce. The Hong Kong Government is committed to creating a facilitating environment for the sustainable development of the virtual asset sector through the calibration of a legal and regulatory framework.

The Group aligns with the Hong Kong Government's views on the development of virtual assets in the region and the Group aims to leverage its strengths in smart technology to identify diversification opportunities and timely capture the new prospects offered by blockchain and Web 3.0. As a result, the Board has been exploring opportunities to purchase cryptocurrencies as a preparatory step to diversify investments in innovative technologies.

During the Period, the Group did not hold any cryptocurrency.

However, the Group maintains a positive outlook on the future of virtual assets, particularly in the realms of Web 3.0 and the metaverse. The Group will work to enhance and diversify its investment portfolio and will consider increasing investments in cryptocurrencies when appropriate.

Listed equity securities

The Group's listed equity securities and options investments mainly include leading technology companies and high-quality large-enterprise groups listed in the United States, Mainland China and Hong Kong.

During the Period, the Group purchased listed equity securities and options at a total acquisition cost of approximately HK\$106.9 million and sold listed equity securities with a total carrying amount of approximately HK\$91.1 million. The net proceeds from the disposals amounted to approximately HK\$100.6 million, resulting in a net realised gain of approximately HK\$9.5 million, which was recorded in the consolidated statement of profit or loss and other comprehensive income under the fair value changes of financial assets at fair value through profit or loss ("FVTPL").

As at 30 June 2025, the Group measured its listed equity securities and options at fair value based on the closing prices quoted in active markets. The Group recognised the unrealised loss of approximately HK\$9.0 million arising on the changes in fair value of financial assets at FVTPL.

The Group will closely monitor and assess the performance of these investments and make timely and appropriate adjustments on the investment portfolio to enhance the returns for the Group and realise the investments as and when appropriate.

FINANCIAL REVIEW

Revenue

The Group recorded revenue of approximately HK\$52.6 million during the Period, as compared to the revenue of approximately HK\$83.1 million for the six months ended 30 June 2024. The decrease in revenue was approximately HK\$30.4 million or 36.6% when compared to the corresponding period of the previous financial year. It was primarily attributable to the decrease in the revenue of semiconductor business.

In the semiconductor business, the market for traditional consumer electronics products, such as smartphones and personal computers, has continued to be sluggish after a period of strong economic growth. This decline is primarily due to concerns over high inflation and elevated interest rates, which have severely impacted the performance of the manufacturing and trading segments. In light of the ongoing expansion of business losses, the Board resolved to suspend certain relevant production lines temporarily in order to curb further losses, resulting in a 99% drop in revenue for the semiconductor business during the Period. As a result, the total revenue from the semiconductor business for the Period amounted to approximately HK\$0.7 million, representing a decrease of approximately HK\$56.7 million or 98.8%, as compared to the total revenue of approximately HK\$57.4 million for the six months ended 30 June 2024.

During the Period, the Group recorded nil revenue from sales of its self-manufactured semiconductors, representing a decrease of approximately HK\$34.6 million or 100% as compared to that of approximately HK\$34.6 million for the six months ended 30 June 2024.

The Group's trading of semiconductors primarily complements sales of self-manufactured semiconductors when providing integrated solution services to its customers. During the Period, the Group's revenue derived from its trading of semiconductors amounted to approximately HK\$0.7 million, representing a decrease of approximately HK\$22.2 million or 96.9% as compared to that of approximately HK\$22.9 million for the six months ended 30 June 2024.

On the other hand, the revenue of broadband infrastructure and smart domain segment contributed by Guangzhou Weaving Group amounted to approximately HK\$51.9 million during the Period, compared to the revenue of approximately HK\$25.7 million for the six months ended 30 June 2024. The increase of approximately HK\$26.2 million in revenue or 102.3% was mainly because there were more projects for smart domain solution during the Period.

Gross Profit and Gross Profit Margin

The Group's gross profit amounted to approximately HK\$9.4 million for the Period, representing a decrease of approximately HK\$1.5 million or 13.8% from approximately HK\$10.9 million for the six months ended 30 June 2024. It was mainly attributable to the decrease in revenue and gross profit margin of the semiconductors business.

The Group's overall gross profit margin for the Period was approximately 17.9%, representing an increase of approximately 4.7 percentage points, as compared with gross profit margin of approximately 13.2% for the six months ended 30 June 2024.

For semiconductor business, the Group recorded gross profit of approximately HK\$0.1 million during the Period, as compared to the gross profit of approximately HK\$0.8 million for the six months ended 30 June 2024. The decrease in gross profit was approximately HK\$0.7 million or 87.5% when compared to the corresponding period of the previous financial year. The Group's gross profit margin of the semiconductor business also exhibited an increase of approximately 7.9 percentage point, from approximately 1.4% for the six months ended 30 June 2024 to approximately 9.3% for the Period. The decrease in gross profit and the increase in gross profit margin were primarily due to the different types and volumes of self-manufactured and trading products sold by the Group to customers (which have varying gross profit margins), and management implemented a suspension of operations in the semiconductor industry earlier this year.

Meanwhile, Guangzhou Weaving Group contributed gross profit of approximately HK\$9.4 million for the Period, representing parallel to approximately HK\$10.1 million for the six months ended 30 June 2024. The gross profit margin of Guangzhou Weaving Group was recorded at approximately 18.0% and 41.0% respectively for the Period and for the six months ended 30 June 2024. The decrease in gross profit margin was mainly due to increase in smart domain solution services, which had a comparatively lower higher gross margin in this segment.

Changes in fair value of financial assets at FVTPL

As discussed above, the Group recorded net realised gain of approximately HK\$9.5 million arising from the disposals of part of listed equity securities and fair value loss of approximately HK\$9.0 million on the listed equity securities and options held as at 30 June 2025. The aggregate amount of approximately HK\$0.5 million was recognised in other gains in the consolidated statement of profit or loss and other comprehensive income.

Selling and Distribution Costs

The Group's selling and distribution costs for the Period was approximately HK\$2.3 million, representing a decrease of approximately HK\$1.5 million or 39.5% from approximately HK\$3.8 million for the six months ended 30 June 2024. The amount mainly represented the selling and distribution costs of semiconductors business and such decrease was primarily attributable to the decrease in commission expenses to third-party agent, which was in line with the decrease of the Group's sales to customers of semiconductors by third-party agent referrals.

Administrative Expenses

Administrative expenses mainly included staff costs, Directors' remunerations, legal and professional fees, depreciations, research and development expenditures, insurance expenses, office expenses, rental expenses, travelling expenses, entertainment expenses and other miscellaneous operating expenses.

The Group's administrative expenses for the Period was approximately HK\$26.7 million, increased by approximately HK\$2.1 million or 8.5%, as compared to that of approximately HK\$24.6 million for the six months ended 30 June 2024. The increase was mainly due to the increase of staff termination costs of the Group for the Period.

Income Tax Expenses

The Group's income tax expenses for the Period were approximately HK\$1.1 million, as compared to income tax expenses of approximately HK\$0.5 million for the six months ended 30 June 2024. Such amount of income tax expenses for the six months ended 30 June 2025 and 2024 were primarily attributable to the deferred tax impact arising from the disposal of plant and equipment.

Profit/(Loss) for the Period

As a result of the foregoing, the Group's net loss for the Period was approximately HK\$17.2 million, representing a decrease of approximately HK\$17.9 million when compared to the net gain of approximately HK\$0.7 million for the six months ended 30 June 2024.

LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Period, the operations of the Group were primarily funded by internally generated cash flows.

The Group's outstanding capital commitments as at 30 June 2025 amounted to approximately HK\$3.0 million (31 December 2024: HK\$3.9 million). Such commitments primarily related to the broadband infrastructure construction and purchase of equipment and machinery to meet the demand of the market and quality control improvements in the production plant. Such outstanding commitments are expected to be funded by the Group's internally generated funds.

As at 30 June 2025, the Group had no outstanding bank borrowing (31 December 2024: nil).

Please refer to note 12 to the unaudited condensed consolidated financial results in this announcement for the ageing analysis in respect of the trade payables of the Group as at 30 June 2025 and 31 December 2024.

The Group's gearing ratio as at 30 June 2025 and 31 December 2024, which was calculated by dividing its total bank borrowings by its total equity, were both nil, due to no outstanding bank borrowings at 30 June 2025 and 31 December 2024.

The Group adopts conservative treasury policies in cash and financial management. To achieve better risk control and minimise the cost of funds, the Group's treasury activities are centralised with all bank deposits denominated either in HK\$, US\$ or RMB. The Group's liquidity and financing requirements are reviewed regularly. The Group will continue to maintain a prudent capital structure when considering financing for new investments.

CHARGES ON GROUP ASSETS

As at 30 June 2025, the Group did not have any pledged assets (31 December 2024: nil).

SIGNIFICANT INVESTMENTS/MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in the paragraph headed "Listed equity securities" in the section headed "Management Discussion and Analysis – Business Review – (iii) Strategic investments business" of this announcement, the Group did not make any significant investments or material acquisitions and disposals of subsidiaries during the Period.

CONTINGENT LIABILITIES

As at 30 June 2025, the Group did not have any significant contingent liabilities (31 December 2024: nil).

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group is exposed to foreign currency risks as several of its subsidiaries have foreign currency sales and purchases. For the six months ended 30 June 2025 and 2024, approximately 23.5% and 21.2%, respectively, of the Group's sales were denominated in currencies other than the functional currency of the relevant group entities making the sales, and approximately 2.1% and 2.3%, respectively, of purchases were not denominated in the relevant group entities' functional currency.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities as at 30 June 2025 and 31 December 2024 are as follows:

	Assets		Liabilities	
	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
United States dollars ("US\$")	52,029	83,289	710	610
Renminbi ("RMB")	613	24	0	7
Total:	52,642	83,313	710	617

The Group currently does not have a foreign currency hedging policy. However, the Directors continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

HUMAN RESOURCES

As at 30 June 2025, the Group had a workforce of 67 full-time employees (including one executive Director but excluding three independent non-executive Directors) of whom approximately 96.7% were employed in the PRC and approximately 3.3% in Hong Kong. The Group's staff costs (including Directors' emoluments) for the six months ended 30 June 2025 and 2024 amounted to approximately HK\$15.1 million and HK\$22.3 million, respectively. The Group's employees in Hong Kong are required to participate in the Mandatory Provident Fund scheme under which it is required to contribute a fixed percentage of the employees' payroll costs (up to a maximum of HK\$1,500 per month) to the scheme. For the Group's employees in the PRC, the Group makes contributions to various government sponsored employee benefit funds, including housing provident fund, basic pension insurance fund, basic medical insurance, unemployment insurance, maternity insurance and work-related injury insurance funds in accordance with applicable PRC laws and regulations.

The Group generally recruits employees from the open market. It actively pursues a strategy to recruit, develop and retain talented employees by (i) providing them with training programs on a regular basis to keep them abreast of their knowledge in the products it distributes, technology development and market conditions of the electronics industry, broadband infrastructure industry and smart domain industry; (ii) aligning employees' compensation and incentives with their performance; and (iii) providing them with a clear career path with opportunities for additional responsibilities and promotions.

RESERVES

Movements in the reserves of the Group for the Period are set out in the unaudited condensed consolidated statement of changes in equity set out above.

DIVIDENDS

The Board does not recommend the payment of any interim dividend for the Period (30 June 2024: nil).

BUSINESS PROSPECT

In the coming year, the global economic environment is expected to remain unpredictable, and the Group's semiconductor business will continue to face challenges. Ongoing trade tensions between the U.S. and China, along with geopolitical conflicts worldwide, are affecting the global semiconductor supply chain and market. Concerns over high inflation and interest rate hikes will further suppress growth momentum in the consumer market. The replacement cycle for consumer electronics products, such as smartphones and personal computers, is generally lengthening, and it remains unclear when the consumer market will regain its growth momentum. As a result, the Group's semiconductor customers are adopting a cautious approach when placing new orders. Consequently, the Group is taking a prudent stance on this segment of the business, and management may suspend operations in response to market conditions to minimize further losses, reallocating resources to the smart product trading business while continuing to seek opportunities for technological innovation.

On another front, China's "14th Five-Year Plan" has elevated innovation and technological development to a core national priority and strategic pillar for economic growth. It is anticipated that 5G networks, artificial intelligence, the Internet of Things, cloud computing, and big data processing will continue to receive strong supports from the Chinese government. The Group believes that widespread technological innovations will drive new applications in the smart living sector, which will also benefit from a stable and healthy real estate market following deleveraging policy reforms. In light of these, the Group aims to seize the rapidly growing demands for technological applications in the smart living field.

Looking ahead, Guangzhou Weaving aims to become an integrator of smart venue solutions and successfully expand its smart product offerings into overseas markets, believing that this business will bring new growth momentum to the Group. The Group will continue to seek acquisition targets, primarily focusing on smart living-related technologies that could create potential business synergies with Guangzhou Weaving, as well as electronic components in the fields of artificial intelligence and the Internet of Things.

The Group will also explore alternate acquisition targets such as high-potential growth companies with leading technologies. Additionally, the Group will continue to monitor market and industry development trends, actively capturing investment opportunities arising from technological innovation, and will consider diversifying investments in innovative technologies and Web 3.0 to promote technological advancement and create greater value for Shareholders.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2025, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange, pursuant to the Model Code were as follows:

Long positions in the Shares

Name of Director	Nature of interest	Number of ordinary shares held (Note 1)	Approximate shareholding percentage in the issued share capital of the Company (%)
Mr. Zhang Liang Johnson	Interest in a controlled corporation (Note 2)	599,658,000 Shares (L)	74.96

Notes:

- (1) The letter "L" denotes the person's long position in such Shares.
- (2) Mr. Zhang Liang Johnson, an executive Director, was interested in 599,658,000 Shares, representing approximately 74.96% of the Company's issued share capital as at 30 June 2025, through Yoho Bravo Limited which is wholly-owned by him.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30 June 2025, the interests and short positions of substantial Shareholders and other persons (other than Directors or chief executive of the Company) in the Shares or the underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in the Shares

Name of Director	Nature of interest	Number of ordinary shares held (Note 1)	Approximate shareholding percentage in the issued share capital of the Company (%)
Yoho Bravo Limited (Note 2)	Beneficial interest	599,658,000 Shares (L)	74.96

Notes:

- (1) The letter “L” denotes the person’s long position in such Shares.
- (2) Mr. Zhang Liang Johnson, an executive Director, was interested in 599,658,000 Shares, representing approximately 74.96% of the Company’s issued share capital as at 30 June 2025, through Yoho Bravo Limited which is wholly-owned by him.

Save as disclosed above, as at 30 June 2025, the Company had not been notified by any person (other than Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

LIST OF DIRECTORS

As at the date of this report, the Board comprises the following Directors:

Executive Director

Mr. Zhang Liang Johnson (*Chairman*)

Independent Non-Executive Directors

Mr. Xu Liang

Mr. Chen Johnson Xi

Ms. Zhang Yibo

CHANGES IN INFORMATION OF DIRECTORS

There is no information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules during the Period.

CODE OF CONDUCT REGARDING DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Appendix C3 of the Listing Rules. Upon specific enquiry made with all the Directors, the Company was not aware of any non-compliance with the Model Code during the Period regarding securities transactions by Directors.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company (not being a contract of service with any Director or any person engaged in the full-time employment of the Company) was entered into or was subsisting during the Period.

COMPETING INTERESTS

None of the Directors or controlling shareholders of the Company and their respective close associates (as defined in the Listing Rules) has any interest in a business which competed or might compete with the business of the Group or has any other conflict of interests with the Group during the Period.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continued growth of the Group and for safeguarding and maximising Shareholders' interests.

Pursuant to code provision C.2.1 of the CG Code, the roles of the chairman and the chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. Mr. Zhang Liang Johnson was the chairman of the Board ("Chairman") while the post of the chief executive officer of the Company (the "CEO") has been vacant since 1 February 2021.

The executive Directors and the senior management have been delegated with the authority and responsibility by the Board for the day-to-day operations, business strategies and management of the Group. After evaluation of the current situation of the Company and considering of the board composition, the Board is of the opinion that it is appropriate and in the best interests of the Company at the present stage for such arrangement as it helps to maintain the continuity of the policies and the stability of the operations of the Company. The Board will continue to review the effectiveness of the Company's structure as business continues to grow and develop in order to assess whether any changes, including the appointment of the CEO, is necessary.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 23 September 2015 whose terms are consistent with the provisions under Chapter 17 of the Listing Rules (the “Scheme”).

The Scheme is valid and effective for a period of 10 years from 9 October 2015 and its purpose is to reward eligible participants who have contributed or will contribute to the Group and to encourage eligible participants to work towards enhancing the value of the Company and its Shares for the benefits of the Company and its Shareholders as a whole, and to maintain or attract business relationships with participants whose contributions are or may be beneficial to the growth of the Group.

Eligible participants of the Scheme include (i) any Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and employees of any member of the Group; and (ii) any advisers, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group, whom the Board considers, in its sole discretion, to have contributed or will contribute to the Group.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 30 June 2025 and up to the date of this report.

As at 1 January 2025 and 30 June 2025, the number of share options available for grant or issue under the Scheme were nil.

AUDIT COMMITTEE

The Company established an audit committee on 23 September 2015 with written terms of reference in compliance with the Listing Rules.

The primary duties of the audit committee of the Company are mainly to make recommendation to the Board on the appointment, re-appointment and removal of external auditor, monitor the integrity of the financial statements, annual reports and interim reports, review significant financial reporting judgements contained therein, and oversee financial reporting system, risk management and internal control systems of the Group. The audit committee of the Company consists of three members, namely Mr. Xu Liang, Mr. Chen Johnson Xi and Ms. Zhang Yibo, all being independent non-executive Directors. Mr. Xu Liang, who has appropriate professional qualifications and experience in accounting matters, is the chairperson of the audit committee.

The audit committee of the Company has reviewed this announcement and the Group's unaudited condensed consolidated financial results for the Period and is of the opinion that the preparation of such results complied with the applicable accounting standards and that adequate disclosure has been made in respect thereof.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities (including sale of treasury shares (within the meaning of the Listing Rules)) of the Company during the Period.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

"Board"	the board of Directors
"CG Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	Brainhole Technology Limited 腦洞科技有限公司, a company incorporated as an exempted company with limited liability in the Cayman Islands
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Guangzhou Weaving"	廣州織網通訊科技有限公司 (Guangzhou Weaving Communications Telecommunications Technology Limited*), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
"Guangzhou Weaving Group"	Guangzhou Weaving and its subsidiary
"HKFRS(s)"	Hong Kong Financial Reporting Standards issued by the HKICPA
"HKICPA"	Hong Kong Institute of Certified Public Accountants
"HK\$" or "HK dollar(s)" and "HK cents"	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and/or otherwise modified from time to time as the context may require

"Model Code"	a code of conduct adopted by the Company regarding securities transactions by Directors and employees of the Group on terms no less exacting than the required standard of dealings set out in Appendix C3 to the Listing Rules
"Period"	for the six months ended 30 June 2025
"PRC"	the People's Republic of China, save that, for the purpose of this announcement and unless the context otherwise requires, references in this announcement do not include Hong Kong, Macau Special Administrative Region of the People's Republic of China and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK\$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US\$"	United States dollars, the lawful currency of the United States
"%"	per cent.

* The English translation of the company name is for reference only. The official name of this company is in Chinese.

By order of the Board
Brainhole Technology Limited
Zhang Liang Johnson
Chairman and executive Director

Hong Kong, 27 August 2025