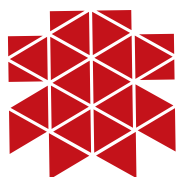


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CHINA WOOD  
**中木國際**

**CHINA WOOD INTERNATIONAL HOLDING CO., LIMITED**

**中木國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1822)**

**ANNUAL RESULTS ANNOUNCEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2024**

**FINANCIAL HIGHLIGHTS**

- The Group recorded a revenue of approximately HK\$356.4 million for the year ended 31 December 2024 (2023 (restated): approximately HK\$312.1 million).
- The Group's net profit attributable to owners of the Company for the year ended 31 December 2024 amounted to approximately HK\$63.8 million (2023: approximately HK\$1,200.8 million).
- The Board does not recommend the payment of any final dividend for the year ended 31 December 2024 (2023: HK\$Nil).

The board (the “**Board**”) of directors (the “**Directors**”) of China Wood International Holding Co., Limited (the “**Company**”) hereby announce the consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2024, together with the comparative audited figures for the year ended 31 December 2023.

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME**

*For the year ended 31 December 2024*

	<i>Notes</i>	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)
<b>Continuing operations</b>			
<b>Revenue</b>	5	<b>356,374</b>	312,085
Cost of sales		<u>(327,145)</u>	<u>(275,082)</u>
<b>Gross profit</b>		<b>29,229</b>	37,003
Other income and losses, net	6	<b>23</b>	1
Allowances for expected credit losses ("ECLs") on trade and other receivables, net		<b>(3,484)</b>	(2,543)
Selling and distribution expenses		<b>(1,142)</b>	(864)
Administrative expenses		<u>(24,991)</u>	<u>(25,301)</u>
<b>(Loss)/profit from operations</b>		<b>(365)</b>	8,296
Gain on the Scheme	7	–	1,273,377
Finance costs	8	<b>(926)</b>	<u>(68,315)</u>
<b>(Loss)/profit before tax</b>	9	<b>(1,291)</b>	1,213,358
Income tax expense	10	<b>(3,553)</b>	<u>(4,844)</u>
<b>(Loss)/profit for the year from continuing operations</b>		<b>(4,844)</b>	1,208,514
<b>Discontinued operations</b>			
Profit/(loss) for the year from discontinued operations	11	<b>68,625</b>	<u>(7,711)</u>
<b>Profit for the year</b>		<b>63,781</b>	<u>1,200,803</u>
<b>Other comprehensive income/(loss), net of tax</b>			
<i>Items that may be subsequently reclassified to profit or loss</i>			
Exchange difference arising on translation of foreign operations		<b>2,300</b>	325
Release of exchange difference upon the disposal of Excluded Companies		–	(7,610)
Release of exchange difference upon the disposal of the Disposal Group		<b>(379)</b>	–
<b>Other comprehensive income/(loss) for the year, net of tax</b>		<b>1,921</b>	<u>(7,285)</u>
<b>Total comprehensive income for the year</b>		<b>65,702</b>	<u>1,193,518</u>

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME** *(Continued)*

*For the year ended 31 December 2024*

	<i>Notes</i>	<b>2024</b> <b>HK\$'000</b>	2023 <i>HK\$'000</i> (Restated)
<b>Profit for the year attributable to:</b>			
Owners of the Company		<u>63,781</u>	<u>1,200,803</u>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the Company		<u>65,702</u>	<u>1,193,518</u>
<b>Earnings per share from continuing and discontinued operations attributable to owners of the Company:</b>			
Basic (HK cents)	<i>12</i>	<u>17.62</u>	<u>662.29</u>
Diluted (HK cents)		<u>N/A</u>	<u>N/A</u>
<b>(Loss)/earnings per share from continuing operations attributable to owners of the Company:</b>			
Basic (HK cents)		<u>(1.34)</u>	<u>666.54</u>
Diluted (HK cents)		<u>N/A</u>	<u>N/A</u>
<b>Earnings/(loss) per share from discontinued operations attributable to owners of the Company:</b>			
Basic (HK cents)		<u>18.96</u>	<u>(4.25)</u>
Diluted (HK cents)		<u>N/A</u>	<u>N/A</u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2024

	<i>Notes</i>	<b>2024</b> <i>HK\$'000</i>	2023 <i>HK\$'000</i>
<b>Non-current assets</b>			
Property, plant and equipment		<b>73</b>	9,683
Right-of-use assets		<b>8,482</b>	13,320
Goodwill		–	–
Intangible assets		–	9,207
		<u><b>8,555</b></u>	<u>32,210</u>
<b>Current assets</b>			
Inventories		<b>1,173</b>	1,920
Trade receivables	<i>13</i>	<b>1,653</b>	5,357
Prepayments, deposits and other receivables	<i>14</i>	<b>54,613</b>	85,289
Cash and bank balances		<b>706</b>	3,522
		<u><b>58,145</b></u>	<u>96,088</u>
<b>Current liabilities</b>			
Trade payables	<i>15</i>	<b>2,763</b>	2,960
Other payables and accruals		<b>14,888</b>	136,721
Bank and other borrowings		–	14,120
Lease liabilities		<b>4,803</b>	4,652
Tax payables		<b>989</b>	1,831
		<u><b>23,443</b></u>	<u>160,284</u>
Net current assets/(liabilities)		<u><b>34,702</b></u>	<u>(64,196)</u>
Total assets less current liabilities		<u><b>43,257</b></u>	<u>(31,986)</u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION** *(Continued)**At 31 December 2024*

	<i>Notes</i>	<b>2024</b> <b>HK\$'000</b>	2023 <i>HK\$'000</i>
<b>Non-current liabilities</b>			
Lease liabilities		<b>4,022</b>	8,849
Deferred tax liabilities		<u>–</u>	<u>876</u>
		<b>4,022</b>	9,725
<b>NET ASSETS/(LIABILITIES)</b>		<b><u>39,235</u></b>	<b><u>(41,711)</u></b>
<b>Capital and reserves</b>			
Equity attributable to owners of the Company			
Share capital	<i>16</i>	<b>41,122</b>	34,273
Reserves		<b><u>(1,887)</u></b>	<u>(75,984)</u>
<b>TOTAL EQUITY/ (CAPITAL DEFICIENCIES)</b>		<b><u>39,235</u></b>	<b><u>(41,711)</u></b>

## NOTES

### 1. CORPORATE INFORMATION

#### (a) General information

China Wood International Holding Co., Limited (the “**Company**”) was incorporated in the Cayman Islands with limited liability. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company’s principal place of business in Hong Kong is 11th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company and the Group is principally engaged in (i) wood-related business, including the processing and distribution of furniture wood, and the manufacturing and sales of antique-style wood furniture and other wooden products; (ii) food and beverage business in the People’s Republic of China (“**PRC**”); and (iii) car rental business in the PRC. As disclosed in note 4 and note 11 of this annual results announcement, following the disposal of the car rental business segment in October 2024 by the Group, the car rental business segment has been accounted for as discontinued operations for the year ended 31 December 2024.

As at 31 December 2024, the directors of the Company are of the opinion that Right Momentum Group Limited (“**Right Momentum**”), a company incorporated in the British Virgin Islands (“**BVI**”), is the immediate and ultimate holding company of the Company; Mr. Lyu NingJiang (“**Mr. Lyu**”), the shareholder of Right Momentum, is the ultimate controlling party of the Company.

#### (b) Financial restructuring from 2021 to 2023

##### (1) *Appointment of the Joint Provisional Liquidators for restructuring purpose in the Cayman Islands*

Having explored different options to restructure the debts of the Company, the board (the “**Board**”) of directors (the “**Directors**”) of the Company decided to implement a management led restructuring under a court-supervised provisional liquidation regime pursuant to the laws of the Cayman Islands, commonly known as a “light touch” provisional liquidation, which provides a statutory moratorium prohibiting the commencement or continuance of any proceedings against the Company without the leave of the Grand Court of the Cayman Islands (the “**Cayman Court**”) in the Cayman Islands.

Accordingly, in order to facilitate the Company’s financial restructuring, a winding up petition together with an application for the appointment (the “**JPL Application**”) of joint and several provisional liquidators (the “**JPLs**”) of the Company (for restructuring purposes) on a light touch approach for restructuring purposes was presented and filed with the Cayman Court by the Company.

The JPL Application was heard before the Cayman Court on 2 February 2021 (Cayman Islands time). The Cayman Court made the orders as sought by the Company under the JPL Application, inter alia, Osman Mohammed Arab and Lai Wing Lun of RSM Corporate Advisory (Hong Kong) Limited, and Martin Nicholas John Trott of R&H Restructuring (Cayman) Ltd., were appointed as JPLs of the Company on a light touch approach for restructuring purpose. Please refer to the announcements of the Company dated 2 February 2021 and 5 February 2021 for details.

On 28 January 2022, the Company's solicitors has taken out an ex-parte originating summons with the High Court of the Hong Kong Special Administrative Region (the "**Hong Kong Court**") for the hearing on 8 February 2022 of an application by the Company for an order to convene a meeting of the creditors (the "**Scheme Meeting**") of the Company to consider and, if thought fit, approve, with or without modification, a scheme of arrangement (the "**Scheme**") proposed by the Company, pursuant to section 670 of the Hong Kong Companies Ordinance (Cap. 622). By an order of the Hong Kong Court, the Scheme Meeting was convened on 11 March 2022.

(2) *Capital Reorganisation, the Investor's Subscription and the Scheme*

On 16 February 2022 (after trading hours), the Company, the JPLs, the Investor and Mr. Lyu entered into the conditional Restructuring Agreement, pursuant to which the Company will carry out the Restructuring Transactions involving (i) the Capital Reorganisation; (ii) the Investor's Subscription; and (iii) the Scheme. Please refer to the announcement of the Company dated 10 March 2022 for details of the Restructuring Agreement and the Restructuring Transactions.

At the Scheme Meeting convened and held on 11 March 2022, the Scheme was approved by the requisite statutory majorities of the creditors. The sealed sanction order was delivered to the Registrar of Companies in Hong Kong on 26 April 2022.

As announced by the Company on 10 March 2022 in relation to the Restructuring Transactions and the Whitewash Waiver dated 5 August 2022, a Funding Agreement dated 31 December 2020 was entered into between the Company as the borrower and the Investor as the lender to provide the funding for the Company to continue and further develop its business. On 17 October 2022, the Funding Agreement, was sanctioned by the Cayman Court.

All the proposed resolutions in relation to the Capital Reorganisation, the Investor's Subscription, the Scheme, and the Whitewash Waiver were duly passed by the shareholders of the Company (the "**Shareholders**") or the independent shareholders of the Company ("**Independent Shareholders**") (as the case may be) at the extraordinary general meeting held on 30 August 2022, and the Executive Director of the Corporate Department of SFC has granted the Whitewash Waiver on 22 August 2022. Please refer to the circular of the Company dated 5 August 2022 and the announcement of the Company dated 30 August 2022 for details.

The Company announced on 16 May 2023 that with all the conditions precedent for the Capital Reorganisation having been fulfilled (including (i) granting of the order from the Cayman Court confirming the Capital Reduction dated 14 April 2023; (ii) due registration of the copy of the order of the Cayman Court and the minute approved by the Cayman Court by the Registrar of Companies in the Cayman Islands dated 1 May 2023; and (iii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the New Shares dated 16 May 2023), the Capital Reorganisation became effective on 17 May 2023.

Immediately following the effective implementation of the Capital Reorganisation, the authorised share capital of the Company of HK\$200,000,000 was divided into 20,000,000,000 New Shares of HK\$0.01 each and the issued and fully paid-up capital of the Company is HK\$3,425,728.57 divided into 342,572,857 New Shares of HK\$0.01 each.

Pursuant to the terms of the Restructuring Agreement in relation to the Investor's Subscription, the Investor conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, 2,260,980,856 New Shares at the issue price of HK\$0.044 per New Share.

With all the conditions precedent for the Investor's Subscription having fulfilled (including: (i) the Capital Reorganisation having become effective; (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Investor's Subscription Shares dated 16 May 2023; and (iii) the Scheme having become unconditional (see below)), the Investor's Subscription became unconditional.

The Scheme is legally binding on the Company and its Creditors and it involves: (i) the Cash Bonus; (ii) the Scheme Shares Issue; and (iii) the Disposal.

With all the conditions precedent for the Scheme having fulfilled (including: (i) the Capital Reorganisation having become effective; (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Scheme Shares dated 16 May 2023; and (iii) the Investor's Subscription having become unconditional (see above)), the Scheme became unconditional.

(i) Cash Bonus

Under the Scheme and subject to the terms thereof, HK\$50 million of the total proceeds from the Investor's Subscription was utilised for distribution to the Creditors with Admitted Claims on a pro-rata basis for their Admitted Claim.



(ii) Scheme Shares Issue

Under the Scheme, the Company allotted and issued the Scheme Shares to the Creditors to compromise, discharge and/or settle the debts owing by the Company to the Creditors in full. After the adjudication for the Admitted Claims was completed, the Company allotted and issued, 823,739,687 New Shares where the Creditors would receive 1 New Share for every HK\$1.80 in the amount of the Admitted Claims due to them by the Company for settlement of the debts of the Creditors in accordance with the terms of the Scheme, and upon which all the debts of the Creditors were discharged and extinguished and the Creditors were not allowed to make any claim against the Company in respect of their debts.

(iii) Disposal

Under the Scheme, the Excluded Companies of the Group were disposed of to the Scheme Company. As a result, all the account receivables and the debts of the Group at the level of the Excluded Companies were handled by the Scheme Administrator(s) who would recover the Transferred Claims and would realise the assets of the Excluded Companies for the benefit of the Creditors subject to the Excluded Companies' own liabilities, or would dispose of the Excluded Companies for the benefit of the Creditors.

The Company announced on 16 June 2023 that based on the projection by the Board, the Company would become solvent upon completion of the Capital Reorganisation, the Investor's Subscription and the Scheme. In light of the above, the Company no longer faced an imminent liquidity risk. Therefore, given the successful debt restructuring, it is no longer necessary for the Company to remain in provisional liquidation (with the Petition pending) and for the JPLs to remain in their office. Accordingly, the Company, with the support of the JPLs, made an application to the Cayman Court for withdrawal of the Petition and discharge of the appointment of the JPLs. On 14 June 2023 (Cayman Islands time), the Cayman Court granted an order to approve the application and the JPLs were discharged and the Company exited the provisional liquidation (for restructuring purposes) on the same date.

The Company announced on 11 July 2023 that (i) pursuant to the Restructuring Agreement, completion of the Investor's Subscription took place on 11 July 2023, pursuant to which 2,260,980,856 New Shares were allotted and issued to the Investor at the issue price of HK\$0.044 per New Share; and (ii) pursuant to the Scheme, 823,739,687 New Shares were allotted and issued to China Wood Scheme Limited holding for and on behalf of the Creditors, credited as fully paid, for further distribution to the Creditors on the basis of 1 New Share for every HK\$1.80 in the amount of Admitted Claims from the Creditors in accordance with the terms of the Scheme.

## 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). HKFRSs comprise Hong Kong Financial Reporting Standards (“**HKFRS**”); Hong Kong Accounting Standards (“**HKAS**”); and Interpretations (“**Ints**”). These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Material accounting policy information adopted by the Group are disclosed below.

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

### Going concern assumption

The Group incurred a loss from continuing operation of approximately HK\$4,844,000 and a net cash outflow from operating activities of approximately HK\$11,321,000 during the year ended 31 December 2024, and as of 31 December 2024, the Group had a low cash and bank balances of approximately HK\$706,000, which is far below the current liabilities of HK\$23,443,000. These events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Despite these challenges, the Directors believe that the going concern basis remains appropriate due to several mitigating factors as follows: (a) the Group will continue to take proactive measures to improve operating cash flow by controlling administrative costs and containing capital expenditure; (b) to finance the further development of the food and beverage business segment of the Group and to enhance the financial position of the Group, the Company issued a circular on 28 January 2025 to the Shareholders proposing the rights issue (the “**Rights Issue**”) on the basis of one rights share (“**Right Share(s)**”) for every one existing Share in issue that would strengthen the capital base of the Company without incurring debt financing cost. The Rights Issue was approved by the Independent Shareholders pursuant to an ordinary resolution passed at the extraordinary general meeting held on 18 February 2025. The net proceeds from the Rights Issue (after deducting the estimated expenses) and assuming full subscription and acceptance, are estimated to be approximately HK\$44.6 million, that would significantly improve the Group’s liquidity and financial position upon completion; and (c) the ultimate controlling party agreed to provide financial support to finance the Group’s working capital requirements.

Management has prepared cash flow projections that cover a period of not less than twelve months from the date of this annual results announcement. The directors of the Company are of the opinion that, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from the date of this annual results announcement. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

### 3. ADOPTION OF NEW AND/OR REVISED HKFRSS

#### (a) Application of new/revised HKFRSSs

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

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 16	Lease Liability in a Sale and Leaseback
Hong Kong Interpretation 5 ("HK Int 5") (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the new/revised HKFRSSs and Ints in the current year has had no material impact on the Group's consolidated financial position and performance for the current and prior years and/or on the disclosures set out in the consolidated financial statements.

#### (b) New/revised HKFRSSs in issue but not yet effective

The Group has not early applied new/revised HKFRSSs and Ints that have been issued but are not yet effective for the financial year beginning on 1 January 2024. These new/revised HKFRSSs and Ints include the following which may be relevant to the Group.

	<b>Effective for accounting periods beginning on or after</b>
Amendments to HKAS 21 and HKFRS 1 – Lack of Exchangeability	1 January 2025
Amendments to HKFRS 9 and HKFRS 7 – Classification and Measurement of Financial Instruments	1 January 2026
Amendments to HKFRS 9 and HKFRS 7 – Contracts Referencing Nature-dependent Electricity	1 January 2026
Annual Improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
HKFRS 18 – Presentation and Disclosure in Financial Statements	1 January 2027
HKFRS 19 – Subsidiaries without Public Accountability: Disclosures	1 January 2027
Amendments to HK Int 5 – Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2027
Amendments to HKFRS 10 and HKAS 28 – Sales or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The Group is in the process of making an assessment of what the impact of these new/revised HKFRSs and Ints is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the following HKFRS 18 – Presentation and Disclosure in Financial Statements which may have impact on the entity’s results and/or financial position, and giving further details of the impact in accordance with HKAS 8.

#### *HKFRS 18 – Presentation and Disclosure in Financial Statements*

HKFRS 18 will replace HKAS 1 – Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements. The key changes introduced in HKFRS 18 relate to (i) the structure of the statement of profit or loss, (ii) required disclosures for management-defined performance measures (which are referred to alternative or non-GAAP performance measures), and (iii) enhanced requirements for aggregation and disaggregation of information.

The directors of the Company are currently assessing the impact of applying HKFRS 18 on the presentation and the disclosures of the consolidated financial statements.

#### **4. SEGMENT INFORMATION**

The Group has three operating segments as follows:

1. Wood-related business segment – primarily engages in the processing and distribution of furniture wood, and the manufacturing and sales of antique-style wood furniture and other wooden products;
2. Financing services and investments segment – primarily engages in money lending business through the provision of loans and financial investment holding; and
3. Food and beverage segment – primarily engages in functional food and beverage business in the PRC.

The car rental service business in the PRC had been one of the core businesses of the Group since 2014. Pursuant to the sale and purchase agreement dated 28 October 2024 entered into between Easy Top Ace Limited (頂王有限公司), a direct wholly-owned subsidiary of the Company, as vendor, and Wanyi Asia Limited (萬益亞洲有限公司), an independent third party not connected with the Company or its connected persons (as defined under the Listing Rules), as purchaser, the Group disposed of Gigantic Wisdom Limited (鴻智有限公司) and its subsidiaries (the “**Disposal Group**”), which conducted all of the Group’s car rental business, at a consideration of HK\$50,000. For details, please refer to the announcements of the Company dated 28 October 2024 and 31 October 2024.

Following the aforesaid disposal, the car rental business segment of the Group has been accounted for as discontinued operations in these consolidated financial statements.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment results, which exclude unallocated interest income, unallocated other income and gains, unallocated depreciation, unallocated finance costs, gain on the Scheme as well as corporate and other unallocated expenses.

Segment assets exclude other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude bank and other borrowings, tax payables and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

	Continuing operations							
	Wood-related business		Financing services and investments		Food and beverage		Total	
	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000	2024 HK\$'000	2023 HK\$'000 (Restated)
<b>Segment revenue:</b>								
Sales of goods	355,317	312,085	-	-	1,057	N/A	356,374	312,085
Revenue	<b>355,317</b>	<b>312,085</b>	<b>-</b>	<b>-</b>	<b>1,057</b>	<b>N/A</b>	<b>356,374</b>	<b>312,085</b>
<b>Segment results</b>	<b>5,922</b>	<b>13,976</b>	<b>-</b>	<b>-</b>	<b>274</b>	<b>N/A</b>	<b>6,196</b>	<b>13,976</b>
Reconciliations:								
Unallocated depreciation on property, plant and equipment							(11)	(8)
Unallocated allowances for ECLs on other receivables							308	(1,524)
Corporate and other unallocated expenses							(7,783)	(8,410)
Corporate and other unallocated income							-	1,273,071
Unallocated finance costs							(1)	(63,747)
(Loss)/profit before tax from continuing operations							<b>(1,291)</b>	<b>1,213,358</b>
<b>Segment assets</b>	<b>63,919</b>	<b>92,936</b>	<b>-</b>	<b>515</b>	<b>353</b>	<b>N/A</b>	<b>64,272</b>	<b>93,451</b>
Reconciliations:								
Assets relating to discontinued operations							-	25,120
Corporate and other unallocated assets							2,428	9,727
Total assets							<b>66,700</b>	<b>128,298</b>
<b>Segment liabilities</b>	<b>18,766</b>	<b>30,891</b>	<b>-</b>	<b>-</b>	<b>32</b>	<b>N/A</b>	<b>18,798</b>	<b>30,891</b>
Reconciliations:								
Liabilities relating to discontinued operations							-	85,783
Corporate and other unallocated liabilities							8,667	53,335
Total liabilities							<b>27,465</b>	<b>170,009</b>
<b>Other segment information:</b>								
Finance costs	925	4,568	-	-	-	N/A	925	4,568
Depreciation on property, plant and equipment	56	56	-	-	-	N/A	56	56
Depreciation on right-of-use assets	4,782	991	-	-	-	N/A	4,782	991
Capital expenditure	-	6	-	-	-	N/A	-	6
Other material items of income and expense:								
Cost of sales	326,427	275,082	-	-	718	N/A	327,145	275,082

	The PRC		Hong Kong		Total	
	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)
Revenue from external customers from continuing operations	<u>323,053</u>	<u>289,614</u>	<u>33,321</u>	<u>22,471</u>	<u>356,374</u>	<u>312,085</u>
Non-current assets	<u>8,551</u>	<u>32,196</u>	<u>4</u>	<u>14</u>	<u>8,555</u>	<u>32,210</u>

#### Revenue from major customers

No customer contributed over 10% of total revenue of the Group for both years ended 31 December 2024 and 2023.

## 5. REVENUE

Disaggregation of revenue from contract with customers by major products or service line for the year is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)
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#### Revenue from continuing operations

Contracts with customers within the scope of HKFRS 15:

Sales of goods	<u>356,374</u>	<u>312,085</u>
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The Group derives revenue from the transfer of goods at a point in time in the following major product line and geographical regions:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)
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Time of revenue recognition:

At a point in time	<u>356,374</u>	<u>312,085</u>
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Geographical market:

The PRC	<u>356,374</u>	<u>312,085</u>
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## 6. OTHER INCOME AND LOSSES, NET

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)
<b>Continuing operations</b>		
<b>Other income</b>		
Bank interest income	1	18
Others	22	76
	<u>23</u>	<u>94</u>
<b>Loss</b>		
Loss on disposal of property, plant and equipment, net	–	(93)
Net	<u>23</u>	<u>1</u>

## 7. GAIN ON THE SCHEME

The Scheme was approved by the requisite statutory majorities of the creditors at the Scheme Meeting held on 11 March 2022. The Scheme was also sanctioned by the High Court of Hong Kong on 22 March 2022. Since then, the Scheme became effective on 11 July 2023.

As a result of the Cash Bonus, Scheme Shares Issue, and the Disposal involved in the Scheme, a gain on the Scheme of approximately HK\$1,273,377,000 was recognised during the year ended 31 December 2023, being calculated as follows:

2023  
HK\$'000

**Assets transferred pursuant to the Scheme:**

Deferred tax assets	(5,371)
Property, plant and equipment	(21)
Financial assets at FVTPL	(11,938)
Prepayments, deposits and other receivables	(420)
Restricted bank balances	(56)
Cash and bank balances	(166)
	<hr/>
	(17,972)

**Debts discharged pursuant to the Scheme:**

Other payables and accruals	603,114
Bank and other borrowings	769,542
Financial guarantee	36,000
	<hr/>
	1,408,656

**Release of reserves:**

Non-controlling interests	(8,832)
Foreign currency translation reserve	7,610
	<hr/>
	(1,222)

**Relevant expenses:**

Restructuring costs and other expenses	(6,776)
	<hr/>

**Satisfied by:**

Cash Bonus paid	(50,000)
Scheme Shares issued	(59,309)
	<hr/>

Total consideration	(109,309)
	<hr/>

Gain on the Scheme	1,273,377
	<hr/>

**Net cash outflow arising on the Scheme**

Cash Bonus paid	50,000
Relevant expenses paid	6,776
Cash and bank balances	166
	<hr/>
	56,942



## 8. FINANCE COSTS

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)
<b>Continuing operations</b>		
Interest on lease liabilities	922	116
Interest on bank and other borrowings	–	68,047
Bank charges	4	152
	<u>926</u>	<u>68,315</u>

## 9. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax from continuing operations is arrived at after charging/(crediting) the followings:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)
Cost of sales	327,145	275,082
Depreciation on property, plant and equipment	67	64
Depreciation on right-of-use assets	4,782	991
Auditor's remuneration		
– audit services	1,050	1,300
– non-audit services	–	211
Employee benefit expenses (including directors' emoluments):		
Wages, salaries, allowances and bonus	5,977	6,476
Pension scheme contributions ( <i>note</i> )	304	411
	6,281	6,887
Expenses relating to short-term lease	284	654
Exchange losses/(gains), net	390	(296)
Allowances for ECLs on trade and other receivables	<u>3,484</u>	<u>2,543</u>

*Note:*

As at 31 December 2024 and 2023, the Group had no forfeited contributions available to reduce its contributions to its pension schemes in future years.

## 10. INCOME TAX EXPENSE

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i> (Restated)
<b>Continuing operations</b>		
Current – PRC Enterprise Income Tax		
Charge for the year	<u>3,553</u>	<u>4,844</u>

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements since the Group's Hong Kong entities have no assessable profits for the years ended 31 December 2024 and 2023.

PRC Enterprise Income Tax has been provided at a rate of 25% (2023: 25%) based on the assessable profits in accordance with the tax rules and regulations in the PRC.

## 11. DISCONTINUED OPERATIONS

On 28 October 2024, the Group entered into a sale and purchase agreement to dispose the Disposal Group to an independent third party.

The results for the year from the Disposal Group up to the date of disposal of 28 October 2024 are set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to present such arrangement as a discontinued operation.

	<b>From 1 January 2024 to 28 October 2024 HK\$'000</b>	From 1 January 2023 to 31 December 2023 HK\$'000
<b>Profit/(loss) for the year from discontinued operations:</b>		
Revenue – other sources	5,850	11,326
Cost of services rendered	(5,032)	(9,557)
Other gains, net	–	981
Reversal of/(allowance for) ECLs on trade and other receivables, net	1,084	(494)
Selling expenses	(1)	(93)
Administrative expenses	(2,400)	(1,162)
Other expenses	–	(12,747)
Finance costs	(694)	(441)
	<hr/>	<hr/>
Loss before tax	(1,193)	(12,187)
Income tax expense	–	4,476
	<hr/>	<hr/>
	(1,193)	(7,711)
	<hr/>	<hr/>
Gain on disposal of the Disposal Group	69,818	–
	<hr/>	<hr/>
Profit/(loss) for the year from discontinued operations (attributable to owners of the Company)	68,625	(7,711)
	<hr/>	<hr/>
Profit/(loss) for the year from discontinued operations include the following:		
Depreciation on property, plant and equipment	6,164	9,266
Depreciation on right-of-use assets	25	410
	<hr/>	<hr/>

## 12. EARNINGS PER SHARE

### a. Basic earnings per share

The calculation of the basic earnings per share is based on the profit for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

The calculation of basic earnings per share is based on:

	Number of shares	
	2024	2023 (Restated)
<b>Number of shares</b>		
Weighted average number of ordinary shares in issue during the year for the purpose of calculating basic earnings per share	<b>362,003,848</b>	181,309,717
	<b>2024</b>	2023
	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Profit</b>		
Profit attributable to owners of the Company for the purpose of calculating basic earnings per share	<b>63,781</b>	1,200,803
<i>From continuing operations</i>		
The calculation of the basic and diluted (loss)/earnings per share from continuing operations is based on the following:		
	<b>2024</b>	2023
	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>(Loss)/profit</b>		
Profit for the purpose of calculating basic earnings per share	<b>63,781</b>	1,200,803
(Profit)/loss for the year from discontinued operations	<b>(68,625)</b>	7,711
(Loss)/profit for the purpose of calculating basic (loss)/earnings per share from continuing operations	<b>(4,844)</b>	1,208,514

The weighted average number of ordinary shares for current and prior years have been adjusted retrospectively to reflect the effect of the share consolidation that took effect on 18 June 2024.

*From discontinued operations*

Basic earnings/(loss) per share from the discontinued operations is approximately HK18.96 cents per share (2023: HK4.25 cents loss per share), based on the profit/(loss) for the year from discontinued operations attributable to the owners of the Company of approximately HK\$68,625,000 (2023: loss of HK\$7,711,000) and the denominators used are the same as those detailed above for both basic and diluted earnings/(loss) per share.

**b. Diluted earnings per share**

No diluted earnings per share has been presented as there were no potential dilutive shares outstanding for the years ended 31 December 2024 and 2023.

**13. TRADE RECEIVABLES**

	<b>2024</b>	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade receivables	<b>6,543</b>	7,889
Less: Allowance for ECLs	<b>(4,890)</b>	(2,532)
	<u><b>1,653</b></u>	<u>5,357</u>

The Group's trading terms with its customers are mainly on credit with credit period generally ranging from 0 to 90 days, or could be longer under certain circumstances. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management.

The Group generally does not hold any collateral or other credit enhancements over its trade receivable balances.

The ageing analysis of trade receivables based on the invoice date, and net of allowance for ECLs, is as follows:

	<b>2024</b>	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Within 90 days	<b>1,653</b>	3,705
Over 90 days and within 1 year	<b>–</b>	1,652
	<u><b>1,653</b></u>	<u>5,357</u>

The carrying amounts of the Group's trade receivables are denominated in RMB.

#### 14. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Prepayments	22,200	25,204
Deposits	4,818	5,604
Other receivables ( <i>note</i> )	29,042	56,297
Less: Allowance for ECLs	<u>(1,447)</u>	<u>(1,816)</u>
	<b><u>54,613</u></b>	<b><u>85,289</u></b>

*Note:*

Included in other receivables was miscellaneous receivables from various debtors of approximately HK\$29,042,000 (2023: HK\$56,297,000) with an allowance for ECLs as at 31 December 2024 of approximately HK\$1,447,000 (2023: HK\$1,816,000).

Save for the allowance for ECLs on other receivables of approximately HK\$1,447,000 provided as at 31 December 2024 (2023: HK\$1,816,000), none of the above assets was impaired at the end of the reporting period.

#### 15. TRADE PAYABLES

The ageing analysis of trade payables based on the invoice date is as follows:

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
Within 30 days	–	14
31 to 60 days	–	426
61 to 180 days	–	168
181 to 365 days	–	2,273
Over 365 days	<u>2,763</u>	<u>79</u>
	<b><u>2,763</u></b>	<b><u>2,960</u></b>

The trade payables are interest-free and are normally settled on 30 to 90 days after the month-end statement.

## 16. SHARE CAPITAL

Ordinary shares of HK\$0.10 (2023: HK\$0.01) each	2024		2023	
	Number of shares	Amount (HK\$'000)	Number of shares	Amount (HK\$'000)
<b>Authorised:</b>				
<b>At beginning of the year</b>	<b>20,000,000,000</b>	<b>200,000</b>	1,000,000,000	200,000
Capital Reduction ( <i>note a</i> )	–	–	–	(190,000)
Share consolidation ( <i>note d</i> )	<u>(18,000,000,000)</u>	<u>–</u>	<u>–</u>	<u>–</u>
	<b>2,000,000,000</b>	<b>200,000</b>	1,000,000,000	10,000
Increase in authorised share capital ( <i>note a</i> )	<u>–</u>	<u>–</u>	<u>19,000,000,000</u>	<u>190,000</u>
<b>At end of the year</b>	<b><u>2,000,000,000</u></b>	<b><u>200,000</u></b>	<u>20,000,000,000</u>	<u>200,000</u>
<b>Issued and fully paid:</b>				
<b>At beginning of the year</b>	<b>3,427,293,400</b>	<b>34,273</b>	342,572,857	68,515
Capital Reduction ( <i>note a</i> )	–	–	–	(65,089)
Share consolidation ( <i>note d</i> )	<u>(3,084,564,060)</u>	<u>–</u>	<u>–</u>	<u>–</u>
	<b><u>342,729,340</u></b>	<b><u>34,273</u></b>	<u>342,572,857</u>	<u>3,426</u>
Investor's Subscription ( <i>note b</i> )	–	–	2,260,980,856	22,610
Scheme Shares Issue ( <i>note c</i> )	–	–	823,739,687	8,237
Placing of shares ( <i>note e</i> )	<u>68,490,000</u>	<u>6,849</u>	<u>–</u>	<u>–</u>
<b>At end of the year</b>	<b><u>411,219,340</u></b>	<b><u>41,122</u></b>	<u>3,427,293,400</u>	<u>34,273</u>

*Notes:*

- a. As set out in the circular of the Company dated 5 August 2022, the Board proposed the Capital Reorganisation to reorganise the share capital of the Company in the following manner: (i) Share Premium Cancellation: the entire amount in the sum of approximately HK\$1,059.7 million standing to the credit of the share premium account of the Company would be cancelled to set off against part of the total accumulated losses of the Company of approximately HK\$2,114.4 million as at 31 December 2021; (ii) Capital Reduction, the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.19 on each of the then issued Shares such that the par value of each issued Share would be reduced from HK\$0.20 to HK\$0.01 (each a “**New Share**”) and the total credit of approximately HK\$65.1 million arising therefrom would be applied to further set off the accumulated losses of the Company of approximately HK\$2,114.4 million as at 31 December 2021. After the completion of the Capital Reduction and the Share Premium Cancellation, the total amount of set-off to the accumulated losses amounted to HK\$1,124.8 million; and (iii) Unissued Share Capital Cancellation: immediately following the Capital Reduction, the existing unissued share capital of the Company of HK\$131,485,428.6 would, after the completion of the Capital Reduction, be cancelled in its entirety. Forthwith upon the Unissued Share Capital Cancellation becoming effective, the authorised share capital of the Company would be increased to HK\$200,000,000 by the creation of such number of additional New Shares as should be sufficient to increase the authorised share capital of the Company to HK\$200,000,000 divided into 20,000,000,000 New Shares.

The Capital Reorganisation took effect on 17 May 2023 following: (i) the passing of the necessary resolutions by the Shareholders to approve the Capital Reorganisation at an extraordinary general meeting on 30 August 2022; (ii) the Grand Court confirming the Capital Reduction on 14 April 2023; (iii) registration by the Registrar of Companies in the Cayman Islands on 1 May 2023 of a copy of the order of the Grand Court confirming the Capital Reduction and the minute approved by the Grand Court containing the particulars required under the Companies Act of the Cayman Islands with respect to the Capital Reduction; and (iv) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares in issue following the Capital Reorganisation taking effect on 16 May 2023.

- b. According to the Restructuring Agreement, completion of the Investor’s Subscription took place on 11 July 2023, under which 2,260,980,856 New Shares were allotted and issued to the Investor at the issue price of HK\$0.044 per New Share.



- c. According to the Scheme, 823,739,687 New Shares were allotted and issued to China Wood Scheme Limited holding for and on behalf of the Creditors, credited as fully paid, for further distribution to the Creditors on the basis of 1 New Share for every HK\$1.80 in the amount of Admitted Claims from the Creditors in accordance with the terms of the Scheme.

The fair value of each New Share issued under the Scheme has been determined at HK\$0.072 per New Share, with reference to the open market price at the date when the debts were discharged pursuant to the Scheme.

- d. Pursuant to an ordinary resolution passed by the Shareholders at the extraordinary general meeting of the Company on 14 June 2024, the Company effected the consolidation of every 10 issued and unissued ordinary shares of HK\$0.01 each on the share capital of the Company into 1 ordinary share of HK\$0.10 each on 18 June 2024. Details of the consolidation of ordinary shares are set out in the Company's announcements dated 10 May 2024 and 14 June 2024.
- e. On 20 September 2024, the Company, through a placing agent completed the placing (the "**Placing**") of 68,490,000 new shares, which rank pari passu in all respects among themselves and with the existing shares in issue on the date of allotment under the general mandate granted by the Shareholders at the annual general meeting held on 14 June 2024 to no less than 6 placees, all being independent third parties to the Company, at issue price of HK\$0.226 per share. The net proceeds from the Placing received by the Company, after deducting all related costs, fees, expenses and commission, were approximately HK\$15,244,000.

## 16. EVENTS AFTER THE REPORTING PERIOD

On 28 January 2025, the Company issued a circular to the Shareholders, proposing the Rights Issue, to raise up to approximately HK\$45,600,000 by issuing 411,219,340 Rights Shares to the qualifying Shareholders. The Rights Issue was approved by the Independent Shareholders pursuant to an ordinary resolution passed at the extraordinary meeting held on 18 February 2025. Details of the Rights Issue are disclosed in the Company's announcements dated 22 January 2025 and 18 February 2025, the Company's circular dated 28 January 2025 and the Company's prospectus dated 3 March 2025. The Rights Issue is expected to be completed by the end of March 2025..

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

The principal activity of China Wood International Holding Co., Limited (“**the Company**”) is investment holding. The Company and its subsidiaries (together the “**Group**”) are principally engaged in wood-related business, including the processing and distribution of furniture wood, and the manufacturing and sales of antique-style wood furniture and other wooden products. During the year of 2024 (the “**Year**”), the property sector in China is still struggling to emerge from the credit crisis after the government of the People’s Republic of China (the “**PRC**”) cracked down on its debt levels in August 2020. Wood consumption is closely linked to the housing market and its demand for construction materials, flooring, furniture, and decorative items. In the last quarter of the Year, the central bank in the PRC had come up with measures including RMB300 billion in lending support for state owned enterprises to buy completed but unsold housing inventory. Another RMB4 trillion in credit was targeted to boost project completions. Notwithstanding that, the property market in the PRC is still in a precarious position, and much depends on the PRC government’s follow through on support. As a result, the business environment in which the Group operates remains to be challenging and tough.

To counter the risks of over-exposure to the wood-related business and to capitalize on the Group’s expertise and experience in PRC marketing, the Company has been actively assessing the viability of business diversification. Since 2023, the Group has been actively studying business opportunities in areas including the functional food and beverage industry in the PRC. In light of the contingent liabilities arising from legal actions subsisted in the car rental business, its limited scale of operation, and taking into account of its future prospect, the Group considers it appropriate to discontinue the car rental business in October 2024 to release precious financial resources and management time in the functional food and beverage business in the PRC in the fourth quarter of the Year.

#### **Wood-related Business**

During the Year, the Company has continued its efforts in developing its core wood-related business, including wood management, distribution and processing of wood and timber products as well as the manufacturing and sale of antique-style and furniture.

With the continuing efforts of the Company and the valuable expertise and extensive business connections of the Group, the revenue generated from the wood-related business has increased from approximately HK\$312.1 million in 2023 to approximately HK\$355.3 million in the Year.

### *Processing and distribution of furniture wood*

Since late 2020, the Group has established various subsidiaries to develop the Group's core wood-related business, which is principally engaged in the provision of comprehensive supply chain management services and the processing and distribution of a variety of furniture woods, which mainly comprise of red mahogany wood, sandalwood, rosewood, pine wood, and fir wood, sourced in the PRC and overseas.

The Group's revenue generated from the processing and distribution of furniture wood for the Year amounted to approximately HK\$322.0 million (2023: approximately HK\$274.1 million).

### *Manufacturing and sales of antique-style wood furniture and other wooden products*

In addition to the processing and distribution of furniture wood business, the Group continues to develop the manufacturing and sales of antique-style wood furniture and other wooden products business since 2022.

The Group's revenue generated from the manufacturing and sales of antique-style wood furniture and other wooden products amounted to approximately HK\$33.3 million for the Year (2023: approximately HK\$38.0 million).

### **Food and Beverage Business**

With an increasing disposable income and awareness of a healthy lifestyle, driven by the recent pandemic, the desire for a balanced and healthy diet has expanded rapidly in recent years in the PRC, resulting in significant growth in the functional food and beverage industry in the PRC and the Group expects that as China's population ages, the need for functional foods and beverage will be even higher, and so will the opportunities for businesses. According to a market research report publicly available, the revenue of PRC functional foods market was estimated at approximately US\$36.77 billion in 2023 and is anticipated to grow to approximately US\$67.69 billion by 2030, representing a compounded annual growth rate of approximately 9.1% during the forecast period. In light of the robust growth in the PRC functional foods market, the board (the "**Board**") of directors (the "**Director(s)**") of the Company considers that it is in the interests of the Company and the shareholders of the Company (the "**Shareholders**") as a whole for the Group to develop its functional food and beverage business in the PRC.

In the fourth quarter of 2024, the Company has established Shenzhen Weijianbao Food Technology Co. Ltd.\* (深圳維健寶食品科技有限公司) (“**Shenzhen Weijianbao**”), a wholly-owned subsidiary of the Company in the PRC, to conduct functional food and beverage business in the PRC. The Group has allocated up to HK\$2 million out of its working capital for the initial setup and operation of Shenzhen Weijianbao. To assist in the initial setup and operation of Shenzhen Weijianbao, out of the HK\$2 million allocated, the Group has appointed an independent consultant who holds a degree in business administration and having over 10 years of business development management experience in the food and beverage industry; and another independent consultant who holds a degree in bio-science and having over 10 years of research development management experience in the food and beverage industry. To minimize business risk and on the strength of the Group expertise and experience in PRC marketing, the Group initially has marketed functional food and beverage products, supplied by ODM supplier, under its own branding through direct sales channel and achieved a revenue of approximately HK\$1.1 million in the Year.

### **Car Rental Business**

The car rental service business in the PRC had been one of the core businesses of the Group since 2014. Pursuant to the sale and purchase agreement dated 28 October 2024 entered into between Easy Top Ace Limited (頂王有限公司), a direct wholly-owned subsidiary of the Company, as vendor; and Wanyi Asia Limited (萬益亞洲有限公司), an independent third party who is not connected with the Company and its connected persons (as defined under the Listing Rules), as purchaser, the Group disposed of Gigantic Wisdom Limited (鴻智有限公司) and its subsidiaries (the “**Disposal Group**”) which conducted all of the Group’s car rental business, at a consideration of HK\$50,000. For details, please refer to the announcements of the Company dated 28 October 2024 and 31 October 2024.

Following the aforesaid disposal of the Disposal Group, the car rental business segment of the Group has been accounted for as discontinued operations in the consolidated financial statements in this annual results announcement.

\* *English name for identification purpose only*

## FUTURE OUTLOOK

Since 2020, the Group has been continuously developing its core wood-related business, which included the processing and distribution of furniture wood business, and manufacturing and sales of antique style wood furniture and other wooden products. The Group has accumulated its experience and expertise in the wood-related business, and will continue to develop and expand its operations in the foreseeable future.

The Group will continue to explore potential opportunities for strategic cooperation with market players, in the mid-stream to downstream of the industry value chain, such as real estate developers, high-end furniture brand retailers, logistics management services providers, as well as management expertise to further expand the Group's wood-related business.

Given the initial positive results in the food and beverage business segment, the Group believes that it will be beneficial to further develop the functional and beverage business in the PRC. As at the date of this annual results announcement, the Company has not identified any potential targets for acquisition or formation of joint venture in relation to its planned development of functional food and beverage business in the PRC.

To further develop the functional food and beverage business, the Group also plans to: (i) recruit additional management and technical staff with established knowledge and experience in the functional food and beverage industry; (ii) conduct research activities for the development of proprietary rights and technology related to functional food and beverage to enhance the competitive advantages of the Group's products, the production of the Group's products will remain to be outsourced to external independent suppliers; and (iii) set up a sales and marketing team and engaging key opinion leaders (“**KOLs**”) designated for the promotion of functional food and beverage products and the development of its functional food and beverage business in the PRC through direct sales channels. To finance the further development of the food and beverage business segment of the Group and to enhance the financial position of the Group, the Directors proposed the rights issue (the “**Rights Issue**”) on the basis of one rights share (“**Right Share(s)**”) for every one existing Share in issue that would strengthen the capital base of the Company without incurring debt financing cost. The Rights Issue was approved by the Independent Shareholders pursuant to an ordinary resolution passed at the extraordinary general meeting held on 18 February 2025.

The net proceeds from the Rights Issue (after deducting the estimated expenses) and assuming full acceptance of the Rights Issue by all the Qualifying Shareholders, are estimated to be approximately HK\$44.6 million. The Company intends to apply the net proceeds from the Rights Issue as follows: (i) approximately 44.8% of the net proceeds, or approximately HK\$20.0 million, for investment in functional food and beverage business in the PRC including the acquisition of research and development equipment for the development of proprietary rights and technology related to functional food products, costs associated with the continuous testing and development of functional food products, recruitment of management and technical staff with established knowledge and over five years of experience in the Hong Kong and/or PRC food and beverage industry, and costs for setting up a sales and marketing team and engaging KOLs to promote the functional food and beverage products developed by the Group; and (ii) approximately 55.2% of the net proceeds, or approximately HK\$24.6 million, for general working capital of the Group, including but not limited to operational costs, staff costs, rental expenses, professional fees and other office overheads of the Group.

The results of the Rights Issue are expected to be announced on 24 March 2025. Please refer to the announcements of the Company dated 19 November 2024 and 18 February 2025; the circular of the Company dated 28 January 2025; and the prospectus of the Company dated 3 March 2025 for details of the Rights Issue.

## **FINANCIAL RESTRUCTURING FROM 2021 TO 2023**

### **Appointment of the Joint Provisional Liquidators for restructuring purpose in the Cayman Islands**

Having explored different options to restructure the debts of the Company, the Board decided to implement a management led restructuring under a court-supervised provisional liquidation regime pursuant to the laws of the Cayman Islands, commonly known as a “light touch” provisional liquidation, which provides a statutory moratorium prohibiting the commencement or continuance of any proceedings against the Company without the leave of the Grand Court of the Cayman Islands (the “**Cayman Court**”) in the Cayman Islands.

Accordingly, in order to facilitate the Company’s financial restructuring, a winding up petition together with an application for the appointment (the “**JPL Application**”) of joint and several provisional liquidators (the “**JPLs**”) of the Company (for restructuring purposes) on a light touch approach for restructuring purposes was presented and filed with the Cayman Court by the Company.

The JPL Application was heard before the Cayman Court on 2 February 2021 (Cayman Islands time). The Cayman Court made the orders as sought by the Company under the JPL Application, inter alia, Osman Mohammed Arab and Lai Wing Lun of RSM Corporate Advisory (Hong Kong) Limited, and Martin Nicholas John Trott of R&H Restructuring (Cayman) Ltd., were appointed as JPLs of the Company on a light touch approach for restructuring purpose. Please refer to the announcements of the Company dated 2 February 2021 and 5 February 2021 for details.

On 28 January 2022, the Company's solicitors took out an ex parte originating summons with the High Court of the Hong Kong Special Administrative Region (the "**Hong Kong Court**") for the hearing on 8 February 2022 of an application by the Company for an order to convene a meeting of the creditors (the "**Scheme Meeting**") of the Company to consider and, if thought fit, approve, with or without modification, a scheme of arrangement (the "**Scheme**") proposed by the Company, pursuant to section 670 of the Companies Ordinance (Cap. 622). By an order of the Hong Kong Court, the Scheme Meeting was convened on 11 March 2022.

### **Capital Reorganisation, the Investor's Subscription and the Scheme**

On 16 February 2022 (after trading hours), the Company, the JPLs, the Investor and Mr. Lyu Ning Jiang ("**Mr. Lyu**") entered into the conditional Restructuring Agreement, to carry out the Restructuring Transactions involving (i) the Capital Reorganisation; (ii) the Investor's Subscription; and (iii) the Scheme. Please refer to the announcement of the Company dated 10 March 2022 for details of the Restructuring Agreement and the Restructuring Transactions.

At the Scheme Meeting convened and held on 11 March 2022, the Scheme was approved by the requisite statutory majorities of the creditors. The sealed sanction order was delivered to the Registrar of Companies in Hong Kong on 26 April 2022.

As announced in the announcement of the Company dated 10 March 2022 and the circular in relation to the Restructuring Transactions and the Whitewash Waiver dated 5 August 2022, a Funding Agreement dated 31 December 2020 was entered into between the Company as the borrower and the Investor as the lender to provide the funding for the Company to continue and further develop its business. On 17 October 2022, the Funding Agreement was sanctioned by the Cayman Court.

All the proposed resolutions in relation to the Capital Reorganisation, the Investor's Subscription, the Scheme, and the Whitewash Waiver were duly passed by the Shareholders or the Independent Shareholders (as the case may be) at the extraordinary general meeting held on 30 August 2022, and the Executive Director of the Corporate Department of SFC has granted the Whitewash Waiver on 22 August 2022. Please refer to the circular of the Company dated 5 August 2022 and the announcement of the Company dated 30 August 2022 for details.

The Company announced on 16 May 2023 that with all the conditions precedent for the Capital Reorganisation having been fulfilled (including (a) granting of the order from the Cayman Court confirming the Capital Reduction dated 14 April 2023; (b) due registration of the copy of the order of the Cayman Court and the minute approved by the Cayman Court by the Registrar of Companies in the Cayman Islands dated 1 May 2023; and (c) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the New Shares dated 16 May 2023), the Capital Reorganisation became effective on 17 May 2023.

Immediately following the effective implementation of the Capital Reorganisation, the authorized share capital of the Company was HK\$200,000,000 divided into 20,000,000,000 New Shares of HK\$0.01 each and the issued and fully paid-up capital of the Company was HK\$3,425,728.57 divided into 342,572,857 New Shares of HK\$0.01 each.

Pursuant to the terms of the Restructuring Agreement in relation to the Investor's Subscription, the Investor conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, 2,260,980,856 New Shares at the issue price of HK\$0.044 per New Share.

With all the conditions precedent for the Investor's Subscription having fulfilled (including: (a) the Capital Reorganisation having become effective; (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Investor's Subscription Shares dated 16 May 2023; and (c) the Scheme having become unconditional (see below)), the Investor's Subscription became unconditional.

The Scheme is legally binding on the Company and its Creditors and it involves: (i) the Cash Bonus; (ii) the Scheme Shares Issue; and (iii) the Disposal.

With all the conditions precedent for the Scheme having fulfilled (including: (a) the Capital Reorganisation having become effective; (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Scheme Shares dated 16 May 2023; and (c) the Investor's Subscription having become unconditional (see above)), the Scheme became unconditional.



(i) *Cash Bonus*

Under the Scheme and subject to the terms thereof, HK\$50 million of the total proceeds from the Investor's Subscription was utilised for distribution to the Creditors with Admitted Claims on a pro-rata basis for their Admitted Claim.

(ii) *Scheme Shares Issue*

Under the Scheme, the Company allotted and issued the Scheme Shares to the Creditors to compromise, discharge and/or settle the debts owing by the Company to the Creditors in full. After the adjudication for the Admitted Claims was completed, the Company implemented the Scheme Shares Issue, under which the Company allotted and issued, in aggregate, up to a maximum of 823,739,687 New Shares where the Creditors would receive 1 New Share for every HK\$1.80 in the amount of the Admitted Claims due to them by the Company for settlement of the debts of the Creditors in accordance with the terms of the Scheme, and upon which all the debts of the Creditors were discharged and extinguished and the Creditors were not allowed to make any claim against the Company in respect of their debts.

(iii) *Disposal*

Under the Scheme, the Excluded Companies of the Group were disposed of to the Scheme Company. As a result, all the account receivables and the debts of the Group at the level of the Excluded Companies were handled by the Scheme Administrator(s) who would recover the Transferred Claims and would realise the assets of the Excluded Companies for the benefit of the Creditors subject to the Excluded Companies' own liabilities, or would dispose of the Excluded Companies for the benefit of the Creditors.

The Company announced on 16 June 2023 that based on the projection by the Board, the Company would become solvent upon completion of the Capital Reorganisation, the Investor's Subscription and the Scheme. In light of the above, the Company no longer faced an imminent liquidity risk. Therefore, given the successful debt restructuring, it was no longer necessary for the Company to remain in provisional liquidation (with the Petition pending) and for the JPLs to remain in their office. Accordingly, the Company, with the support of the JPLs, made an application to the Cayman Court for withdrawal of the Petition and discharge of the appointment of the JPLs. On 14 June 2023 (Cayman Islands time), the Cayman Court granted an order to approve the application and the JPLs were discharged and the Company exited the provisional liquidation (for restructuring purposes) on the same date.

The Company announced on 11 July 2023 that (i) pursuant to the Restructuring Agreement, completion of the Investor's Subscription took place on 11 July 2023, pursuant to which 2,260,980,856 New Shares were allotted and issued to the Investor at the issue price of HK\$0.044 per New Share; and (ii) pursuant to the Scheme, 823,739,687 New Shares were allotted and issued to China Wood Scheme Limited holding for and on behalf of the Creditors, credited as fully paid, for further distribution to the Creditors on the basis of 1 New Share for every HK\$1.80 in the amount of Admitted Claims from the Creditors in accordance with the terms of the Scheme.

## **FINANCIAL REVIEW**

### **Results of the Group**

#### *Revenue*

During the year ended 31 December 2024, the Group recorded a revenue of approximately HK\$356.4 million, which represented an increase of approximately 14.2% as compared to the revenue of approximately HK\$312.1 million (restated) as recorded for the year ended 31 December 2023. The increase was mainly resulted from the increase in turnover on wood-related business from approximately HK\$312.1 million for the year ended 31 December 2023 to approximately HK\$355.3 million for the year ended 31 December 2024 and contribution of a revenue of approximately HK\$1.1 million from the food and beverage business (2023: HK\$Nil).

#### *Cost of sales and services rendered*

Cost of sales and services rendered of the Group grew by approximately 18.9% from approximately HK\$275.1 million (restated) for the year ended 31 December 2023 to approximately HK\$327.1 million for the year ended 31 December 2024. The increase was mainly attributable to the increase in sales volume of wood products goods and cost inflation during the Year.

### *Gross profit and margin*

The Group recorded a gross profit of approximately HK\$29.2 million for the year ended 31 December 2024, representing a decrease of approximately 21.1% as compared to the gross profit of approximately HK\$37.0 million (restated) recorded in the prior year. The gross profit margin decreased from 11.9% for the year ended 31 December 2023 to 8.2% for the year ended 31 December 2024 as a result of downward pressure on profit margin by general slowdown of the wood-related business market and cost inflation.

### *Other income and losses, net*

Other income and losses, net remained insignificant for the year ended 31 December 2024 and 2023.

### *Allowances for expected credit losses (“ECLs”) on trade and other receivables, net*

For the year ended 31 December 2024, the Group had recorded allowances for “expected credit losses” (“ECLs”) on trade and other receivables of approximately HK\$3,484,000 (2023 (restated): HK\$2,543,000) in total which is mainly comprising of allowances for ECLs on trade receivables of approximately HK\$3,792,000 (2023 (restated): HK\$1,019,000); and reversal of allowances for ECLs on other receivables of approximately HK\$308,000 (2023 (restated): allowances for ECLs on other receivables of HK\$1,524,000).

To properly account for the risk adhered to those long outstanding trade receivables as, the management of the Company has engaged an independent valuer to assess the risk of potential losses based on the management’s estimate of the lifetime ECLs, which are estimated by taking into account the credit loss experience, ageing of the trade receivables, debtors’ settlement records and financial status, expected timing and amount of realisation of outstanding balances and ongoing business relationship with debtors. The management also considered forward-looking information that may impact the debtors’ abilities to repay the outstanding balances in order to estimate the allowances for ECLs on trade receivables.

There has been no significant changes in inputs and assumption applied in 2024 as compared with those applied in 2023.

### *Selling and distribution expenses*

Selling and distribution expenses of the Group increased to approximately HK\$1.1 million during the year ended 31 December 2024 (2023: approximately HK\$0.9 million (restated)).

### *Administrative expenses*

Administrative expenses of the Group decreased by approximately 1.2% from approximately HK\$25.3 million (restated) for the year ended 31 December 2023 to approximately HK\$25.0 million for the year ended 31 December 2024.

### *Gain on the Scheme*

The Scheme was approved by the requisite statutory majorities of the creditors at the Scheme Meeting held on 11 March 2022. The Scheme was also sanctioned by the High Court of Hong Kong on 22 March 2022. Since then, the Scheme became effective on 11 July 2023.

As a result of the Cash Bonus, Scheme Shares Issue, and the Disposal involved in the Scheme, a gain on the Scheme of approximately HK\$1,273,377,000 was recognised for the year ended 31 December 2023.

### *Finance costs*

Finance costs decreased from approximately HK\$68.3 million (restated) for the year ended 31 December 2023 to approximately HK\$0.9 million for the year ended 31 December 2024 as the Scheme to restructure debts took effect in July 2023.

### *Income tax expense*

The Group recorded a current income tax expense of approximately HK\$3.6 million for the year ended 31 December 2024 (2023: approximately HK\$4.8 million (restated)), mainly on operating profits of the Group's wood-related business in the PRC.

## Significant Investments Held

Save for the Company's investment in various subsidiaries, the Group did not hold any significant investment with a value at 5 percent or more of the Group's total assets as at 31 December 2024 (2023: None).

## Liquidity and Financial Position

	<b>2024</b>	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Current assets	<b>58,145</b>	96,088
Current liabilities	<b>23,443</b>	160,284
Current ratio	<b>2.48</b>	0.60

At 31 December 2024, cash and cash equivalents of the Group amounted to approximately HK\$0.7 million (2023: approximately HK\$3.5 million). As at 31 December 2024, the Group had no interest-bearing bank and other borrowings (2023: approximately HK\$14.1 million).

On the basis of the considerations as disclosed in note 2 of the consolidated financial statements of the Group for the year ended 31 December 2024, the Board is confident that the Group will have sufficient financial resources to meet its debt repayment and finance needs for its operations for the foreseeable future.

## Gearing Ratio

	<b>2024</b>	2023
	<i>HK\$'000</i>	<i>HK\$'000</i>
Total bank and other borrowings	–	14,120
Total assets	<b>66,700</b>	128,298
Gearing ratio	<b>0%</b>	11.00%

As at 31 December 2024, the maturity profile of the bank and other borrowings of the Group falling due within one year amounted to HK\$Nil (2023: approximately HK\$14.1 million), of which the bank and other borrowings of HK\$Nil (2023: approximately HK\$13.7 million) were denominated in Renminbi.

## **Capital Structure**

The capital of the Company comprises only ordinary shares. As at 31 December 2024, the issued share capital of the Company was 411,219,340 ordinary shares of HK\$0.10 each (2023: 3,427,293,400 ordinary shares of HK\$0.01 each) with an aggregate nominal value of approximately HK\$41.1 million (2023: approximately HK\$34.3 million).

## **Charges on the Group's Assets**

At 31 December 2024, there was no charge on the Group's assets (2023: None).

## **Foreign Currency Exposure**

The foreign currency exposure of the Group primarily arises from revenue or income generated, cost and expenses incurred and certain bank and other borrowings denominated in currencies other than the functional currency of the Group's operating units. For the Group's operating units that have United States dollar and Renminbi as their functional currencies, their foreign currency transactions and the units' monetary assets and liabilities denominated in foreign currencies that were translated at the functional currency rates of exchange ruling at 31 December 2024 were mainly denominated in Hong Kong dollars. The Group expected that the exposure to exchange rates fluctuation was not significant and therefore had not engaged in any hedging activities.

As at 31 December 2024, no member of the Group was engaged in any litigation or arbitration or claims which would materially or adversely affect the operations of the Company and no litigation, arbitration or claim which would materially or adversely affect the operations of the Company was known to the directors of the Company to be pending or threatened by or against any member of the Group.

## **Capital Commitments**

As at the end of the reporting period, the Group had no outstanding capital commitments (2023: None).

## **DIVIDEND**

The Board does not recommend the payment of any dividend for the year ended 31 December 2024 (2023: HK\$Nil).

## **EMPLOYEES AND EMOLUMENT POLICY**

At 31 December 2024, the Group employed a total of 25 (2023: 45 (restated)) employees. Total costs including the emoluments of the directors of the Company, amounted to approximately HK\$6.3 million for the Year (2023: approximately HK\$6.9 million (restated)). The emolument policy of the Group is determined with reference to the performance, qualifications and experience of individual employees (including Directors), as well as the results of the Group and the market conditions. The Group provides discretionary bonus, medical insurance, provident fund, education subsidy and training to its employees.

## **MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES OR ASSOCIATED COMPANIES**

Save as disclosed in this annual results announcement, the Group had no material acquisition or disposal of subsidiaries or associates during the year ended 31 December 2024.

## **COMPARATIVE FIGURES**

Certain of the comparative figures have been restated to conform with current year's presentation.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

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

## **CORPORATE GOVERNANCE PRACTICES**

The Company acknowledges the importance of good corporate governance practices and procedures and regards a pre-eminent board of directors, sound internal controls and accountability to all shareholders as the core elements of its corporate governance principles. The Company endeavours to ensure that its businesses are conducted in accordance with rules and regulations, and applicable codes and standards. The Company has adopted the Code Provisions of the Corporate Governance Code (the “**Code**”) as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board reviews at least annually the corporate governance practices of the Company to ensure its continuous compliance with the Code, and make appropriate changes if considered necessary. The Company was in compliance with the applicable code provisions in the Code (the “**Code Provision**”) for the year ended 31 December 2024 except for the deviation as disclosed below. The following sections set out the principles in the Code as they have been applied by the Company, including any deviations therefrom, for the year under review.

### **Board**

The Company is governed by the Board, which is responsible for overseeing the overall strategy and development of the Company, as well as monitoring the internal control policies and evaluating the financial performance of the Group. The Board sets the overall strategies and directions for the Group with a view to developing its business and enhancing the shareholders’ value.

As at the date of this announcement, the Board comprises two executive Directors, one non-executive Director and three independent non-executive Directors.

The Board is characterised by significant diversity and has a balance of skills and experience appropriate for the requirements of the business of the Company.



## **Chairman and Chief Executive Officer**

Mr. Lyu NingJiang, being the chairman of the Company (the “**Chairman**”) is responsible for the overall strategic planning and management of the Group. Code Provision C.2.1 requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lyu, being the Chairman, has also been appointed as the chief executive officer of the Group (the “**Chief Executive Officer**”) who will keep strong and consistent leadership to achieve strategic business growth of the Group to enable a better execution of long-term strategies. The Board believes that the roles of both chairman and chief executive officer vested in the same individual would enable the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. All the Board members will be ensured to keep abreast of adequate, complete and reliable information by Mr. Lyu on issues to be discussed at Board meetings. Moreover, the independent non-executive Directors (the “**INEDs**”) provide independent and professional opinion on issues addressed at Board meetings and therefore, the Board believes that there is a balance of power and authority governed by the current Board structure with half of them being the INEDs and does not intend to make significant change to the composition of the Board. The Board will continue to review the Board composition from time to time and shall make necessary changes when appropriate in a timely manner accordingly and inform the Company’s shareholders.

## **Independent Non-Executive Directors**

The Company has received from each of its INED an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all of the INEDs are independent.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules (the “**Model Code**”). The Company periodically issues notices to the Directors reminding them of the general prohibition on dealing in the Company’s listed securities during the blackout periods before the publication of announcements of results. The Company has confirmed, having made specific enquiry of the Directors, all the Directors have complied with the Model Code throughout the period under review.

## **AUDIT COMMITTEE AND REVIEW OF ANNUAL RESULTS**

As at the date of this announcement, the audit committee of the Company (the “**Audit Committee**”) comprises all three INEDs, namely Mr. Zhao XianMing (chairman), Mr. Chan Lik Shan and Mr. So Yin Wai. The primary duties of the Audit Committee are to supervise the internal control policies, the financial reporting systems and procedures of the Company, to review the financial statements and reports of the Group, and to review the terms of engagement and scope of audit work of the external auditors. The audited financial statements of the Group for the year ended 31 December 2024 have been reviewed by the Audit Committee.

## **SCOPE OF WORK OF MCMILLAN WOODS (HONG KONG) CPA LIMITED**

The figures in respect of the Group’s consolidated statement of financial position, consolidated statement of profit or loss and comprehensive income, and the related notes thereto for the year ended 31 December 2024 as set out in the preliminary announcement have been agreed by the Group’s auditors, McMillan Woods (Hong Kong) CPA Limited (“**McMillan Woods**”), to the amounts set out in the Group’s preliminary consolidated financial statements for the year. The work performed by McMillan Woods in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by McMillan Woods on the preliminary announcement.

## **EXTRACT FROM INDEPENDENT AUDITOR’S REPORT PREPARED BY THE AUDITOR OF THE COMPANY**

The Company would like to provide an extract from the independent auditor’s report prepared by McMillan Woods (Hong Kong) CPA Limited on the Group’s consolidated financial statements for the year ended 31 December 2024 as set out below:

### **Material Uncertainty Relating to Going Concern**

We draw attention to note 2 to the consolidated financial statements, which indicates that the Group incurred a loss for the year from continuing operations of approximately HK\$4,844,000 and net cash outflows from operating activities of approximately HK\$11,321,000 during the year ended 31 December 2024, and as of 31 December 2024, the Group had a low cash and bank balances of approximately HK\$706,000, which is far below the current liabilities of HK\$23,443,000. These events or conditions, along with other matters as set forth in note 2 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## **ANNUAL GENERAL MEETING**

It is proposed that the annual general meeting (the “**2024 AGM**”) of the Company for the year ended 31 December 2024 will be held on a date to be fixed by the Board, and a notice convening the 2024 AGM will be published and despatched to the Shareholders in due course.

## **PUBLICATION OF ANNUAL RESULTS**

This annual results announcement is published on the websites of the Company ([www.chinawoodint.com.hk](http://www.chinawoodint.com.hk)) and the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). The annual report containing all the information required by the Listing Rules will be despatched to the Shareholders and available on the websites of the Company and the Stock Exchange within the prescribed period.

By order of the Board

**China Wood International Holding Co., Limited**

中木國際控股有限公司

**Lyu NingJiang**

*Chairman and Executive Director*

Hong Kong, 18 March 2025

*As at the date of this announcement, the Board comprises of Mr. Lyu NingJiang (Chairman and CEO) and Ms. Ng Lai Ha as executive directors; Mr. Hu YongGang as non-executive director; and Mr. Chan Lik Shan, Mr. So Yin Wai and Mr. Zhao XianMing as independent non-executive directors.*