



PHOENICIAN INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands, IC-268614)



Annual Report 2025



TABLE OF CONTENTS

TABLE OF CONTENTS	1
CORPORATE PROFILE	2
CORPORATE INFORMATION	7
LETTER FROM THE BOARD	8
GROUP STRUCTURE AND BUSINESS SEGMENTS	9
FINANCIAL HIGHLIGHTS	11
KEY INVESTMENT TRENDS	12
MANAGEMENT DISCUSSION AND ANALYSIS	15
DIRECTORS' REPORT	20
INDEPENDENT AUDITOR'S REPORT	43
DIRECTORS' DECLARATION	46
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	47
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	48
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	49
CONSOLIDATED STATEMENT OF CASH FLOWS	50
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	51
ADDITIONAL INFORMATION	108



CORPORATE PROFILE

Trusted | Innovative | International

WHO WE ARE

The Group

Phoenician International Limited ("Phoenician") is a publicly listed investment firm headquartered in Hong Kong, dedicated to providing wealth management, investment management and investment banking services to a select group of private, institutional, and corporate clients.

Our Strategy

Phoenician help innovators, entrepreneurs, industry leaders achieve their financial goals by serving as a bridge between China and the West, while connecting leading foreign institutional investors with markets in Asia.

Our Business

From managing wealth for successful individuals and institutions to helping businesses fulfil their ambition, Phoenician's comprehensive suite of solutions empowers our clients to make the most of global opportunities.

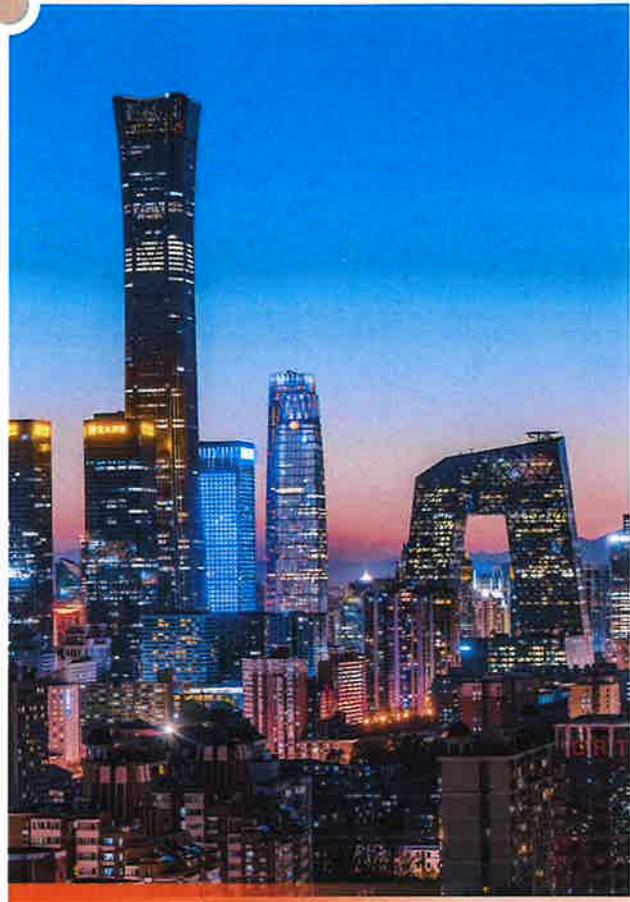
Trusted by the Most Demanding Clients

We manage wealth for highly sophisticated, multi-jurisdiction private clients and family offices with global investment interests

We offer a comprehensive suite of bespoke portfolio management solutions combined with a high-touch, personalized approach to client needs across products and jurisdictions.

Our discretionary and non-discretionary investment solutions are combined with state-of-the-art market connectivity across 50 markets and over 30 currencies.

As most of our clients are successful entrepreneurs, we also provide best-in-class corporate advisory services to facilitate monetization of their business interests.



CORPORATE PROFILE

Independent Minds Delivering Performance Through “Dual World” Innovative Solutions

We offer our clients a constant stream of high-performance investable ideas actionable across the East/West divide, specifically tailored to their financial circumstances

As an independent investment firm, Phoenician has the ability to work with leading platforms and service providers worldwide in order to offer clients best-in-class advisory services and trading capabilities across asset classes, with major benefits on portfolio diversification.

Our key focus is to address the ever-increasing demand for multi-national cross-border investment flows between China/ASEAN financial markets and the rest of the world.

We leverage on our global network of clients and relationships coupled with our decade long presence in the Greater China region to offer clients global access to exclusive investment opportunities across multiple jurisdictions.



International Footprint Delivering Local Insights

Across our Regional Offices, we have Built a Network of Reputable Local Professionals who Speak the Language, Know the Culture and Have First-Hand Knowledge of Clients' Needs

As a result of our relationship-based approach to private and institutional clients, Phoenician has the ability to scout co-investment opportunities in promising early-stage ventures, especially within the Greater China region, that are generally not available for investment by the general public;

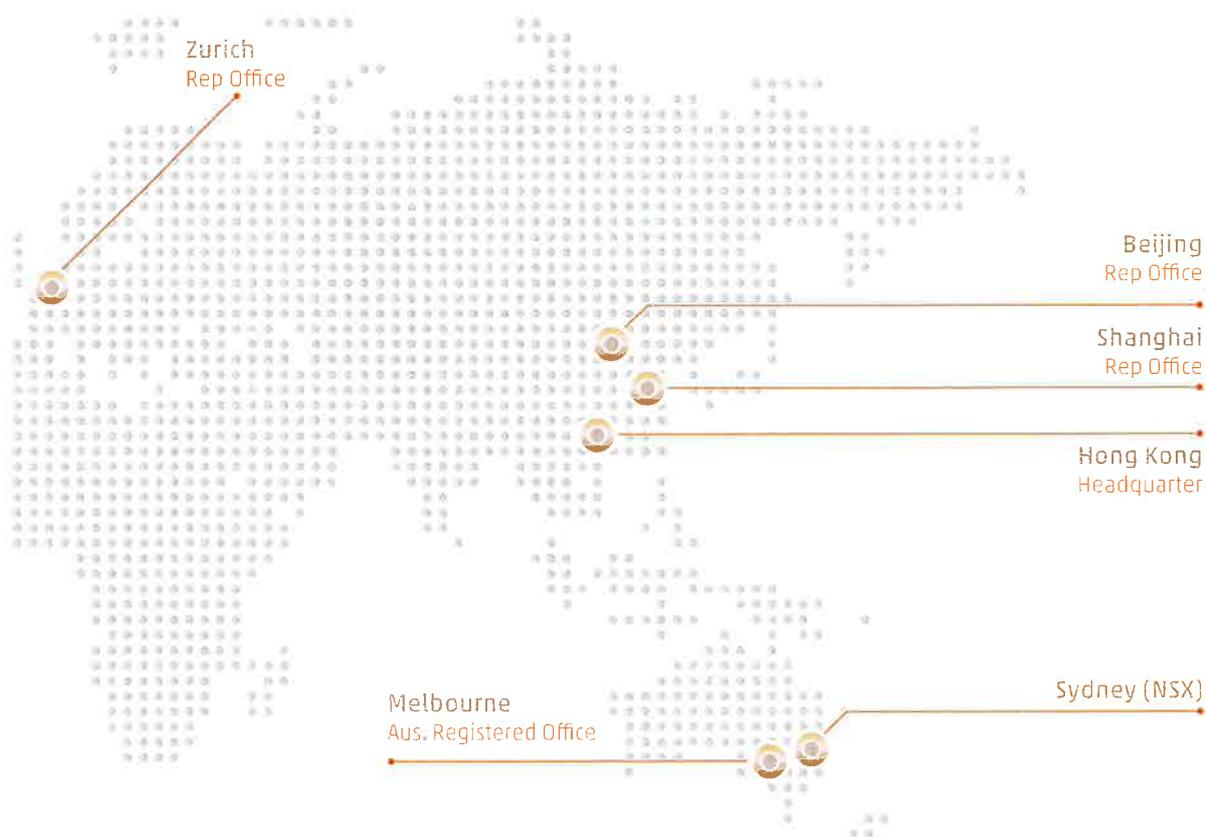
As a result of its deep connection with local communities both globally and within Greater China, over time we have hired and developed outstanding talent to enhance our client service and expand our private, institutional and corporate client network;

Phoenician management team is constantly involved in local communities' activities, with substantial benefits in terms of employee loyalty and client trust.



CORPORATE PROFILE

Our Offices



CORPORATE INFORMATION

BOARD OF DIRECTORS

Directors

Mr Marco Arosti
Mr Yiu Man Lo
Mr James Stephen Barrie

COMPANY SECRETARY

James Stephen Barrie
210 Hotham Street
Elsternwick, Victoria, 3185
Australia

REGISTERED OFFICE PROVIDER

International Corporation Services Ltd
Harbour Place, 2nd Floor
103 South Church Street
George Town
Grand Cayman, KY1-1106
Cayman Islands

AUDITOR

RSM Hong Kong
29th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay, Hong Kong

LEGAL ADVISORS

Steinepreis Paganin
Level 6, 99 William Street
Melbourne VIC 3000
Australia

TICKER

PHI. NSX
ACN/ARN
659 284 152

COMPANY ADDRESS

Hong Kong

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Zurich Representative Office

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Zurich, Switzerland

Australia Registered Office

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Melbourne VIC 3000
Australia

Cayman Registered Office

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George Town
Grand Cayman, KY1-1106
Cayman Islands



LETTER FROM THE BOARD

Dear Shareholders,

As we close the books on 2025, I am pleased to report a year of significant strategic progress and operational resilience for Phoenician. This year presented a complex and often contradictory global landscape—one that tested adaptability and rewarded disciplined, forward-looking strategies. I am proud of how our team navigated these conditions, and I am grateful for your steadfast partnership throughout.

Global financial markets in 2025 were defined by divergence. While the US economy demonstrated unexpected strength, driving equity markets to new highs, other major regions faced headwinds. Europe grappled with structural challenges, and although China's policy stimulus gained momentum, its impact on market sentiment remained uneven. Notably, the anticipated broadening of the US market rally beyond mega-cap technology stocks materialized only in pockets, reinforcing the value of active, research-driven allocation.

Within this environment, our risk-balanced investment philosophy proved its worth. While the fair value of certain proprietary investments remained under pressure due to market conditions, we made substantial progress in advancing our pipeline of investment opportunities. The groundwork laid in 2024 and 2025 has positioned us to enter the new year with growing momentum and a clearer path to value realization.

Geographically, our conviction in China and the Global South remains as strong as ever. China's ongoing policy support—combined with green shoots in domestic consumption and technological innovation—reinforces our view that the region offers compelling long-term opportunities. India, Africa and ASEAN continue to demonstrate robust growth fundamentals and increasing integration into global supply chains.

Looking ahead, we believe 2026 holds the potential for a more constructive market environment. With global monetary policy showing signs of stabilization and pent-up demand for capital deployment across Asia, our specialized focus and regional expertise position us to act decisively on behalf of our clients and shareholders.

None of this would be possible without the dedication of the Phoenician team. Their entrepreneurial spirit, combined with the long-term vision instilled by our founder, continues to define our culture and drive our success. Together, we remain committed to delivering highly tailored investment solutions that meet the evolving needs of our clients while creating lasting value for you, our shareholders.

Thank you for your continued trust and support.

Yours faithfully



Marco Arosti



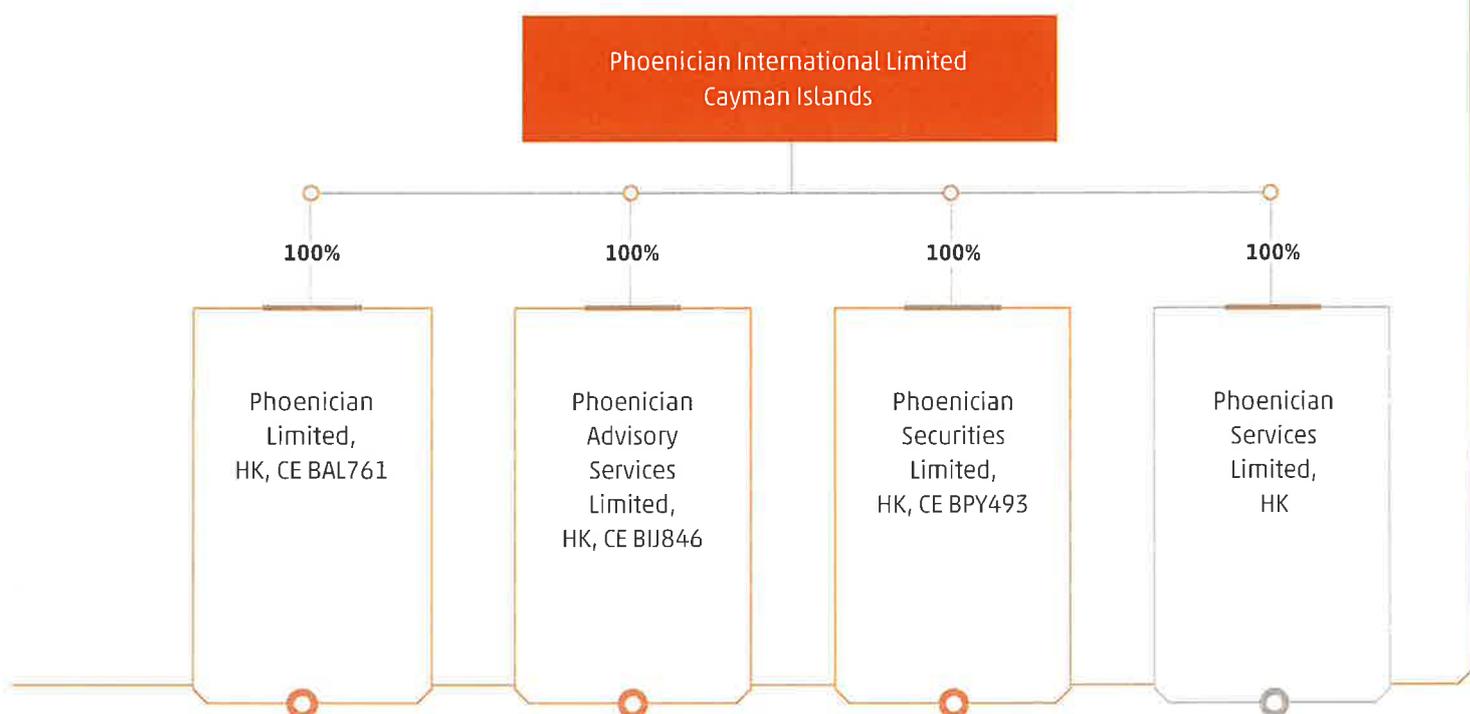
Yiu Man Lo



James Stephen Barrie

GROUP STRUCTURE AND BUSINESS SEGMENTS

The group structure of the Company is set out below:



Phoenician International Limited, is the group holding company incorporated in the Cayman Islands in May 2012.

Phoenician Securities Limited ("Phoenician Securities" or "PS") is a licensed corporation accredited by the Securities & Futures Commission of Hong Kong ("SFC") to conduct Type 1 – Dealing in Securities activities with Central Entity Number ("CE No.") BPY493 since May 2021.

Phoenician Advisory Services Limited ("Phoenician Advisory Services" or "PAS") is a licensed corporation accredited the SFC to conduct Type 6 – Advising on Corporate Finance activities with CE No. BIJ846 since May 2017.

Phoenician Limited ("Phoenician Limited" or "PI") is a licensed corporation accredited the SFC to conduct Type 4 – Advising on Securities and Type 9 – Asset Management activities with CE No. BAL761 since September 2015 and March 2013 respectively.

PS, PAS, PI are all entities incorporated in Hong Kong.

Phoenician Services Limited ("Phoenician Services") is a non-regulated entity incorporated in Hong Kong in December 2021. It is engaged in the provision of professional and consulting services.

We operate through three business units: Wealth Management, Investment Management and Investment Banking, each with distinctive capabilities but managed in an integrated and client-centric fashion.



GROUP STRUCTURE AND BUSINESS SEGMENTS

Wealth Management

Phoenician's wealth management unit is specialised in advising a selected group of private and institutional clients including high net worth individuals and family offices to preserve and manage their wealth and achieve their financial goals.

Through its comprehensive suite of bespoke portfolio management solutions, Phoenician provides non-discretionary investment advisory services and discretionary portfolio management services. Phoenician Wealth Management also invests our own funds on selected investment strategies.

We derive management fees and net investment gains from our wealth management business.

Investment Management

Our investment management unit manages funds on behalf of our institutional and private clients under discretionary mandates to capture global investment opportunities across global markets, with specific focus on cash equity and equity derivative products across mining, life sciences and technology related sectors.

The investment management unit also deploys our own funds by investing in outstanding niche companies with the potential to be transformed into global leaders, through selected investments in private equity and public markets transactions. Phoenician's multi-national investment team works across multiple industries with key focus on companies/issuers operating across China and ASEAN economies.

We derive management fees, performance fees and net investment gains from our investment management business.

Investment Banking

Our Investment Banking unit advises first-tier corporate clients on complex international transactions and global private and public fundraisings and provides sales, trading, brokerage and research services to our institutional and private clients.

Specifically, the Phoenician advisory team offers financial advice to corporate clients on acquisitions, divestitures and corporate restructuring and executes capital raising transactions, either through public offerings or through private placements.

In addition, through its broker/dealer and research platforms, Phoenician broking team offers its institutional and private clients the ability to execute transactions in cash equity and other selected investment products by providing global access to financial markets and trade facilitation services, supported by in-depth research coverages and reports on key investment topics.

We derive agency fees, advisory fees and net investment gains from our investment banking business.

FINANCIAL HIGHLIGHTS

	For the Year Ended December 31,	
	2025 HK\$'000	2024 HK\$'000
Total Revenue	1,703	114
Total Net Investment Loss	(15,258)	(85,669)
Total Operating Expenses	(13,560)	(30,115)
Total Operating Loss	(27,115)	(115,670)

Operating Loss by Segment	For the Year Ended December 31,	
	2025 HK\$'000	2024 HK\$'000
Business Segments	-	-
Wealth Management	(2,433)	(19,793)
Investment Management	(642)	(54,455)
Investment Banking	(24,040)	(41,422)
Total Operating Loss	(27,115)	(115,670)

	For the Year Ended December 31,	
	2025 HK\$'000	2024 HK\$'000
Client Assets		
– Assets Under Management (AuM)	5,018	15,034
– Assets Under Advisory (AuA)	15,600	15,600
– Assets Under Custody (AuC)	53,757	101,642



KEY INVESTMENT TRENDS

After the volatility of the early 2020s, 2025 is shaping up to be the year of the pragmatic investor. The era of easy money is firmly in the rearview mirror. The focus is shifting from growth-at-any-cost to tangible value, cash flow, and resilience. Portfolios are being constructed to navigate a world of structurally higher interest rates, persistent geopolitical fragmentation, and the tangible rollout of transformative technologies. The key themes are quality, income, efficiency, and thematic specificity.

Key Investment Trends for 2025

1. *The Fixed Income Renaissance Continues*

For the first time in over a decade, bonds are not just a hedge but a genuine source of return.

"Higher for Longer" is the Mantra: With central banks seemingly accepting a higher equilibrium interest rate, the "there is no alternative" (TINA) to equities is dead. "TARA" (There Are Reasonable Alternatives) is the new reality.

Locking in Yields: Investors are expected to continue locking in attractive yields by building bond ladders, particularly in high-quality corporate and government debt. This provides a predictable income stream that competes directly with equities.

Focus on Duration: As rate-cut cycles begin (likely haltingly), longer-duration bonds will become attractive for capital appreciation, but the core theme is income generation.

2. *The "Magnificent 7" Broadens into the "Industrial 7"*

The AI trade is maturing. The infrastructure phase is giving way to the application and productivity phase.

From Chips to Code: While Nvidia and other hardware giants remain relevant, the focus is shifting to the users of AI. Investors are looking for companies—both large caps and innovative mid-caps—that can successfully integrate AI to drive earnings, margins, and new revenue streams.

The Rise of Physical AI: The next frontier is AI in the physical world. This includes robotics, autonomous vehicles, and smart manufacturing. Companies enabling this "industrial AI" revolution will be key beneficiaries.

Energy and Utilities Come to the Fore: The immense power consumption of AI data centers is creating a massive tailwind for the utility and energy sectors. This includes traditional grids, nuclear energy (including Small Modular Reactors), and renewable sources. The sector is transitioning from a staid defensive play to a growth story.

3. *Real Assets: Inflation Hedges in a Sticky-Price World*

With inflation proving stickier than hoped, and geopolitical tensions simmering, real assets are in vogue.

Infrastructure is the New Glamour Sector: Government spending (e.g., the Inflation Reduction Act in the U.S., CHIPS Act) combined with private sector needs (energy grid upgrades, digital infrastructure) is fueling a boom in infrastructure investing. This offers inflation-linked cash flows and long-term stability.

Commodities in a Supercycle? The argument for a new commodities super cycle is gaining traction, driven by underinvestment in supply over the past decade and surging demand from the energy transition (copper, lithium, uranium) and re-globalization efforts.

Private Real Estate: Certain pockets of real estate are showing promise, particularly data centers, industrial/logistics properties, and multi-family housing in high-growth areas, as the office sector continues to struggle.

4. Geopolitics as the Primary Risk Factor (and Opportunity)

Investing is no longer just about economics; it's about geopolitics.

Deglobalization and "Friend-shoring": Supply chain resilience trumps pure efficiency. This is creating investment opportunities in countries like Mexico, Vietnam, and India, which are positioned as alternative manufacturing hubs.

The Defense and Aerospace Surge: Elevated global tensions are leading to increased defense budgets across NATO and the Asia-Pacific, creating a sustained tailwind for the defense and cybersecurity industries.

Commodity Nationalism: Resource-rich countries are asserting more control, creating both risks for multinational corporations and opportunities for local champions.

5. Private Markets: The New Core

As public market volatility persists, sophisticated investors are deepening their allocation to private markets.

Accessing Innovation Early: Private equity and venture capital remain the primary vehicles for accessing high-growth, pre-IPO companies, particularly in deep tech, biotech, and climate tech.

Private Credit as a Mainstream Asset: Private credit has solidified its position as a mainstream alternative to traditional bank lending. In 2025, the focus will be on credit quality and covenant protection, as competition in the space increases.

6. The Thematic Rise of Longevity and Biotech

We are on the cusp of a healthcare revolution.

GLP-1s and Beyond: The success of weight-loss drugs is just the tip of the iceberg. Investment is pouring into treatments for age-related diseases, gene editing (CRISPR), and precision medicine. The "silver economy"—encompassing healthcare, wellness, and even finance for an aging population—is a powerful, long-term demographic trend.



KEY INVESTMENT TRENDS

Summary for Investors in 2025

Diversification is Back: The simple 60/40 portfolio is being re-engineered. Portfolios in 2025 are more complex, blending public and private assets, core fixed income with inflation-hedging real assets, and developed market stability with select emerging market growth.

Quality is King: With uncertainty remaining, investors are placing a premium on companies with strong balance sheets, pricing power, and durable competitive advantages.

Active Management Matters: In a world of narrowing leadership and dispersion between winners and losers, a passive, index-only approach is seen as riskier. Active management is key to navigating the complexities of 2025.



MANAGEMENT DISCUSSION AND ANALYSIS

In the two reporting periods, the group operated through three reportable operating segments (a) wealth management; (b) investment management; (c) investment banking. All three segments have experienced positive revenue but a significant slowdown in growth. However, operating profit remained negative for the year ended December 31, 2025, mainly due to significant net investment losses during the year.

Wealth management

The group's wealth management business unit is specialised in advising a select group of private and institutional clients, including high net worth individuals and family offices, to preserve and manage their wealth and achieve their financial goals. Through its comprehensive suite of bespoke portfolio management solutions, the group provides non-discretionary investment advisory services and discretionary portfolio management services. The wealth management business unit also invests funds in selected investment strategies.

Investment management

The investment management business unit manages discretionary accounts on behalf of institutional and private clients under discretionary mandates to capture global investment opportunities across global markets, leveraging on both of Phoenician's investment professionals and best-of-breeds external investment managers. The investment management business unit also deploys Phoenician funds through selected investments in private equity and public market transactions. Phoenician's multi-national investment team works across multiple industries with a key focus on companies/ issuers operating across China and ASEAN economies.

Investment banking

Phoenician's investment banking unit advises first-tier corporate clients on complex international transactions and global private and public fundraisings and provides sales, trading, brokerage and research services to its institutional and private clients. Specifically, the Phoenician advisory team offers financial advice to corporate clients on acquisitions, divestitures and corporate restructuring and executes capital raising transactions, either through public offerings or through private placements. In addition, through its broker/dealer and research platforms, the Phoenician broking team offers its institutional and private clients the ability to execute trades in cash equity and other selected investment products by providing global access to financial markets and trade facilitation services, supported by in-depth research coverages and reports on key investment topics.

In particular, in 2025 wealth management and investment management revenues declined by 50%, while investment banking revenues grew substantially to HKD 1.7 million as a result of a strong performance by our brokerage business. In addition, net investment losses on our own investments recorded a total of HKD 15.3 million, a significant decrease from the year ended December 31, 2024 (HKD 85.7 million). These losses are essentially unrealized changes in fair value of financial assets based on financial test, and are not realized cash losses. As a result, on a consolidated basis, our group also has a negative operating profit of HKD 27.1 million for the year ended December 31, 2025, down significantly from a negative operating profit of HKD 115.7 million for the year ended December 31, 2024.



MANAGEMENT DISCUSSION AND ANALYSIS

The main contributor to such investment losses is the change in fair value of PYX Resources Limited shares held by the group, whose share price experienced a correction in the past 12 months.

The following table sets forth a breakdown of revenue and net investment loss by reporting segment for the years indicated.

For the Year Ended December 31,				
Revenue	2025 HKD '000	2024 HKD '000	Change HKD '000	Change %
Business Segments				
Wealth Management	20	40	(20)	(50.0%)
Investment Management	23	47	(24)	(51.1%)
Investment Banking	1,660	27	1,633	6,048.1%
Total Revenue	1,703	114	1,589	1,393.9%

For the Year Ended December 31,				
Net Investment Gain/(Loss)	2025 HKD '000	2024 HKD '000	Change HKD '000	Change %
Business Segments				
Wealth Management	(1,653)	(15,050)	13,397	(89.0%)
Investment Management	203	(45,436)	45,639	(100.4%)
Investment Banking	(13,808)	(25,183)	11,375	(45.2%)
Total Net Investment Loss	(15,258)	(85,669)	70,411	(82.2%)

The following table sets forth a breakdown of operating expenses by reporting segment for the years indicated.

For the Year Ended December 31,				
Operating Expenses	2025	2024	Change	Change
	HKD '000	HKD '000	HKD '000	%
Business Segments				
Wealth Management	(800)	(4,783)	3,983	(83.3%)
Investment Management	(868)	(9,066)	8,198	(90.4%)
Investment Banking	(11,892)	(16,266)	4,374	(26.9%)
Total Operating Expenses	(13,560)	(30,115)	16,555	(55.0%)

The following table sets forth a breakdown of operating loss by reporting segment for the years indicated.

For the Year Ended December 31,				
Operating Loss	2025	2024	Change	Change
	HKD '000	HKD '000	HKD '000	%
Business Segments				
Wealth Management	(2,433)	(19,793)	17,360	(87.7%)
Investment Management	(642)	(54,455)	53,813	(98.8%)
Investment Banking	(24,040)	(41,422)	17,382	(42.0%)
Total Operating Loss	(27,115)	(115,670)	88,555	(76.6%)



MANAGEMENT DISCUSSION AND ANALYSIS

Segment Revenues and Net Investment Loss

Our Wealth Management segment recorded a weak performance for the year ended December 31, 2025 with a total net investment loss of HKD 1.7 million, a substantial improvement from a net investment loss of HKD 15.1 million in the previous year, primarily due to changes in fair value of financial assets based on financial test.

Our Investment Management segment concluded the year with a total net investment gain of HKD 0.2 million for the year ended December 31, 2025 (2024: net investment loss of HKD45.4 million).

Our Investment Banking segment concluded the year with revenues of HKD 1.7 million and a total net investment loss of HKD 13.8 million for the year ended December 31, 2025 (2024: HKD 25.2 million). The net investment losses from the investment banking business mainly represents fair value loss of financial assets based on financial test.

Segment Operating Expenses

Operating expenses for the Wealth Management segment decreased from HKD 4.8 million to HKD 0.8 million, as a result of cost savings in personnel and office rental.

For the Investment Management segment, we also recorded an decrease in operating expenses from HKD 9.1 million to HKD 0.9 million as a result of cost savings in personnel and office rental.

For the Investment Banking segment, segment operating expenses decreased from HKD 16.3 million to HKD 11.9 million, as a result of a increased efficiency in administrative processes and savings on personnel and office rental.

Segment Operating Loss

All our business segments experienced losses in the year ended December 31, 2025.

Our Wealth Management segment recorded a net operating loss of HKD 2.4 million for the year ended December 31, 2025, down from a net operating loss of HKD 19.8 million for the year ended December 31, 2024.

Our Investment Management segment recorded an operating loss of HKD 0.6 million for the year ended December 31, 2025, down from an operating loss of HKD 54.5 million for the year ended December 31, 2024.

The Investment Banking segment recorded an operating loss of HKD 24.0 million for the year ended December 31, 2025, down from an operating loss of HKD 41.4 million for the year ended December 31, 2024.

KEY BUSINESS DRIVERS AND METRICS

Each of our three business segments has unique business fundamentals and faces different risks. As a result, we identify different drivers for each of the three segments.

For our Wealth Management segment, the key business driver is the Assets under Advisory (AuA). This is the total assets on which we provide wealth advisory, and can be held in custody by us or by third party.



For our Investment Management segment, the key business driver is the Assets under Management (AuM) metric, which is the aggregate amount of net asset value of securities and investment products for which Phoenician has provided discretionary investment management services to our clients as investment advisor or as investment manager.

For our Investment Banking segment, the key business driver is the Assets under Custody (AuC) metric, which is the total value of all financial assets which we hold on behalf of our clients as broker/custodian.

The following table sets forth the key metrics our segments activities as of the dates indicated.

	For the Year Ended December 31,	
	2025 HK\$ '000	2024 HK\$ '000
Key Business Drivers		
- Assets Under Management (AuM)	5,018	15,034
- Assets Under Advisory (AuA)	15,600	15,600
- Assets Under Custody (AuC)	53,757	101,642

As of December 31, 2025, Phoenician had approximately HK\$53.8 million of asset under custody for our Investment Banking unit, HK\$15.6 million of asset under advisory for our Wealth Management unit and HK\$5.0 million of asset under management within our Investment Management unit, including financial assets held by the group.

The decreases in AuM and AuC are mainly due to changes in fair value of financial assets based on financial test.

The main driver of the change in fair value of the financial assets for both our proprietary account and our client account under custody is an unrealized loss on an investment in a company dual listed on the NSX and LSE.



DIRECTORS' REPORT

Your directors present their report on Phoenician International Limited ("PHI" or the "Company") and its controlled entities, (the "Group") for the financial year ended 31 December 2025.

The names of Directors of the Company, in office at any time during the period and up to the date of this report, are set out below. Directors were in office for this entire period unless otherwise stated.

Marco Arosti (Executive Chair) - appointed 28 November 2024.

Yiu Man Lo (Independent Non-Executive Director) - appointed 22 April 2022.

James S. Barrie (Independent Non-Executive Director and Company Secretary)- appointed 15 July 2022.

The length of service of each director is as follows:

Name	Length of Service
Marco Arosti	13 months
Yiu Man Lo	44 months
James S. Barrie	41 months

Marco Arosti (Executive Chair)

Mr Arosti, Chief Executive Officer and Executive Chair, has more than 20 years of international banking experience.

Mr Arosti joined Phoenician in 2016, in charge of investment banking advisory implementing the Company's founder strategic vision and growth plans and overall oversight of the Company's Hong Kong regulated activities.

Prior to joining Phoenician, Mr Arosti was managing director at Daiwa Capital Markets in Hong Kong, leading the firm in delivering investment banking solutions and executing equity investments across the Asia Pacific region, with special focus on metals and mining and advanced manufacturing.

Prior to joining Daiwa, Mr Arosti held senior roles at Morgan Stanley in London and Hong Kong, where he led Morgan Stanley General Industries franchise. Mr Arosti has also previously held various positions at JP Morgan in London, where he worked on over 20 investment banking transactions across continental Europe and the United Kingdom.

Mr Arosti holds an MBA from London Business School and a B.A. Economics from the University of Ancona (cum laude).

He is a member of the Institute of Chartered Accountant in England and Wales and holds a Responsible Officer licence granted by the Hong Kong Securities and Futures Commission in relation to dealing in securities, advising on securities, advising on corporate finance and asset management.

Yiu Man Lo (Independent Non-Executive Director)

Mr Lo, Non-Executive Director of Phoenician, has more than 20 years of experience in the financial service industry.

Up to November 2021, Mr Lo was the Senior Finance Manager at uSmart Securities Limited, a large retail focused securities firm in Hong Kong.

Previously Mr Lo held various senior positions at various financial services firms in Hong Kong, including CMBC Capital Holding Limited, Core Pacific Yamaichi International (H.K.) Limited, China Securities (International) Finance Holdings Company Limited, Bank of China International (Holdings) Limited, Standard Chartered Bank and East Asia (Securities) Company Limited, a subsidiary of Bank of East Asia Company Limited.

Mr Lo holds a Bachelor of Science (Honours) in Applied Mathematics from the Hong Kong Polytechnic University, a Master of Science in Mathematics for Finance and Actuarial Sciences from the City University of Hong Kong and a Master in Corporate Governance from the Hong Kong Polytechnic University and is a Qualified CPA in Australia.

James S. Barrie (Independent Non-Executive Director and Company Secretary)

Mr Barrie, Non-Executive Director and Company Secretary of Phoenician, has more than 20 years of professional experience in a wide range of executive and board roles across multiple industries.

Mr Barrie is currently a Non-Executive Director and Company Secretary for A2A GN Ltd (NSX:A2A) and West Coast Aquaculture Group Limited (SSX:833), the Company Secretary for TTA Holdings Ltd (ASX:TTA), Boadicea Resources Ltd (ASX:BOA), Global Health Ltd (ASX:GLH) and Jupiter Energy Ltd (ASX:JPR), along with being a director and/or Company Secretary for several unlisted companies.

Mr Barrie is also the founder of Fernville Group, which provides professional advisory services to pre-IPO and small-cap listed companies seeking to list on Australian exchanges.

Mr Barrie is a graduate of the Australian Institute of Company Directors, and holds a Bachelor of Business from the Queensland University of Technology and a Diploma of Investor Relations from the Australian Investor Relations Association.

Directors' Shareholdings

The following table sets out each current Director's relevant interest in shares of the Company or a related body corporate as at the date of this report.

Company Directors	Ordinary Shares
Marco Arosti	9,800,000
Yiu Man Lo	16,500
James S. Barrie	2,000



DIRECTORS' REPORT



Unissued Shares and Options

During the year the Company offered Nil (2024: Nil) Performance Rights to directors. Of the total Performance Rights on issue to directors, Nil (2024: Nil) were vested during the year.

Company Directors		Perf Rights Opening Balance	Received During Year	Forfeited During Year	Closing Balance
Marco Arosti	2025	–	–	–	–
	2024	–	–	–	–
Kwan Chan (resigned on 28 November 2024)	2025	N/A	N/A	N/A	N/A
	2024	50,000	(16,500)	(33,500)	–
Yiu Man Lo	2025	–	–	–	–
	2024	50,000	(16,500)	(33,500)	–
James S. Barrie	2025	–	–	–	–
	2024	–	–	–	–

During the December 2025 financial year, the Company issued no options (2024: Nil).

Performance Rights and Option holders do not have any rights to participate in any issues of shares or other interests of the Company or any other entity.

Dividends

No dividend has been paid during the financial year and no dividend is recommended for the current period.



Directors' Meetings

The table below sets out the number of Directors' meetings held during the period and the number of meetings attended by each as a Director.

Name	No. Eligible to Attend	No. Attended
Board Meetings		
Marco Arosti	1	1
Yiu Man Lo	1	1
James S. Barrie	1	1
Audit and Risk Committee Meetings		
Marco Arosti	1	1
Yiu Man Lo	1	1
James S. Barrie	1	1
People and Remuneration Committee Meetings		
Marco Arosti	0	0
Yiu Man Lo	0	0
James S. Barrie	0	0

Principal Activities

The principal activities of the Group (through its subsidiaries) is to provide wealth management, investment management and investment banking services to a select group of private, institutional and corporate clients, focusing on capitalizing on the increasing cross border investment flows between China/ASEAN economies and the rest of the world.

Review and Results of Operations

The loss after income tax and other comprehensive income of the Group for the year ended 31 December 2025 was approximately HKD 27.1 million (2024: HKD 115.7 million).

A detailed review of the operations of the Group is set out on page 15.



DIRECTORS' REPORT

Contractual risks

The Group is a party to various contracts. Whilst the Company will have various contractual rights in the event of non-compliance by a contracting party, no assurance can be given that all contracts to which the Company is a party will be fully performed by all contracting parties. Additionally, no assurance can be given that if a contracting party does not comply with any contractual provisions, the Company will be successful in securing compliance.

Investment risk

The Group's investment portfolio consists of a significant number of shares in Pyx Resources Limited (NSX: PYX; LSE: PYX). As a result, the Company may be vulnerable to events that affect the value of these shares.

Climate Risk

As the Group operating activities and investments are diverse and global in nature, the group business is exposed to climate risk, defined as the potential for negative consequences for human or ecological systems from the impacts of climate change.

Cybersecurity risk

Due to the need to retain and process digital archives, the Group is also exposed to cybersecurity risk, defined as the potential for exposure or loss resulting from a cyberattack or data breach on our organization.

Significant Changes in the State of Affairs

Other than as discussed in the Review of Operations and noted below, the most significant change in the Company's state of affairs during the period is the reduction in net current assets from HK\$20.4 million to HK\$3.7 million.

Events After the Reporting Period

Advisory agreement

In February 2026, a subsidiary of the Company entered into an advisory agreement with a non-controlling shareholder of the Company to provide advisory services in relation to the acquisition of a company in Angola. The agreement was completed in the same month, and the subsidiary received 2,860,000 ordinary shares of the Company from the non-controlling shareholder as consideration.



Conditional share disposal proposal

In February 2026, a non-controlling shareholder of the Company signed a letter expressing interest in acquiring up to 4,500,000 ordinary shares of the Company at AUD1 per share. This offer is conditional upon the Group identifying and introducing willing sellers at that price within 60 days from the date of the letter. Up to the date of authorisation of this annual report, the proposal has not been completed.

Shares issued for vesting of share awards

40,000 ordinary shares of the Company were issued for vesting of share awards under 2023 Stock Incentive Plan at consideration of HK\$Nil on 2 March 2026.

Financial assets at fair value through profit or loss

On the date of authorisation of this annual report, the market value of the financial assets at fair value through profit or loss has declined by approximately HK\$645,733 compared with the fair value as at 31 December 2025.

Likely Developments and Results

The Directors believe that likely developments in the preparations of the Group and expected return from the operations have been adequately disclosed in this report.

Proceedings on Behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or its controlled entities, or to intervene in any proceedings to which the Company or its controlled entities are a party, for the purposes of taking responsibility on behalf of the Company or its controlled entities for all or part of those proceedings.

Indemnifying Officers and Auditors

The Group has not, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Group against a liability incurred as such an officer or auditor.

Non-Audit Services

An amount of HK\$120,000 (2024: HK\$250,000) was paid to the external auditor during the year for non-audit services. The Directors are satisfied that any non-audit services provided during the year ended 31 December 2025 (Refer to note 14 of financial statements) did not compromise the general principles relating to auditor independence in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) and is compatible general standard of independence for auditors imposed by the Corporations Act 2001.

Other Compliance with NSX Listing Rules

No published forecast has been made, hence NSX Listing Rule 6.9(4) does not apply.

Starting from 19 August 2025, the Company's shares have been suspended from Official Quotation for non-payment of the 2025-26 Annual Listing fee. On 17 September 2025, the NSX announced that the Company had failed to lodge its condensed consolidated financial statements for the six months ended 30 June 2025 before the reporting deadline. The shares have been re-instated to Official Quotation on 9 February 2026 following the Company's remediation of the abovementioned non-compliance issues.

The Company did not hold a Remuneration and People Committee meeting during the year as headcount and remuneration levels remained unchanged.

Directors of the Company each have service agreements. In accordance with Rule 27 of the Company's Memorandum of Association, directors appointed by the Company must retire and, being eligible, stand for re-election at the next Annual General Meeting ("AGM") of the Company. Further, a minimum of 1/3rd of directors must retire by rotation at each AGM.

No arrangement has been made under which a director has waived or agreed to waive any emoluments.

No arrangement has been made under which a shareholder has waived or agreed to waive any dividend.



DIRECTORS' REPORT

Summary Financial Information

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the bases set out in the note below:

	Year ended 31 December			
	2025 HK\$'000	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000
RESULTS				
Revenue	1,703	114	5,969	3,192
Loss before tax	(27,115)	(115,670)	(183,171)	(196,309)
Income tax expense	–	–	–	–
Loss for the year	(27,115)	(115,670)	(183,171)	(196,309)
Attributable to:				
Owners of the Company	(27,115)	(115,670)	(183,171)	(196,309)

	At 31 December			
	2025 HK\$'000	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000
ASSETS AND LIABILITIES				
Non-current assets	–	–	10,350	–
Current assets	6,807	24,117	135,494	306,631
Current liabilities	(3,119)	(3,757)	(119,581)	(9,326)
Non-current liabilities	(120,134)	(109,791)	–	(89,183)
Net (liabilities)/assets	(116,446)	(89,431)	26,263	208,122
Attributable to:				
Owners of the Company	(116,446)	(89,431)	26,263	208,122

As the Company's shares have been traded since 2022, a 4-year summary table is applicable.

Over the period, the Group earnings have been significantly impacted by the loss in value of the Group's investment portfolio.

The accrued losses over the period have significantly affected the net equity attributable to the owners of the company.

The main driver of the change in fair value of the financial assets for both our proprietary account and our client account under custody is an unrealized loss on an investment in a company dual listed on the NSX and LSE.

The Group has positive net current assets and unused credit facilities at its disposal. However, the overall net liability give rise to a material uncertainty which may cast significant doubt over the Group ability to continue as a going concern, as referred to by the Auditors Disclaimer of Opinion.

This report is presented in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors by:



Marco Arosti
Executive Chair

Hong Kong, 27 March 2026

DIRECTORS' REPORT

REMUNERATION REPORT

The Remuneration Report sets out the remuneration arrangements for Phoenician International Limited (the "Company") and its controlled entities (the "Group") for year ended 31 December 2025. The Remuneration Report forms part of the Directors' Report.

The remuneration report is set out under the following main headings:

- A. Remuneration Philosophy
- B. Remuneration Structure
- C. Remuneration Approvals
- D. Remuneration and Performance
- E. Details of KMPs' Remuneration
- F. Compensation Performance Rights and Options Granted, Exercised, Converted or Lapsed During the Financial Year
- G. Share-based Compensation
- H. Equity Instruments Issued on Exercise of Remuneration Performance Rights and Options
- I. Other Transactions with KMP and/or their Related Parties
- J. Shareholding of KMP

The remuneration arrangements detailed in this report are for the Executive Chair, Chief Executive Officer and Non-Executive Directors during the financial year as follows:

- Marco Arosti (Chief Executive Officer and Executive Chair)
- Yiu Man Lo (Independent Non-Executive Director)
- James S. Barrie (Independent Non-Executive Director and Company Secretary)

This will be the Remuneration Report to be submitted by the Company for approval at the Annual General Meeting.

A. Remuneration Philosophy

Key management personnel ("KMP") have authority and responsibility for planning, directing and controlling the activities of the Group. KMP comprise the Directors of the Company and its Chief Executive Officer. The performance of the Group depends upon the quality of its KMP. To prosper, the Group must attract, motivate and retain appropriately skilled directors and executives.

The Group's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining, and motivating people of the highest quality. Since 2022, the Company has adopted a Stock Incentive Plan to:

- a. establish a method by which directors or employees of the Company and its subsidiaries (Eligible Persons) can participate in the future growth and profitability of the Company;
- b. provide an incentive and reward for Eligible Persons for their contributions to the Company; and
- c. attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

A remuneration consultant has not been employed by the Group to provide recommendations in respect of the remuneration, given the size of the Group and its current structure.

B. Remuneration Structure

Executive Chair and Chief Executive Officer

The Group has entered into an agreement with Mr Arosti, for the purposes of discharging his role as Chief Executive Officer. Under this agreement, Mr Arosti is entitled to a base remuneration of US\$375,000 per annum (including employer contributions required to be paid in accordance with the Mandatory Provident Fund Schemes Ordinance (chapter 485 of the Laws of Hong Kong)). He will also receive a director fee equal to AU\$20,000 per annum.

Non-Executive Directors

There are formal agreements with the Non-Executive Directors. Appointment shall cease if a non-executive director is not re-elected as a director by shareholders, resigns or ends their term in accordance with the Company's Constitution.

On 22 April 2022, Mr Lo entered into an agreement with the Company confirming his appointment as Non-Executive Director of the Company. The agreement is in standard form and details the nature of Mr Lo's appointment, his duties and his remuneration. Mr Lo is entitled to receive a total annual fee of AU\$20,000 paid quarterly in arrears. This fee covers all duties Mr Lo may be required to perform, Mr Lo is also entitled to be paid expenses properly and reasonably incurred in performing duties as Director.

On 15 July 2022, Mr Barrie entered into an agreement with the Company confirming his appointment as Non-Executive Director and a services agreement confirming his appointment as Company Secretary of the Company. Both agreements are in standard form and detail the nature of Mr Barrie's appointments, his duties and his remuneration. Mr Barrie is entitled to receive a total annual fee of AU\$20,000 paid quarterly in arrears for his role as Non-Executive Director. This fee covers all duties Mr Barrie may be required to perform, Mr Barrie is also entitled to be paid expenses properly and reasonably incurred in performing duties as Director. Mr Barrie is entitled to receive a total annual fee of AU\$9,600, paid quarterly in arrears for his role as Company Secretary. This fee covers all duties Mr Barrie may be required to perform. Services provided out of scope of duties are to be charged at AU\$175 per hour (excluding GST).

No other agreements with KMP or their controlled entities during the financial year have been entered into.

The Group currently does not offer any variable remuneration incentive plans or bonus schemes to Non-Executive Directors or any retirement benefits and, as such, there are no performance related links to the existing remuneration policies.

Performance Rights are normally awarded to eligible participants based on individual achievements and performance contribution to the group, on the basis of recommendations by the Remuneration and Nomination Committee.



DIRECTORS' REPORT

C. Remuneration Approvals

The Board of Directors approved to grant the performance rights under the Company's Stock Incentive Plan. These performance rights were set at levels to reflect market conditions and non-market conditions and to encourage continued service.

D. Remuneration and Performance

None of the remuneration package of the Executive Chair, Chief Executive Officer and the Non-Executive

Director remuneration are currently not linked to either long-term or short-term performance conditions. The Board is of the view that current remuneration is a sufficient, long-term incentive to align the goals of the Directors with those of the shareholders to maximise shareholder wealth, and as such, has not set any performance conditions for Executive Chair, Chief Executive Officer and the Non-Executive Directors of the Company. The Board will continue to monitor this policy to ensure that it is appropriate for the Group in future years.

E. Details of KMPS' Remuneration

2025	Short-Term					Long-term Incentive plans	Share-based Payments	TOTAL	% performance related
	Salary fees	Employer's contribution to a retirement benefit scheme	Cash bonus	Non-monetary	Other fees				
Directors									
Marco Arosti	HK\$2,925,000	HK\$18,000						HK\$2,943,000	
	AU\$20,000		—	—	—	—	—	AU\$20,000	—
Yiu Man Lo	AU\$20,000	—	—	—	—	—	—	AU\$20,000	—
James S. Barrie	AU\$29,600	—	—	—	—	—	—	AU\$29,600	—

2024	Short-Term					Long-term	Share-based Payments	TOTAL	% performance related
	Salary fees	Employer's contribution to a retirement benefit scheme	Cash bonus	Non-monetary	Other fees				
Directors									
Marco Arosti	HK\$2,925,000	HK\$18,000	—	—	—	—	—	HK\$2,943,000	—
	AU\$1,778	—	—	—	—	—	—	AU\$1,778	—
Kwan Chan	HK\$1,010,625	HK\$16,500	—	—	—	—	(HK\$81,405)	HK\$945,720	—
	AU\$18,222	—	—	—	—	—	—	AU\$18,222	—
Yiu Man Lo	AU\$20,000	—	—	—	—	—	—	AU\$20,000	—
	—	—	—	—	—	—	(HK\$81,405)	(HK\$81,405)	—
James S.Barrie	AU\$29,600	—	—	—	—	—	—	AU\$29,600	—

F. Compensation Performance Rights and Options Granted, Exercised, Converted or Lapsed During the Financial Year

No Performance rights were offered to directors in 2025.

There were no options issued to Directors as part of their remuneration in the past 12 months. There were no compensation options that were exercised or lapsed during the year. There were no compensation options issued or outstanding during 2025 or 2024.

G. Share-based Compensation

The Company may reward Directors for their performance and align their remuneration with the creation of shareholder wealth by issuing performance rights, share options and/or shares. Share-based

compensation is at the discretion of the Board and no individual has a contractual right to participate in any share-based plan or to receive any guaranteed benefits. No share-based compensation in respect of KMP occurred during the 2025 financial year.

(i) Performance Rights

No Performance rights were offered to directors in 2025.

(ii) Options

There were no options granted to Directors during the financial year, nor were shares issued upon exercise of options. As at the date of this report there are no director options on issue and no options have been exercised.



DIRECTORS' REPORT

(iii) Shares

No Shares were issued to KMPs during the financial year upon conversion of performance rights.

(iv) Link to Performance

The Company did not implement any variable remuneration incentive plan for the KMP during the year by issuing performance rights, except for the performance rights mentioned in this section. The Company does not offer any other variable remuneration incentive plans or bonus schemes to KMP.

H. Equity Instruments Issued on Exercise of Remuneration Performance Rights and Options

No shares were issued during the financial year to KMP as a result of exercising remuneration options.

I. Other Transactions with KMP and/or their Related Parties

No other transactions with KMP and/or related parties were undertaken during the year ended on 31 December 2025, except what has been disclosed on note 35 to the consolidated financial statements.

J. Shareholding of KMP

The number of shares in the Company held by KMP of the Company, including their associated entities at the end of the financial year are as follows:

Company KMPs		Opening Balance	Received During Year on Exercise of Performance Rights	Net Change Other	Closing Balance
Marco Arosti*	CEO/ED	9,800,000	–	–	9,800,000
Yiu Man Lo	NED	16,500	–	–	16,500
James S. Barrie	NED	2,000	–	–	2,000

* Held through fully owned investment vehicle High Noble Investments Limited

Corporate Governance

The Board of Directors of Phoenician International Limited (the "Company" or "PHI") is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of PHI on behalf of the shareholders, by whom they are elected and to whom they are accountable.

The Company's corporate governance practices are based on principles and recommendations set out in Corporate Governance Council's Principles and Recommendations (4th edition) issued by the Australian Securities Exchange ("ASX") Corporate Governance Council. Corporate Governance Council's principles are summarised as follows:

- Principle 1 Lay solid foundations for management and oversight
- Principle 2 Structure the board to be effective and add value
- Principle 3 Instill a culture of acting lawfully, ethically and responsibly
- Principle 4 Safeguard the integrity of corporate reports
- Principle 5 Make timely and balanced disclosure
- Principle 6 Respect the rights of security holders
- Principle 7 Recognise and manage risk
- Principle 8 Remunerate fairly and responsibly

This statement outlines the main corporate governance practices in place during the year ended 31 December 2025, which comply with the ASX Corporate Governance Council recommendations, except where noted.

This Corporate Governance Statement is current as at 31 December 2025 and has been adopted by the Board.

BOARD OF DIRECTORS

The Board is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives, and monitors performance against those objectives. The goals of the corporate governance processes are to:

- maintain and increase Shareholder value;
- ensure a prudential and ethical basis for the Company's conduct and activities; and
- ensure compliance with the Company's legal and regulatory objectives.

In order to be consistent with these goals, the Board assumes the following responsibilities:

- to develop initiatives for profit and asset growth;
- to review the corporate, commercial and financial performance of the Company on a regular basis;
- to act on behalf of, and being accountable to, the Shareholders; and
- to identify business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.



DIRECTORS' REPORT

COMPOSITION OF THE BOARD

Election of Board members is substantially the province of the Shareholders in general meeting. However, subject thereto, the Company is committed to the following principles:

- the Board is to comprise persons with a blend of skills, experience and attributes appropriate for the Company and its business; and
- the principal criterion for the appointment of new directors is their ability to add value to the Company and its business.

The Board currently comprises two non-executive directors and one executive director. Where a casual vacancy arises during the year, the Board has procedures to select the most suitable candidate with the appropriate experience and expertise to ensure a balanced and effective Board. Any Director appointed during the year to fill a casual vacancy or as an addition to the Board, holds office until the next general meeting and is then eligible for re-election by the Shareholders.

Each Director has confirmed to the Company that he anticipates being available to perform his duties as a non-executive director or executive director without constraint from other commitments.

The Directors consider an independent Director to be a non-executive director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally. The Directors will consider the materiality of any given relationship on a case-by-case basis and reviews the independence of

each Director, in light of interests disclosed to the Board from time to time. Messers Lo and Barrie are considered to be independent directors. The length of service of each director is contained in the Directors' Report.

The Company's Board Charter sets out guidelines of materiality for the purpose of determining independence of Directors and has adopted a definition of independence that is based on that set out in the Corporate Governance Council's Principles and Recommendations (4th edition).

The Board will consider whether there are any factors or considerations which may mean that a Director's interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Shareholders generally.

IDENTIFICATION AND MANAGEMENT RISK

The Board's collective experience enables accurate identification of the principal risks that may affect the Group's business. Key operational risks and their management are recurring items for deliberation at Board meetings.

The Board is responsible for overseeing the establishment of and approving risk management strategies, policies, procedures and systems of the Group. The Group's management is responsible for establishing the Group's risk management framework.

The Group regularly undertakes reviews of its risk management procedures to ensure that it complies with its legal obligations, including assisting the Chief Executive Officer to provide required declarations.

ETHICAL STANDARDS

The Company carries on business honestly and fairly, acting only in ways that reflect well on the Company and in compliance with all laws and regulations.

The Board has adopted a policy document which outlines employees' obligations of compliance with the Code of Conduct and explains how the Code interacts with the Company's other corporate governance policies. The responsibilities incorporated in the Code of Conduct include protection of the Company's business, using the Company's resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.

INDEPENDENT PROFESSIONAL ADVICE

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

SECURITIES TRADING POLICY

The Board has adopted a Securities Trading Policy for Directors, senior managers and employees in relation to securities dealings which is appropriate for a company with securities traded on NSX.

Under the Securities Trading Policy, Directors and employees are prohibited from dealing in the Company's securities if they have in their possession information that they know, or ought reasonably to know, is inside information.

The Securities Trading Policy sets out a notification procedure which is required to be followed prior to any dealing in the Company's securities.

DISCLOSURE POLICY

The Company's disclosure policy is to assist with continuous disclosure obligations of the Australian regimes so as to provide the Company's shareholders, the NSX with timely, direct and equal access to information issued by the Company and to promote investor confidence in the integrity of the Company and therefore to maintain an orderly market in its securities.

EXTERNAL AUDIT

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

AUDIT COMMITTEE

The Audit Committee is comprised of Yiu Man Lo (Chair), Marco Arosti and James S. Barrie (Members).

The Company has adopted an Audit Committee Charter. The Audit Committee assists the Company in meeting its financial reporting obligations and other tasks, including but not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and risk management systems and the external audit function.

REMUNERATION & NOMINATION COMMITTEE

The Remuneration Nomination committee is comprised of Yiu Man Lo (Chair), Marco Arosti and James S. Barrie (Members).



DIRECTORS' REPORT

The Board has adopted a Remuneration Committee Charter to assist with remuneration of Directors, executives and key employees. The Company recognises that formal and transparent remuneration and nomination policies assist in promoting understanding and confidence in remuneration and nomination decisions.

The People and Remuneration Nomination Committee's responsibility is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's people and remuneration strategies and policies. This includes reviewing and making recommendations to the Board on remuneration packages and policies related to the Directors and senior management. In addition, the People and Remuneration Committee is responsible for reviewing and making recommendations in relation to the composition of the Board and ensuring that adequate succession plans are in place. Independent advice will be sought where appropriate.

The Company has established a remuneration policy that states:

- non-executive directors are to receive fees which are determined by the Board within the aggregate limit set by the shareholders at a general meeting; and
- executive directors' remuneration is determined by the Board with reference to current market rates and remuneration paid to executives in comparable listed companies determined by the size and nature of operations.

Remuneration levels are set by the Board in accordance with industry standards to attract suitable qualified and experienced directors and senior management. The process of periodically evaluating the performance of the Board, its

committees and individual directors and senior executives is set out in the Company's Process for Performance Evaluations policy. Performance evaluations have been completed for the December 2025 financial year.

In relation to Board nominations, the Committee reviews and makes recommendations to the Board in relation to:

- a. Board succession planning generally;
- b. induction and continuing professional development programs for directors;
- c. the development and implementation of a process for evaluating the performance of the Board, its committees and directors;
- d. the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- e. the appointment and re-election of directors; and
- f. ensuring there are plans in place to manage the succession of senior executives.

DIVERSITY POLICY

The Board has adopted a diversity policy. The Company aims to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

The Board consists of three male directors. The Company has the following appointments by gender as at 31 December 2025:

Position *	Female	Male	Total
Directors	—	3	3

* Includes personnel who contract their services to the Company

ANTI-SLAVERY AND HUMAN TRAFFICKING POLICY

There is a zero-tolerance approach to modern slavery both within the Company and within its supply chain. This policy underpins the Company's approach to prevent slavery and human trafficking taking place in any part of the business or supply chains.

To underpin the Company's compliance with practical steps, the Company aims to implement the following:

- conduct risk assessments to determine which parts of our business and which suppliers are most at risk of modern slavery so that efforts can be focused on those areas;
- engage with suppliers both to convey to them the Anti-Slavery and Human Trafficking Policy and to gain an understanding of the measures taken by them to ensure modern slavery is not occurring in their businesses and their supply chain;
- introduce supplier pre-screening (for example as part of our tender process) and self-reporting for suppliers on safeguarding controls; and
- introduce contractual provisions for suppliers to confirm their adherence to this policy and accept the right for the Company to audit their activities and (where practicable) relationships, both routinely and at times of reasonable suspicion.

HEALTH, SAFETY AND ENVIRONMENT (HSE) POLICY

The Company is committed to operating its business in a responsible and appropriate manner, that protects the environment and ensures the safety of its employees and contractors and protects the members of the communities in which it operates.

The purpose of the HSE Policy is to assist the Company and its Directors to monitor and review the health, safety, environmental and sustainable development policies, principles, practices and processes, and monitor and review current and future regulatory issues relating to health, safety, the environment and sustainable development.

The Company is committed to, and the Board will monitor and review the Company's compliance with, the following principles and practices including but not limited to:

- Acknowledging that the management of health, safety, and environmental issues is an integral part of the Company's business, and should be incorporated into business planning and decision making processes.
- Implementing and maintaining a systematic approach to risk management in order to achieve the objectives outlined in the HSE Policy.



DIRECTORS' REPORT

- The Company and its subsidiaries complying with all applicable laws and regulations as a minimum standard, and applying responsible standards consistent with the principles and policies outlined in this policy where laws do not exist.
- Working collaboratively and proactively with stakeholders to develop and advance effective approaches to HSE management, and communicating openly on HSE related issues.
- Continuously seeking ways to minimize the impact of the Group's exploration and production activities on the environment.
- Continuously identifying, reporting and evaluating risks, threats, hazards and impacts to company operations that have the potential to adversely affect the environment or the health, safety and security of employees, contractors or the community, and implementing appropriate control and contingency measures to minimise and manage them to a responsible level.
- Monitoring, reviewing and setting targets for ongoing improved HSE performance.
- Committing to employee participation in the Health and Safety process and welcoming the opportunities presented by Employee Forums to expedite the high standards the HSE Policy represents.
- Providing sufficient and competent human resources to manage the Company's HSE commitments.
- Selecting and engaging contractors and suppliers whose HSE management systems are acceptable to the Company and consistent with the principles and policies outlined in the policy.
- Including a HSE performance assessment and requiring a demonstration of continuous commitment to the principles and policies outlined in the policy in the appraisal of the Company's personnel and suppliers.
- Providing training, instruction and supervision to personnel to enable them to attain the knowledge and skill levels necessary to perform their work incident free.
- Committing to re-use waste as much as is economically feasible to minimise the amounts of waste.

RISK MANAGEMENT POLICY

The Company's Risk Management Policy provides a framework to identify, assess, monitor, and manage the risks associated with the Company's business.

In accordance with the Risk Management Policy, the Board assessed the need to form a risk committee in conjunction with the necessity to form an audit committee.

The Risk Management Policy identifies that the Company will regularly consider the following main areas of risk to the Company:

- a. exploration and development;
- b. fluctuating commodity prices and exchange rates;
- c. political and economic climate in its areas of operation; and
- d. continuous disclosure obligations.

The Company adopted an internal control framework to assist the Board in identifying, assessing, monitoring and managing risk. The framework includes financial reporting, continuous disclosure, regular operations reviews and investment appraisals.

ANTI-BRIBERY AND CORRUPTION POLICY

The Company has adopted an anti-bribery and corruption policy to ensure the Company conducts all business fairly, honestly and openly by ensuring compliance with all applicable anti-corruption laws and regulations, and to ensure that the Company conducts business in a socially responsible manner. The policy sets out the responsibilities of the Company, the Board, the Company personnel and the Company's associated persons. The policy specifically addresses facilitation payments or gifts and hospitality, dealings with public officials, political donations, and charitable donations.

WHISTLEBLOWER POLICY

The Company is committed to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. As part of that commitment, the Company has adopted a Whistleblower Policy.

This Policy is an important tool for helping the Company to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing. The Company encourages those who are aware of possible wrongdoing to report it in accordance with this policy. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS

The Company has adopted comprehensive systems of control and accountability as the basis for the

administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

The Board is committed to best practice corporate governance. To the extent applicable, the Company has adopted The Corporate Governance Principles and Recommendations (4th Edition) as published by ASX Corporate Governance Council. In light of the Company's size and nature, the Board considers the current board a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

A copy of the Company's Corporate Governance Policies is able to be accessed on the Company's website www.phoeniciangroup.com.

DEPARTURES FROM CORPORATE GOVERNANCE COUNCIL'S RECOMMENDATIONS

The Company will report any departures from the Recommendations in its annual financial report as part of its Corporate Governance Statement.

The Company's departures from the Recommendations are set out below. A copy of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations is available at: <https://www.asx.com.au/content/dam/asx/about/corporate-governance-council/cgc-principles-and-recommendations-fourth-edn.pdf>



DIRECTORS' REPORT

Best Practice Recommendation	Nature and Explanation for Departure
<p>1.5 Set measurable objectives for achieving gender diversity in the composition of the entity's board, senior executives and workforce generally and disclose in relation to each reporting period the measurable objectives set for that period to achieve gender diversity and the entity's progress towards achieving those objectives.</p>	<p>The Company's general policy when choosing Employees and Board members is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background.</p>
<p>1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</p>	<p>The Board did not conduct a performance evaluation of senior executives during the last 12 months and has not adopted a performance evaluation policy. The Company believes that the small size of the executive team and the current scale of the Company's activities make the establishment of a formal performance evaluation procedure unnecessary. Performance evaluation is a discretionary matter for consideration by the entire Board. In the normal course of events the Board reviews performance of senior management and the Board as a whole. Achievement of goals and business development and compliance issues are evaluated regularly on an informal basis.</p>
<p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>Mr. Arosti is the Executive Chair and Chief Executive Officer of the Company.</p>
<p>7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>The Company is mindful of the need to have strong independent Board representation and anticipates that as the Company grows and its projects expand it will be appropriate to appoint an independent non-executive as chairman, either from the existing Directors or via a new appointment.</p>
<p>7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>The Company is committed to understanding and managing risk and to establishing an organisational culture that ensures risk management is included in all activities, decision making and business processes. The Company does not have a formal internal audit function due to its size and business needs. Under the Company's Audit and Risk Committee Charter, the Audit and Risk Committee is charged with the review of the Company's internal controls and monitoring the need for a formal internal audit function. A copy of the Company's Audit and Risk Committee Charter and the Risk Management Policy is available on the Company's website.</p>

NSX CORPORATE GOVERNANCE POLICIES AND PROCEDURES

The NSX has developed suggested content for corporate governance policies and procedures which is set out on NSX's Practice Note 14 (Practice Note 14). The content outlined in Practice Note 14 is not prescriptive, but is

intended to act as a guideline for listed entities' corporate governance.

The policies and procedures that listed entities may adopt as suggested by Practice Note 14, and the approach adopted by the Company to comply with such guidelines, is listed below:

Suggested content and scope	Company policy
A. Policies and procedures adopted to ensure that the issuer acts according to law, including satisfying its reporting obligations under the Corporations Act 2001 and the Listing Rules.	<p>Code of Conduct The Code of Conduct prescribes standards of ethical behaviour expected from the board, management and employees. All directors, officers, managers and employees are required to meet certain standards of ethical behaviour including acting honestly, in good faith and in the best interests of the Company as a whole, and avoiding conflicts of interest and managing conflicts of interest appropriately if they arise.</p>
	<p>Audit Committee Charter The Board has adopted an Audit Committee Charter which outlines appropriate structures are in place to ensure ongoing compliance with Listing Rules and other regulatory compliance.</p>
	<p>Board Charter The Company has adopted a Board Charter which sets out the principles for operation of the Company board of directors. The board is accountable to shareholders for performance of the Company.</p>
B. Policies and procedures adopted to ensure that the Issuer's board acts with due care and diligence and in the interests of shareholders.	<p>Securities Trading Policy This policy acts as a guide to dealing in the Company's securities. It discusses insider trading provisions and trading restrictions.</p>
	<p>Code of Conduct The Company's Code of Conduct addresses conflicts of interest which may arise in the Company.</p>
C. Policies and procedures adopted to adequately identify and deal with conflicts of interest at board, management and employee levels.	



DIRECTORS' REPORT

Suggested content and scope	Company policy
D. Policies and procedures adopted to protect shareholder interests, including: access to information, voting rights, share of profits, and equitable treatment.	<p>Disclosure Policy</p> <p>The Company has adopted a disclosure policy which addresses the Company's continuous disclosure obligations. It states that the Company has formed policies and procedures to discharge the Company's disclosure requirements to ensure information is released to the market in a timely manner.</p> <p>In terms of shareholder communication, the Company aims, amongst other things, to maintain an up to date website containing all information announced, and operate an email register.</p> <p>Risk Management Policy</p> <p>The Company's risk management policy provides a framework to identify, assess, monitor and manage the risks associated with the Company's business. The Company's risk management is focused on the areas of financial reporting, continuous disclosure (as provided in the disclosure policy), and operations review.</p>
E. Policies and procedures adopted to protect the interests of stakeholders including: employees, creditors and the wider community.	<p>The remuneration of directors is decided by the Board in its capacity as the Remuneration and Nomination Committee. The Remuneration and Nomination Committee is to review and make recommendations and to ensure that the remuneration policies and practices are consistent with the Company's strategic goals and human resources objectives. Refer Code of Conduct in Section A above.</p>



INDEPENDENT AUDITOR'S REPORT



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**TO THE MEMBERS OF
PHOENICIAN INTERNATIONAL LIMITED
(Incorporated in the Cayman Islands with limited liability)**

Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of Phoenician International Limited (the "Company") and its subsidiaries (the "Group") set out on pages 47 to 107, which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

Basis for Disclaimer of Opinion

We draw attention to note 2 to the consolidated financial statements, which indicates that the Group incurred a net loss of HK\$27,115,348 during the year ended 31 December 2025 and, as of that date, the Group had net liabilities of HK\$116,445,746. In addition, the Group had bank and cash balances (net of client trust monies) of HK\$1,103,682, while the outstanding unsecured loan amounted to HK\$120,134,014.

These conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business.



INDEPENDENT AUDITOR'S REPORT

Basis for Disclaimer of Opinion (cont'd)

The directors of the Company have undertaken various measures to improve the Group's liquidity and financial position, which are set out in note 2 to the consolidated financial statements. The validity of the going concern assumptions on which the consolidated financial statements have been prepared depends on the successful and favorable outcome of these measures taken by the directors of the Company, including (a) whether the Group can further utilise from the available facilities provided by a non-controlling shareholder of the Company as and when needed; and (b) the proposed disposal of shares of the Company would be successfully completed.

However, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves that the non-controlling shareholder referred to in (a) above has the adequacy of financial resources to provide the required level of financial support to the Group.

In addition, we were unable to obtain sufficient appropriate audit evidence to ascertain whether the proposed disposal of shares of the Company referred to in (b) above would be successfully completed, as the implementation of the disposal is subject to the execution uncertainties, including the lack of formal purchase offers or binding agreements from the non-controlling shareholder to substantiate the feasibility and practical ability of executing the disposal within the required timeframe.

Accordingly, we were unable to determine the appropriateness of preparing the consolidated financial statements on a going concern basis.

Should the Group be unable to operate as a going concern in the foreseeable future, adjustments would have to be made to write down the carrying amount of the Group's assets to their recoverable amounts, to provide for any further liabilities that 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 these consolidated financial statements.

Responsibilities of Directors and Audit Committee for the Consolidated Financial Statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with International Standards on Auditing as issued by the International Auditing and Assurance Standards Board and to issue an auditor's report. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) as issued by the International Ethics Standards Board for Accountants ("ISEBA Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the ISEBA Code.

The engagement partner on the audit resulting in this independent auditor's report is Ms. Leung Wan Yi, Winnie.



Certified Public Accountants

27 March 2026



DIRECTORS' DECLARATION

The directors of Phoenician International Limited (the "Company") declare that:

1. The consolidated financial statements and notes for the year ended 31 December 2025 as set out on pages 47 to 107,
 - a. are in accordance with IFRS Accounting Standards; and
 - b. give a true and fair view of the consolidated financial position of the Company and its subsidiaries (the "Group") as at 31 December 2025 and of its consolidated financial performance for the year then ended.
2. In the directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



Mr. Marco Arosti, Executive Chair

Hong Kong, 27 March 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 HK\$	2024 HK\$
Revenue	9	1,703,207	113,686
Other income	10	6,090	17,388
Other gains and losses	11	(15,264,518)	(85,686,785)
Allowance for expected credit losses on trade, client and other receivables		(116,092)	(1,329,787)
Impairment losses on right-of-use assets and prepayments		–	(8,380,614)
Administrative and other operating expenses		(7,992,362)	(15,557,285)
Loss from operations		(21,663,675)	(110,823,397)
Finance costs	12	(5,451,673)	(4,846,598)
Loss before tax		(27,115,348)	(115,669,995)
Income tax expense	13	–	–
Loss for the year	14	(27,115,348)	(115,669,995)
Other comprehensive income for the year, net of tax		–	–
Total comprehensive income for the year		(27,115,348)	(115,669,995)
Attributable to:			
Owners of the Company		(27,115,348)	(115,669,995)
Loss per share	17		
Basic		(0.26)	(1.10)
Diluted		(0.26)	(1.10)



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2025

	Note	2025 HK\$	2024 HK\$
Non-current assets			
Property, plant and equipment	18	–	–
Right-of-use assets	19	–	–
Prepayments	21	–	–
		–	–
Current assets			
Trade and client receivables	22	53,452	101,669
Other receivables and prepayments	21	2,717,224	2,787,239
Deposits		105,500	105,000
Financial assets at fair value through profit or loss	23	2,708,642	18,238,769
Bank and cash balances	24	1,222,828	2,884,478
		6,807,646	24,117,155
Current liabilities			
Contract liabilities	25	–	1,646,260
Trade and client payables	26	166,018	782,259
Accruals and other payables	27	2,953,360	1,328,706
		3,119,378	3,757,225
Net current assets		3,688,268	20,359,930
Total assets less current liabilities		3,688,268	20,359,930
Non-current liabilities			
Unsecured loan	28	120,134,014	109,790,966
NET LIABILITIES		(116,445,746)	(89,431,036)
Capital and reserves			
Share capital	29	86	86
Reserves	31	(116,445,832)	(89,431,122)
CAPITAL DEFICIENCY		(116,445,746)	(89,431,036)

Approved by the Board of Directors on 27 March 2026 and are signed on its behalf by:



Mr. Marco Arosti



Mr. Yiu Man Lo

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2025

	Share capital HK\$	Share premium account HK\$	Share-based payments reserve HK\$	Accumulated losses HK\$	Total HK\$
At 1 January 2024	86	25,091,937	1,311,916	(140,940)	26,262,999
Total comprehensive income for the year	–	–	–	(115,669,995)	(115,669,995)
Share-based payments (note 32)	–	–	(24,040)	–	(24,040)
Vesting of shares under share award scheme	–	1,089,909	(1,089,909)	–	–
At 31 December 2024 and 1 January 2025	86	26,181,846	197,967	(115,810,935)	(89,431,036)
Total comprehensive income for the year	–	–	–	(27,115,348)	(27,115,348)
Share-based payments (note 32)	–	–	100,638	–	100,638
At 31 December 2025	86	26,181,846	298,605	(142,926,283)	(116,445,746)



CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 HK\$	2024 HK\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		(27,115,348)	(115,669,995)
Adjustments for:			
Interest income	10	(1,688)	(17,388)
Depreciation of right-of-use assets	19	–	2,193,258
Equity settled share-based payments	32	100,638	(24,040)
Accruals and other payables written back	11	(29,221)	–
Fair value losses on financial assets at fair value through profit or loss	11	15,530,127	85,341,049
Allowance for expected credit losses on trade, client and other receivables		116,092	1,329,787
Impairment losses on right-of-use assets and prepayments		–	8,380,614
Finance costs	12	5,451,673	4,846,598
Operating loss before working capital changes		(5,947,727)	(13,620,117)
(Increase)/decrease in trade and client receivables		(81,983)	1,531,651
Decrease in other receivables and prepayments		84,123	2,767,780
Increase in deposits		(500)	–
Decrease in financial assets at fair value through profit or loss		–	194,193
Decrease in client trust monies		621,733	16,737,864
(Decrease)/increase in contract liabilities		(1,646,260)	1,646,260
Decrease in trade and client payables		(616,241)	(16,696,471)
Increase in accruals and other payables		1,483,250	37,489
Net cash used in operating activities		(6,103,605)	(7,401,351)
CASH FLOW FROM INVESTING ACTIVITY			
Interest received and net cash generated from investing activity		1,688	17,388
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of unsecured loan		(450,000)	(3,700,000)
Raised from unsecured loan		5,512,000	7,832,880
Net cash generated from financing activities		5,062,000	4,132,880
NET DECREASE IN CASH AND CASH EQUIVALENTS		(1,039,917)	(3,251,083)
CASH AND CASH EQUIVALENTS AT 1 JANUARY		2,143,599	5,394,682
CASH AND CASH EQUIVALENTS AT 31 DECEMBER		1,103,682	2,143,599
ANALYSIS OF CASH AND CASH EQUIVALENTS			
Bank and cash balances		1,222,828	2,884,478
Less: Client trust monies	24	(119,146)	(740,879)
		1,103,682	2,143,599

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

1. GENERAL INFORMATION

Phoenician International Limited (the "Company") was incorporated in the Cayman Islands with limited liability. The address of its registered office is Harbour Place, 2nd Floor, 103 South Church Street, George Town, Grand Cayman, KY1-1106, Cayman Islands. The Company's shares are listed on National Stock Exchange of Australia Limited (the "NSX"). The Company's securities were suspended from the official list from 19 August 2025 until trading resumed on 9 February 2026. Further details are set out in note 36 to the consolidated financial statements.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 20 to the consolidated financial statements.

In the opinion of the directors of the Company, Zurich Capital Partners Limited, a company incorporated in Hong Kong, is the immediate and ultimate parent and Mr. Mauricio Castroparedes Merino is the ultimate controlling party of the Company.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). IFRS Accounting Standards comprise International Financial Reporting Standards ("IFRS"); International Accounting Standards ("IAS"); and Interpretations.

The IASB has issued certain new and revised IFRS Accounting Standards 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.

The Group incurred a net loss of HK\$27,115,348 during the year ended 31 December 2025 and, as of that date, the Group had net liabilities of HK\$116,445,746. In addition, the Group had bank and cash balances (net of client trust monies) of HK\$1,103,682, while the outstanding unsecured loan amounted to HK\$120,134,014.

These conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

2. BASIS OF PREPARATION (CONT'D)

Nevertheless, the directors of the Company had adopted the going concern basis in the preparation of these consolidated financial statements of the Group based on the measures including but not limited to the following:

- (a) In December 2024, the Group entered into an agreement with a non-controlling shareholder of the Company, extending the maturity date of the unsecured loan to 31 December 2028. The Group had available unutilised facilities of HK\$29,865,986 as at 31 December 2025.
- (b) In February 2026, a non-controlling shareholder of the Company signed a letter expressing interest in acquiring up to 4,500,000 ordinary shares of the Company at AUD1 per share. This offer is conditional upon the Group identifying and introducing willing sellers at that price within 60 days from the date of the letter. The directors of the Company considered that this transaction could generate a cash inflow of approximately HK\$15,730,000 to the Group through the sale of 2,860,000 ordinary shares of the Company held by a subsidiary subsequent to the reporting period to this non-controlling shareholder.

The directors of the Company have estimated the Group's cash requirements by the preparation of a Group cashflow forecast for the 18 months ending 30 June 2027. The directors of the Company are of the opinion that the Group has sufficient working capital for its present requirements, that is for 18 months ending 30 June 2027. Accordingly, the directors of the Company are of the view that it is appropriate to adopt the going concern basis in preparing these consolidated financial statements.

Notwithstanding, material uncertainties exist as to whether the Group will be able to continue as a going concern would depend upon whether the Group can further utilise from the available facilities provided by the non-controlling shareholder as and when needed, and whether the proposed disposal of shares of the Company would be successfully completed.

Should the Group be unable to operate as a going concern in the foreseeable future, adjustments would have to be made to write down the carrying amount of the Group's assets to their recoverable amounts, to provide for any further liabilities that 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 these consolidated financial statements.

3. ADOPTION OF NEW AND REVISED IFRS ACCOUNTING STANDARDS

(a) Application of new and revised IFRS Accounting Standards

The Group has adopted all of the new or amended IFRS Accounting Standards and Interpretations as issued by the IASB that are mandatory for the current reporting period. There was no material impact to the consolidated financial statements as a result of the adoption of these standards.

(b) New and revised IFRS Accounting Standards in issue but not yet effective

Up to the date of issue of these consolidated financial statements, the IASB has issued a number of new standards and amendments to standards and interpretations, which are not effective for the year ended 31 December 2025 and which have not been early adopted by the Group for the annual reporting period ended 31 December 2025. The Group's assessment of the impact of these new or amended IFRS Accounting Standards, most relevant to the Group, are set out below:

	Effective for accounting periods beginning on or after
Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards - Volume 11	1 January 2026
IFRS 18 - Presentation and Disclosure in Financial Statements	1 January 2027

The directors of the Company are in the process of making an assessment of what the impacts of these new standards and amendments to standards are 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.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

3. ADOPTION OF NEW AND REVISED IFRS ACCOUNTING STANDARDS (CONT'D)

(b) New and revised IFRS Accounting Standards in issue but not yet effective (cont'd)

IFRS 18 "Presentation and Disclosure in Financial Statements"

IFRS 18 will replace IAS 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 IFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, IFRS 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 presents and discloses financial performance in the financial statements.

The new accounting standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities' net profit will not change.
- Management-defined performance measures ("MPMs") are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

3. ADOPTION OF NEW AND REVISED IFRS ACCOUNTING STANDARDS (CONT'D)

(b) New and revised IFRS Accounting Standards in issue but not yet effective (cont'd)

IFRS 18 "Presentation and Disclosure in Financial Statements" (cont'd)

The Group is currently assessing the impact of IFRS 18, with respect to the structure of the Group's statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. The Group is also assessing the impact on how information is grouped in the financial statements. Preliminary assessments indicate the following key impacts:

- The Group will need to reclassify certain income and expense items (e.g., interest income and foreign exchange gains/losses) into the new categories, namely investing and financing categories.
- The Group will disclose certain MPMs in the annual report. Under IFRS 18, this will likely require additional disclosure for the MPMs within the notes to the financial statements.
- The statement of cash flows will also be impacted, as the operating profit subtotal will be the required starting point for the indirect method.

Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7

The IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest ("SPPI") criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income.

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



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

The preparation of consolidated financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(b) Separate financial statements

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss. Cost includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the Group initially recognises such non-monetary assets or liabilities. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(c) Foreign currency translation (cont'd)

(iii) Translation on consolidation

The results and financial position of all foreign operations (none of which has the currency of hyperinflationary economy) that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

(d) Property, plant and equipment

Property, plant and equipment held for use in the supply of services, or for administrative purposes are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(d) Property, plant and equipment (cont'd)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rate is as follows:

Leasehold improvements	Over the term of the lease
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The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

(e) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(e) Leases (cont'd)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

(f) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

(g) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(g) Recognition and derecognition of financial instruments (cont'd)

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

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

(h) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Equity investments

An investment in equity securities is classified as FVTPL. Dividends from an investment in equity securities are recognised in profit or loss as other income.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(i) Trade, client and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade and client receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade and client receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method less allowance for credit losses.

(j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses ("ECL").

(k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under IFRS Accounting Standards. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(l) Borrowings (cont'd)

Borrowings are classified as current liabilities unless, at the end of the reporting period, the Group has a right to defer settlement of the liability for at least 12 months after the reporting period.

(m) Trade, client and other payables

Trade, client and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Equity instruments

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

(o) Revenue and other income

Revenue is recognised when service is rendered to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes.

The Group provides tailored sourcing services for equity securities. Agency fees income comprises a non-refundable cost reimbursement fee and a contingent success fee. The Group has determined that these services represent a single performance obligation satisfied at a point in time, as the Group does not have an enforceable right to payment for performance completed to date prior to the execution of a trade.

The non-refundable cost reimbursement fee received at contract inception is initially recognised as a contract liability. This liability is recognised as revenue only when the performance obligation is satisfied, or when the contract is terminated and the Group has no remaining transfer obligations. The contingent success fee is treated as variable consideration and is recognised only when the transaction is successfully completed, at which point the "highly probable" constraint under IFRS 15 is met. Fulfilment costs are capitalised only to the extent that they are recoverable and are expensed upon the recognition of the related revenue or when the project is deemed unsuccessful.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(o) Revenue and other income (cont'd)

Investment advisory fees income and investment management fees income are recognised over time as the customers simultaneously receive and consume the benefits provided by the Group's performance as the Group performs.

Commission fees income is recognised at the point in time when the services are rendered to the customers.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset.

(p) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

For long service payment ("LSP") obligation, the Group accounts for the employer mandatory provident fund ("MPF") contributions expected to be offsetted as a deemed employee contribution towards the LSP obligation in term of IAS 19 paragraph 93(a) and it is measured on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(p) Employee benefits (cont'd)

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

(q) Share-based payments

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

(r) Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

(s) Taxation

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

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



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(s) Taxation (cont'd)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not give rise to equal taxable and deductible temporary differences.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends either to settle its current tax assets and liabilities on a net basis, or to realise the asset and settle the liability simultaneously.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(t) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss and other comprehensive income to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated pro rata amongst the assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

(u) Impairment of financial assets

The Group recognises a loss allowance for ECL on trade, client and other receivables and bank and cash balances. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade and client receivables. The ECL on these financial assets are assessed individually. The assessment is based on the internal credit ratings, ageing, repayment history and/or past due status of the respective customers.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(u) Impairment of financial assets (cont'd)

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

Significant increase in credit risk

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

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

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(u) Impairment of financial assets (cont'd)

Significant increase in credit risk (cont'd)

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default,
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

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



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(u) Impairment of financial assets (cont'd)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Credit-impaired financial assets

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

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(u) Impairment of financial assets (cont'd)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade and client receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

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

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

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



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

(v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

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

(w) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in note 4, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon whether the Group can further utilise from the available facilities provided by the non-controlling shareholder as and when needed, and whether the proposed disposal of shares of the Company would be successfully completed. Details are explained in note 2 to the consolidated financial statements.

(b) Significant increase in credit risk

As explained in note 4, ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

Key sources of estimation uncertainty

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

(a) Deferred tax assets

As at 31 December 2025, no deferred tax asset has been recognised on the tax losses of approximately HK\$17,715,000 (2024: HK\$14,223,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such recognition takes place.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONT'D)

Key sources of estimation uncertainty (cont'd)

(b) Impairment of trade, client and other receivables

The Group uses practical expedient in estimating ECL on trade, client and other receivables individually. The provision rates are based on the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade, client and other receivables are disclosed in note 6(c).

As at 31 December 2025, the carrying amount of trade, client and other receivables was HK\$2,770,676 (net of allowance for ECL of HK\$845,945) (2024: HK\$2,888,908 (net of allowance for ECL of HK\$2,075,320)).

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars, Australian dollars ("AUD"), British pound ("GBP") and United States dollars ("USD"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise. The directors do not expect significant foreign currency risk arising from USD denominated items in view of the Hong Kong dollar pegged system to the USD.

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(a) Foreign currency risk (cont'd)

At 31 December 2025, if the Hong Kong dollar had weakened/strengthened 5 per cent against the AUD with all other variables held constant, consolidated loss after tax for the year would have been approximately HK\$117,000 (2024: HK\$140,000) lower/higher, arising mainly as a result of the foreign exchange gains/losses on other receivables and bank balances denominated in AUD.

At 31 December 2025, if the Hong Kong dollar had weakened/strengthened 5 per cent against the GBP with all other variables held constant, consolidated loss after tax for the year would have been approximately HK\$134,000 (2024: HK\$932,000) lower/higher, arising mainly as a result of the foreign exchange gains/losses on financial assets at FVTPL and bank balances denominated in GBP.

(b) Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities. The Group's equity price risk is mainly concentrated on equity securities quoted on The London Stock Exchange ("LSE").

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% higher/lower (2024: 10% higher/lower), consolidated loss after tax for the year ended 31 December 2025 would decrease/increase by approximately HK\$271,000 (2024: HK\$1,824,000). This is mainly due to the changes in fair value of held-for-trading investments.

(c) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and client receivables) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Credit risk (cont'd)

Trade and client receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade and client receivables are due from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group's concentration of credit risk by geographical locations is mainly in the United Kingdom (2024: Lebanon), which accounted for 100% (2024: 85%) of the total trade and client receivables as at 31 December 2025. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

The Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate loss allowance is made for irrecoverable amounts on trade and client receivables. ECL on trade and client receivables are assessed individually. The assessment is based on the internal credit ratings, ageing, repayment history and/or past due status of the respective customers.

Movement in the loss allowance for trade and client receivables during the year is as follows:

	2025 HK\$	2024 HK\$
At 1 January	1,399,320	–
Allowance for ECL for the year	130,200	1,399,320
Amounts written off during the year	(1,399,320)	–
At 31 December	130,200	1,399,320

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Credit risk (cont'd)

Other receivables

The other receivables mainly consist of receivables from various brokers. The directors of the Company consider the probability of default upon initial recognition of other receivables and whether there has been significant increase in credit risk on an ongoing basis. To assess whether there is a significant increase in credit risk, the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. Especially the following indicators are incorporated:

- (i) actual or expected significant adverse change in business, financial economic conditions that are expected to cause a significant change to a Cayman broker's ability to meet its obligations; and
- (ii) significant changes in the expected performance and behaviour of the Cayman broker, including changes in the payment status of the Cayman broker.

The Group has applied general approach in calculating the ECL for other receivables. The management considers the credit risk on the receivables from a Cayman broker (which is a non-controlling shareholder of the Company) of HK\$3,387,602 (2024: HK\$3,135,717) (note 21(a)) after considering its financial conditions and concludes that there is no significant increase in credit risk, and the ECL is limited to 12-month ECL. Management has estimated the ECL for receivables from the Cayman broker with reference to Moody's study: default rate of 37.18% (2024: 35.39%) and recovery rate of 38.90% (2024: 38.20%) after considering the current economic environment and the forward-looking economic factors.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Credit risk (cont'd)

Other receivables (cont'd)

Movement in the loss allowance for other receivables during the year is as follows:

	2025	2024
	HK\$	HK\$
At 1 January	676,000	820,000
Reversals	(14,108)	(69,533)
Exchange differences	53,853	(74,467)
At 31 December	715,745	676,000

Securities borrowing and lending ("SBL") arrangement

The credit risk exposure from securities lending arises from the default risk of a counterparty due to its failure to repay the securities when due. As at 31 December 2025, the guarantee ratio maintained for the counterparty with liabilities in the securities lending of the Group was 149.06% (2024: N/A). The collateral provided is sufficient, and the credit risk of the SBL arrangement is managed at an acceptable level.

(d) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, subject to approval by the directors of the Company when the borrowing exceed certain predetermined level of authority.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(d) Liquidity risk (cont'd)

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

	Less than 1 year HK\$	Between 1 and 2 years HK\$	Between 2 and 5 years HK\$	Total HK\$
At 31 December 2025				
Trade and client payables	166,018	—	—	166,018
Accruals and other payables	3,049,939	—	—	3,049,939
Unsecured loan	—	—	137,881,510	137,881,510
At 31 December 2024				
Trade and client payables	782,259	—	—	782,259
Accruals and other payables	1,328,706	—	—	1,328,706
Unsecured loan	—	—	131,932,968	131,932,968

(e) Interest rate risk

The Group's unsecured loan and SBL arrangements bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

(f) Categories of financial instruments at 31 December

	2025 HK\$	2024 HK\$
Financial assets:		
Financial assets at FVTPL		
Mandatorily measured at FVTPL - Held for trading	2,708,642	18,238,769
Financial assets at amortised cost	4,099,004	5,878,386
Financial liabilities:		
Financial liabilities at amortised cost	123,253,392	111,901,931

(g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(h) Financial assets and financial liabilities subject to enforceable master netting arrangements and similar agreements

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

As the criteria for offsetting under IAS 32 are not met primarily because the right of set-off is only enforceable in the event of failure to return the Lent Shares (as defined in note 23), these balances are presented gross in the Group's consolidated statement of financial position.

	Financial assets at FVTPL HK\$
At 31 December 2025	
Gross amount of recognised financial assets	433,109
Related amount not set off in the consolidated statement of financial position:	
Unsecured loan*	(433,109)
Net exposure	–

	Related amount of unsecured loan as collateral to the Lent Shares HK\$
At 31 December 2025	
Gross amount of recognised financial liabilities	645,600
Related amount not set off in the consolidated statement of financial position:	
Financial assets at FVTPL	(433,109)
Net exposure	212,491

* The related amount not set off in the consolidated statement of financial position is capped at the carrying amount of the respective financial asset or financial liability.

6. FINANCIAL RISK MANAGEMENT (CONT'D)

(h) Financial assets and financial liabilities subject to enforceable master netting arrangements and similar agreements (cont'd)

Nature of the arrangement

The Group entered into a SBL agreement with a non-controlling shareholder of the Company to lend its equity securities classified as financial assets at FVTPL with a carrying amount of HK\$433,109 as at 31 December 2025 (2024: HK\$Nil). These securities are secured by collateral in the form of an offset with unsecured loan of HK\$645,600 (2024: HK\$Nil). As stipulated in the SBL agreement, the legal ownership of these equity securities is transferred to the non-controlling shareholder. Although the non-controlling shareholder is allowed to sell these securities during the covered period, it has an obligation to return these securities to the Group on a specified future date. The maximum covered period is 6 days from 31 December 2025.

The Group has determined that it retains substantially all the risks and rewards of these securities (including market price risk) and therefore has not derecognised these securities in the consolidated financial statements.

To mitigate credit risk, the Lent Shares are secured by an enforceable right of offset against an existing unsecured loan owed by the Group to the non-controlling shareholder. In the event of default by the non-controlling shareholder, primarily the failure to return the shares on the specified date, the Group has the legal right to set off the market value of the unreturned shares plus accrued interest against the unsecured loan balance. As at 31 December 2025, the total gross amount of this unsecured loan was HK\$645,600 (2024: HK\$Nil), resulting in the Group's securities lending exposure being fully collateralised.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

Disclosures of level in fair value hierarchy at 31 December:

Description	Fair value measurements using:			Total
	Level 1	Level 2	Level 3	2025
	HK\$	HK\$	HK\$	HK\$
Recurring fair value measurements:				
Financial assets				
Financial assets at FVTPL				
Listed equity securities	2,708,642	—	—	2,708,642

Description	Fair value measurements using:			Total
	Level 1	Level 2	Level 3	2024
	HK\$	HK\$	HK\$	HK\$
Recurring fair value measurements:				
Financial assets				
Financial assets at FVTPL				
Listed equity securities	18,238,769	—	—	18,238,769

8. SEGMENT INFORMATION

The chief operating decision maker has been identified as the directors of the Company. The directors review the Group's internal reporting for the purposes of resource allocation and assessment of segment performance which focused on the category of services provided to external customers.

8. SEGMENT INFORMATION (CONT'D)

The Group has identified three reportable segments as follows:

Wealth management	–	The wealth management unit is specialised in advising private and institutional clients to preserve and manage their wealth and achieve their financial goals.
Investment management	–	The investment management unit manages discretionary accounts on behalf of the institutional and private clients to capture global investment opportunities leveraging on both the investment professionals and external investment managers.
Investment banking	–	The investment banking unit advises corporate clients on complex international transactions and global private and public fundraisings and provides sales, trading, brokerage and research services to institutional and private clients.

The Group's reportable segments are strategic business units that offer different services. They are managed separately because each business requires different marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements.

Information about operating segment profit or loss, assets and liabilities:

	Wealth management HK\$	Investment management HK\$	Investment banking HK\$	Total HK\$
Year ended 31 December 2025				
Revenue	20,000	23,400	1,659,807	1,703,207
Segment loss	2,432,645	642,160	24,040,543	27,115,348
Interest income	3	95	1,590	1,688
Finance costs	240,075	–	5,211,598	5,451,673
Other material expense:				
Staff costs	211,910	301,946	4,449,590	4,963,446
Other material non-cash items:				
Allowance for ECL on trade and client receivables	60,000	70,200	–	130,200
Reversal of allowance for ECL on other receivables	–	14,108	–	14,108
Fair value losses on financial assets at FVTPL	1,681,970	–	13,848,157	15,530,127
As at 31 December 2025				
Segment assets	498,123	2,684,336	3,625,187	6,807,646
Segment liabilities	5,694,516	806,130	116,752,746	123,253,392



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

8. SEGMENT INFORMATION (CONT'D)

Information about operating segment profit or loss, assets and liabilities: (cont'd)

	Wealth management HK\$	Investment management HK\$	Investment banking HK\$	Total HK\$
Year ended 31 December 2024				
Revenue	40,000	46,800	26,886	113,686
Segment loss	19,792,899	54,455,293	41,421,803	115,669,995
Interest income	281	2,055	15,052	17,388
Finance costs	800,205	2,211,382	1,835,011	4,846,598
Depreciation	364,364	1,030,967	797,927	2,193,258
Other material expense:				
Staff costs	840,707	2,357,998	1,846,870	5,045,575
Other material non-cash items:				
Allowance for ECL on trade and client receivables	—	—	1,399,320	1,399,320
Reversal of allowance for ECL on other receivables	—	69,533	—	69,533
Fair value losses on financial assets at FVTPL	15,017,861	45,177,478	25,145,710	85,341,049
Impairment loss on right-of-use assets	703,985	504,622	2,798,135	4,006,742
Impairment loss on prepayments	768,489	549,818	3,055,565	4,373,872
As at 31 December 2024				
Segment assets	4,021,158	2,593,714	17,502,283	24,117,155
Segment liabilities	19,522,981	349,485	93,675,725	113,548,191

Geographical information:

The Group's revenue from external customers by location of operations is detailed below:

	2025 HK\$	2024 HK\$
Hong Kong	13,547	26,886
Europe	1,646,260	—
Others	43,400	86,800
	1,703,207	113,686

8. SEGMENT INFORMATION (CONT'D)

Revenue from major customers:

Revenue from major customers who have individually contributed to 10% or more of the total revenue of the Group are disclosed as follows:

	2025 HK\$	2024 HK\$
Wealth and investment management segments		
Customer A	N/A*	86,800
Investment banking segment		
Customer B	1,646,260	–

* Contributed to less than 10% of the total revenue of the Group

9. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major service lines for the year is as follows:

	2025 HK\$	2024 HK\$
Revenue from contracts with customers within the scope of IFRS 15		
Disaggregated by major service lines		
- Agency fees	1,646,260	–
- Commission fees (note)	13,547	26,886
- Investment advisory fees	20,000	40,000
- Investment management fees	23,400	46,800
	1,703,207	113,686

Note: Included in commission fees were amounts totalling HK\$7,964 (2024: HK\$9,281) received from non-controlling shareholders of the Company.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

9. REVENUE (CONT'D)

Disaggregation of revenue (cont'd)

The Group derives revenue from the rendering of services over time and at a point in time in the following major service lines and geographical regions:

	Agency fees		Commission fees		Investment advisory fees		Investment management fees		Total	
	2025 HK\$	2024 HK\$	2025 HK\$	2024 HK\$	2025 HK\$	2024 HK\$	2025 HK\$	2024 HK\$	2025 HK\$	2024 HK\$
For the year ended 31 December										
Primary geographical markets										
- Hong Kong	-	-	13,547	26,886	-	-	-	-	13,547	26,886
- Europe	1,646,260	-	-	-	-	-	-	-	1,646,260	-
- Others	-	-	-	-	20,000	40,000	23,400	46,800	43,400	86,800
	1,646,260	-	13,547	26,886	20,000	40,000	23,400	46,800	1,703,207	113,686
Timing of revenue recognition										
Services transferred at a point in time	1,646,260	-	13,547	26,886	-	-	-	-	1,659,807	26,886
Services transferred over time	-	-	-	-	20,000	40,000	23,400	46,800	43,400	86,800
	1,646,260	-	13,547	26,886	20,000	40,000	23,400	46,800	1,703,207	113,686

10. OTHER INCOME

	2025 HK\$	2024 HK\$
Interest income	1,688	17,388
Sundry income	4,402	—
	6,090	17,388

11. OTHER GAINS AND LOSSES

	2025 HK\$	2024 HK\$
Accruals and other payables written back	29,221	—
Fair value losses on financial assets at FVTPL (note)	(15,530,127)	(85,341,049)
Net foreign exchange gains/(losses) except gains/losses arising from financial assets at FVTPL	236,388	(345,736)
	(15,264,518)	(85,686,785)

Note: Fair value losses on financial assets at FVTPL include foreign exchange gains of HK\$923,852 (2024: losses of HK\$258,578) arising from the re-translation of balances in foreign currencies at fair value.

12. FINANCE COSTS

	2025 HK\$	2024 HK\$
Interest on secured loan (note a)	5,281,048	4,846,598
Interest on SBL agreements as a securities borrower (note b)	170,625	—
	5,451,673	4,846,598



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

12. FINANCE COSTS (CONT'D)

Notes:

- (a) The interest on secured loan was paid to a non-controlling shareholder of the Company.
- (b) Included in interest on SBL agreements were amounts totalling HK\$168,707 (2024: HK\$Nil) payable to a non-controlling shareholder of the Company.

13. INCOME TAX EXPENSE

Pursuant to the rules and regulations of the Cayman Islands and Australia, the Company is not subject to any income taxes in the Cayman Islands and Australia.

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements since the Group has no assessable profit for the year.

The reconciliation between the income tax expense and the product of loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

	2025 HK\$	2024 HK\$
Loss before tax	(27,115,348)	(115,669,995)
Tax at the Hong Kong Profits Tax rate of 16.5%	(4,474,033)	(19,085,549)
Tax effect of income that is not taxable	(697,856)	(14,342)
Tax effect of expenses that are not deductible	5,209,623	16,496,639
Tax effect of temporary differences not recognised	(341,691)	1,119,608
Tax effect of utilisation of tax losses not previously recognised	(691,820)	—
Tax effect of tax losses not recognised	995,777	1,483,644
Income tax expense	—	—

At the end of the reporting period the Group has unused tax losses of approximately HK\$17,715,000 (2024: HK\$14,223,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

14. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

	2025 HK\$	2024 HK\$
Auditor's remuneration		
- Audit services	464,000	620,000
- Non-audit services	120,000	250,000
	584,000	870,000
Consultancy service fees paid to a non-controlling shareholder of the Company	720,000	720,000
Depreciation of right-of-use assets	–	2,193,258
Equity-settled share-based payments to a consultant which is a non-controlling shareholder of the Company	100,638	301,581
Impairment losses on right-of-use assets and prepayments	–	8,380,614
Allowance for ECL on trade and client receivables	130,200	1,399,320
Reversal of allowance for ECL on other receivables	(14,108)	(69,533)

15. EMPLOYEE BENEFITS EXPENSE

	2025 HK\$	2024 HK\$
Employee benefits expense:		
Salaries, bonuses and allowances	4,909,446	5,307,089
Equity-settled share-based payments	–	(325,621)
Retirement benefit - defined contribution plans	54,000	64,107
	4,963,446	5,045,575

16. DIVIDEND

The directors do not recommend the payment of a dividend.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

17. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following:

	2025 HK\$	2024 HK\$
Loss		
Loss for the purpose of calculating basic and diluted loss per share	(27,115,348)	(115,669,995)
	2025 HK\$	2024 HK\$
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	105,146,000	105,105,529

As the Group incurred loss for the year ended 31 December 2025 and 2024, the potential ordinary shares were not included in the calculation of diluted loss per share, as their inclusion would be anti-dilutive.

18. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$
Cost	
At 1 January 2024, 31 December 2024 and 1 January 2025	1,000,000
Written off	(1,000,000)
At 31 December 2025	–
Accumulated depreciation	
At 1 January 2024, 31 December 2024 and 1 January 2025	1,000,000
Written off	(1,000,000)
At 31 December 2025	–
Carrying amount	
At 31 December 2025	–
At 31 December 2024	–

19. RIGHT-OF-USE ASSETS

	Leased property HK\$
At 1 January 2024	6,200,000
Depreciation	(2,193,258)
Impairment	(4,006,742)
At 31 December 2024, 1 January 2025 and 31 December 2025	–

The lease agreements do not impose any covenants in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

	2025 HK\$	2024 HK\$
Depreciation of right-of-use assets	–	2,193,258

In 2023, the Group leased an office premise for its operations in Beijing for a fixed term of 3 years. The 3-year lease rental amount to HK\$7,200,000 was settled during the same year.

The operations in Beijing are considered to be three separate cash-generating units, consistent with the reporting segments stated in note 8. The recoverable amounts of right-of-use assets and prepayments related to the Beijing operations are determined based on value-in-use. In 2024, impairment losses of HK\$8,380,614 were recognised, of which HK\$4,006,742 and HK\$4,373,872 were recognised in right-of-use assets and prepayments respectively. Accordingly, the carrying amounts of right-of-use assets and prepayments were written down to their recoverable amounts of HK\$Nil.

As at 31 December 2025, the right-of-use assets and prepayments remained HK\$Nil due to the ongoing unsatisfactory performance and outlook of the cash-generating units.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

20. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2025 are as follows:

Name	Country of incorporation / Kind of legal entity	Particular of issued share capital	Percentage of ownership interest / voting power / profit sharing		Principal activities
			Direct	Indirect	
Phoenician Limited	Hong Kong/ Limited liability company	42,211,978 ordinary shares	100%	—	Provision of asset management services
Phoenician Advisory Services Limited	Hong Kong/ Limited liability company	5,000,000 ordinary shares	100%	—	Provision of advisory services
Phoenician Securities Limited	Hong Kong/ Limited liability company	152,006,056 ordinary shares	100%	—	Provision of securities dealing and lending services
Phoenician Services Limited	Hong Kong/ Limited liability company	1 ordinary share	100%	—	Provision of professional services

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

21. OTHER RECEIVABLES AND PREPAYMENTS

	2025 HK\$	2024 HK\$
Receivable from a Cayman broker (note (a))	3,387,602	3,135,717
Less: Allowance for ECL	(715,745)	(676,000)
	2,671,857	2,459,717
Receivables from other brokers	45,367	327,522
	2,717,224	2,787,239
Prepayments (note (b))	1,536,033	4,373,872
Less: Impairment losses	(1,536,033)	(4,373,872)
	–	–
	2,717,224	2,787,239
Analysed as:		
Current assets	2,717,224	2,787,239
Non-current assets	–	–
	2,717,224	2,787,239

The carrying amounts of the Group's other receivables and prepayments are denominated in the following currencies:

	2025 HK\$	2024 HK\$
AUD	2,708,909	2,494,014
GBP	8,298	56,146
Hong Kong dollars	17	237,079
	2,717,224	2,787,239

Notes:

- (a) The receivable from a Cayman broker, which is a non-controlling shareholder of the Company, represented the remaining proceeds received from issue of the Company's shares during the year ended 31 December 2022, after the payment of operating expenses and partial repayment of the unsecured loan. The Cayman broker is an Excluded Person registered in accordance with the Securities Investment Business Law (2004 Revision) of the Cayman Islands from the Cayman Islands Monetary Authority ("CIMA") and is exempted from obtaining a licence from CIMA to conduct securities investment business.

As at 31 December 2025, included in receivable from a Cayman broker were amounts totalling HK\$1,662,080 (2024: HK\$Nil), collateralised to secure the SBL agreements as detailed in note 23.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

21. OTHER RECEIVABLES AND PREPAYMENTS (CONT'D)

Notes: (cont'd)

- (b) In 2023, the Group entered into a comprehensive service agreement and an assignment agreement for IT services, management services, utilities and assignment of employees with fixed term of 3 years. The 3-year service fees amount to HK\$7,800,000 were settled during the same year.

The prepayments were fully impaired as at 31 December 2025 (2024: same) as detailed in note 19.

22. TRADE AND CLIENT RECEIVABLES

	2025 HK\$	2024 HK\$
Trade and client receivables	183,652	1,500,989
Less: Allowance for ECL	(130,200)	(1,399,320)
	53,452	101,669

Included in trade and client receivables was an amount due from a non-controlling shareholder of the Company of HK\$Nil (2024: HK\$14,869).

The aging analysis of trade and client receivables, based on the invoice date, and net of allowance, is as follows:

	2025 HK\$	2024 HK\$
0 to 90 days	53,452	36,569
91 to 180 days	—	21,700
181 to 365 days	—	43,400
	53,452	101,669

22. TRADE AND CLIENT RECEIVABLES (CONT'D)

The carrying amounts of the Group's trade and client receivables are denominated in the following currencies:

	2025 HK\$	2024 HK\$
GBP	53,452	14,869
Hong Kong dollars	–	86,800
	53,452	101,669

23. FINANCIAL ASSETS AT FVTPL

	2025 HK\$	2024 HK\$
Equity securities, at fair value		
Listed outside Hong Kong	2,708,642	18,238,769

The carrying amounts of the above financial assets are mandatorily measured at FVTPL in accordance with IFRS 9.

The financial assets at FVTPL were investments in a listed company (the "Investee Company"), the shares of which are dual listed on the NSX and LSE (the "Shares").

As at 31 December 2025, the Group held 13.55% (2024: 13.55%) interest in the Investee Company. The fair values of the Shares are based on current bid price of LSE, in which the directors considered LSE to be the principal market of trading of these listed securities.

The investments offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate.

The fair values of the Group's financial assets at FVTPL are denominated in GBP.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

23. FINANCIAL ASSETS AT FVTPL (CONT'D)

The Group as a securities lender

During the year ended 31 December 2025, the Group entered into a SBL agreement with a non-controlling shareholder of the Company to lend certain amounts of shares of the Investee Company (the "Lent Shares") with a fair value amounted to HK\$433,109 (2024:HK\$Nil). The Group continued to recognise these financial assets.

Collateral in the form of an offset with unsecured loan of HK\$645,600 (2024: HK\$Nil) (note 28) was provided as security. Interest at 4% per annum is received on the mark-to-market value of the Lent Shares on the execution day of the SBL agreements and is receivable at the maturity of the SBL agreement. The remaining term of the SBL agreement from the reporting date is 6 days. The voting rights on the Lent Shares remain with the Group under the SBL agreement.

The Group as a securities borrower

During the year ended 31 December 2025, the Group entered into a series of SBL agreements with a non-controlling shareholder of the Company and a third party (the "Securities Lenders") to borrow certain amounts of shares of the Investee Company (the "Borrowed Shares") with fair values totalling HK\$2,865,314 (2024: HK\$Nil). The Group did not recognise these financial assets.

Collateral deposits of HK\$1,662,080 (2024: HK\$Nil) (note 21(a)) were paid as security. Interest at 4% per annum is charged on the mark-to-market value of the Borrowed Shares on the execution day of the SBL agreements and is payable at the maturity of the SBL agreements. The weighted average remaining term of the SBL agreements from the reporting date is 137 days. The voting rights on the Borrowed Shares remain with the Securities Lender under the SBL agreements.

24. BANK AND CASH BALANCES

The carrying amounts of the Group's bank and cash balances are denominated in the following currencies:

	2025 HK\$	2024 HK\$
AUD	96,022	732,661
GBP	198,083	538,545
USD	23,178	23,178
Hong Kong dollars	836,706	1,526,753
Euro	68,617	61,416
Renminbi	222	213
Swiss Franc	–	1,712
	1,222,828	2,884,478

As at 31 December 2025, the Group held client trust monies of HK\$119,146 (2024: HK\$740,879) in segregated bank accounts.

25. CONTRACT LIABILITIES

	2025 HK\$	2024 HK\$
Billing in advance of performance obligation of agency service	–	1,646,260

Contract liabilities relating to agency service are received from a customer under a service contract.

Movements in contract liabilities:

	2025 HK\$	2024 HK\$
At 1 January	1,646,260	–
Decrease in contract liabilities as a result of recognising revenue was included in the contract liabilities at the beginning of the year	(1,646,260)	–
Increase in contract liabilities as a result of billing in advance of agency service	–	1,646,260
At 31 December	–	1,646,260



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

26. TRADE AND CLIENT PAYABLES

	2025 HK\$	2024 HK\$
Trade and client payables	166,018	782,259

The aging analysis of trade and client payables, based on the invoice date, is as follows:

	2025 HK\$	2024 HK\$
0 to 90 days	166,018	782,259

The carrying amounts of the Group's trade and client payables are denominated in the following currencies:

	2025 HK\$	2024 HK\$
AUD	113	328,947
GBP	104,892	215,839
Hong Kong dollars	7,413	190,312
Euro	53,600	47,161
	166,018	782,259

27. ACCRUALS AND OTHER PAYABLES

Included in accruals and other payables were amounts due to non-controlling shareholders and directors of the Company of HK\$1,128,707 (2024: HK\$540,000) and HK\$564,821 (2024: HK\$70,250) respectively.

Other than the accrued interest of HK\$168,707 (2024: HK\$Nil) payable to a non-controlling shareholder, which is repayable upon the maturity of the SBL agreements as detailed in note 23, the remaining amounts due to non-controlling shareholders and directors are unsecured, interest-free and have no fixed repayment terms.

28. UNSECURED LOAN

In May 2016, the Group entered into a loan agreement with a third party, under which the third party agreed to advance borrowings to the Group to fund and support the Group's operations.

In November 2019, the third party became a non-controlling shareholder of the Company.

In February 2020, the Group entered into a supplementary agreement with the non-controlling shareholder to extend the repayment date of the secured loan to 31 December 2024.

In December 2024, the Group entered into a second supplementary agreement with the non-controlling shareholder to extend the repayment date of the secured loan to 31 December 2028.

The unsecured loan is interest-bearing at 4.7% (2024: 4.7%) per annum and repayable on 31 December 2028 (2024: 31 December 2028).

As at 31 December 2025, included in the unsecured loan was an amount of HK\$645,600 (2024: HK\$Nil) collateralised to secure the SBL agreement as detailed in note 23.

The carrying amount of the Group's unsecured loan is denominated in Hong Kong dollars.

29. SHARE CAPITAL

	2025		2024	
	Number of shares	Amount US\$	Number of shares	Amount US\$
Authorised ordinary shares of US\$0.0000001 each:				
At 1 January and 31 December	1,000,000,000	100	1,000,000,000	100
Issued and fully paid ordinary shares:				
At 1 January	105,146,000	11	105,000,000	11
Vesting of shares under share award scheme (note)	–	–	146,000	–
At 31 December	105,146,000	11	105,146,000	11
Equivalent to		HK\$86		HK\$86

Note: The Company issued 106,000 and 40,000 ordinary shares for shares vesting under a share award scheme "2023 Stock Incentive Plan" (note 32) in January and December 2024 respectively.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

29. SHARE CAPITAL (CONT'D)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The externally imposed capital requirements for the Group are to maintain its listing on the NSX it has to have a public float of at least 25% of the shares.

The Group receives a report from the share registrars on request regarding the substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2025, 32.27% (2024: 32.27%) of the shares were in public hands.



30. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

	Note	2025 HK\$	2024 HK\$
Non-current assets			
Investments in subsidiaries		13,943,189	24,583,209
Current assets			
Other receivables and prepayments		2,678,307	2,461,448
Bank and cash balances		12,479	85,466
		2,690,786	2,546,914
Current liabilities			
Accruals and other payables		976,755	349,485
Due to subsidiaries		13,551,162	11,981,162
Obligation under SBL agreements		2,865,314	–
		17,393,231	12,330,647
Net current liabilities		(14,702,445)	(9,783,733)
Total assets less current liabilities		(759,256)	14,799,476
Non-current liabilities			
Unsecured loan		120,134,014	109,790,966
NET LIABILITIES		(120,893,270)	(94,991,490)
Capital and reserves			
Share capital		86	86
Reserves	30(b)	(120,893,356)	(94,991,576)
CAPITAL DEFICIENCY		(120,893,270)	(94,991,490)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

30. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONT'D)

(b) Reserve movement of the Company

	Share premium account HK\$	Share-based payments reserve HK\$	Accumulated losses HK\$	Total HK\$
At 1 January 2024	25,091,937	1,311,916	(20,433,714)	5,970,139
Total comprehensive income for the year	–	–	(100,937,675)	(100,937,675)
Share-based payments	–	(24,040)	–	(24,040)
Vesting of shares under share award scheme	1,089,909	(1,089,909)	–	–
At 31 December 2024 and 1 January 2025	26,181,846	197,967	(121,371,389)	(94,991,576)
Total comprehensive income for the year	–	–	(26,002,418)	(26,002,418)
Share-based payments	–	100,638	–	100,638
At 31 December 2025	26,181,846	298,605	(147,373,807)	(120,893,356)

31. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium account

Share premium represents an amount equal to the amount or value of the premium paid on the issue of any share or capital contributed or such other amounts required by the Companies Act of the Cayman Islands.

The following amounts shall be debited to the share premium account:

- on the redemption or purchase of a share, the difference between the nominal value of that share and the redemption or purchase price; and
- any other amount paid out of a share premium account as permitted by the Companies Act of the Cayman Islands.

(ii) Share-based payments reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share awards granted to eligible participants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(q) to the consolidated financial statements.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

32. SHARE-BASED PAYMENTS

Equity-settled share award scheme

The Group operates a share award scheme (the "Scheme") for the purpose of establishing a method by which eligible participants can participate in the future growth and profitability of the Group, providing incentives and rewards to eligible participants for their contributions to the Group; and attracting and retaining a high standard of managerial and technical personnel for the benefit of the Group. Eligible participants include the full-time employees, executives, officers, directors, business consultants of the Company and the Company's subsidiaries. The number of shares to be received on exercise of awards offered under an offer will not exceed 5% of the total number of shares on issue at the date of the offer. The Scheme became effective on 22 April 2022 and, unless otherwise cancelled or amended, will remain in force from that date.

Details of the awards are as follows:

	Date of award	Vesting period	Fair value per share at the date of award HK\$
2023 Stock Incentive Plan	13 January 2023	13 January 2023 - 31 December 2025	7.47

The share awards under the 2023 Stock Incentive Plan are subject to a vesting schedule measured by a service condition. Other than satisfying the service condition, eligible participants are not required to provide any consideration in order to acquire the shares awarded to them under the 2023 Stock Incentive Plan.

The fair value of the shares awarded is measured by the quoted market price of the shares at the award date.

32. SHARE-BASED PAYMENTS (CONT'D)

Equity-settled share award scheme (cont'd)

Details of the movement of share awards during the year are as follows:

	2025 Number of share awards	2024 Number of share awards
Outstanding at the beginning of the year	40,000	320,000
Forfeited during the year	–	(134,000)
Vested during the year	(40,000)	(146,000)
Outstanding at the end of the year	–	40,000
Vested but not yet issued at the end of the year	40,000	–

The awards outstanding at the end of the year have no remaining contractual life (2024: 1 year).

The Group recognised share-based payments in profit or loss during the year amounted to HK\$100,638 (2024: reversal of net share-based payments of HK\$24,040).

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities

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

	1 January 2025 HK\$	Cash flows HK\$	Interest expenses HK\$	31 December 2025 HK\$
Unsecured loan (note 28)	109,790,966	5,062,000	5,281,048	120,134,014

	1 January 2024 HK\$	Cash flows HK\$	Interest expenses HK\$	31 December 2024 HK\$
Unsecured loan (note 28)	100,811,488	4,132,880	4,846,598	109,790,966



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

34. CONTINGENT LIABILITIES

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

35. RELATED PARTY TRANSACTIONS

(a) In addition to those related party transactions and balance disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related party during the year:

	2025 HK\$	2024 HK\$
Company secretary fees paid to a director	48,577	49,213

(b) The remuneration of directors and other members of key management during the year was as follows:

	2025 HK\$	2024 HK\$
Short-term benefits	3,226,946	4,243,985
Share-based payments	—	(162,810)
Retirement benefit - defined contribution plans	18,000	34,500
	3,244,946	4,115,675

36. SUSPENSION OF TRADING

On 19 August 2025, all securities of the Company were suspended from the official list due to the non-payment of annual listing fees for the financial year 2025/2026 pursuant to the NSX listing rules.

On 17 September 2025, the NSX announced that the Company had failed to lodge its condensed consolidated financial statements for the six months ended 30 June 2025, pursuant to the NSX listing rules before the reporting deadline. All securities of the Company remained suspended.

Following the Company's remediation of the abovementioned non-compliance issues, the Company's securities were reinstated to official quotation on 9 February 2026.

37. EVENTS AFTER THE REPORTING PERIOD

(a) Advisory agreement

In February 2026, a subsidiary of the Company entered into an advisory agreement with a non-controlling shareholder of the Company to provide advisory services in relation to the acquisition of a company in Angola. The agreement was completed in the same month, and the subsidiary received 2,860,000 ordinary shares of the Company from the non-controlling shareholder as consideration.

(b) Conditional share disposal proposal

In February 2026, a non-controlling shareholder of the Company signed a letter expressing interest in acquiring up to 4,500,000 ordinary shares of the Company at AUD1 per share. This offer is conditional upon the Group identifying and introducing willing sellers at that price within 60 days from the date of the letter. Up to the date of authorisation of this annual report, the proposal has not been completed.

(c) Shares issued for vesting of share awards

40,000 ordinary shares of the Company were issued for vesting of share awards under 2023 Stock Incentive Plan at consideration of HK\$Nil on 2 March 2026.

(d) Financial assets at FVTPL

On the date of authorisation of this annual report, the market value of the financial assets at FVTPL (note 23) has declined by approximately HK\$645,733 compared with the fair value as at 31 December 2025.



ADDITIONAL INFORMATION

Additional information required by the National Stock Exchange of Australia Limited not shown elsewhere in this Annual Report is as follows. The information is as at 31 December 2025.

SHAREHOLDER INFORMATION AS AT MOST RECENT BALANCE DATE (31 DECEMBER 2025)

TEN LARGEST SHAREHOLDERS (AS AT 31 DECEMBER 2025)

Ordinary Shareholders	Number of Ordinary Shares Fully Paid	Percentage
ZURICH CAPITAL PARTNERS LIMITED	61,400,000	58.40%
BNP PARIBAS NOMS PTY LTD	19,359,500	18.41%
HIGH NOBLE INVESTMENTS LIMITED	9,800,000	9.32%
UNICO HOLDINGS LIMITED	4,380,000	4.17%
CITICORP NOMINEES PTY LIMITED	3,482,500	3.31%
SINOWIDE INTERNATIONAL LIMITED	3,000,000	2.85%
FORTUNE LUCK CONSULTANTS LIMITED	1,000,000	0.95%
JURA VENTURES LIMITED	1,000,000	0.95%
PHOENIX FUND SOLUTIONS LIMITED	981,000	0.93%
CEDRUS INVESTMENTS LIMITED	300,000	0.29%
	104,703,000	99.58%

DISTRIBUTION OF SHARE HOLDERS (AS AT 31 DECEMBER 2025)

SPREADS OF HOLDINGS	NUMBER OF HOLDERS	NUMBER OF UNITS
1 - 1,000	0	0
1,001 - 5,000	39	97,000
5,001 - 10,000	1	10,000
10,001 - 100,000	6	172,000
100,001 - 999,999,999,999	11	104,867,000
TOTAL	57	105,146,000

SHAREHOLDER INFORMATION AS AT 31 DECEMBER 2025

VOTING RIGHTS

Each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands.

Every person who is a member or a representative or a proxy of a member shall have one vote and on a poll every member present in person or by proxy or attorney or other authorised representative shall have one vote for each share held.

NUMBER OF HOLDERS OF EQUITY SECURITIES ORDINARY SHAREHOLDERS

There are 105,146,000 fully paid ordinary shares on issue, held by 57 individual shareholders as at 31 December 2025.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2025, the following shareholders were recorded in the Register as a Substantial Shareholder.

Ordinary Shareholders	Number of Ordinary Shares Fully Paid	Percentage
ZURICH CAPITAL PARTNERS LIMITED	61,400,000	58.40%
BNP PARIBAS NOMS PTY LTD	19,359,500	18.41%
HIGH NOBLE INVESTMENTS LIMITED	9,800,000	9.32%

OPTIONS

As at 31 December 2025 the Company had no listed or unlisted options on issue.

PERFORMANCE RIGHTS

As at 31 December 2025, whilst there were no outstanding performance rights, there were 40,000 performance rights vested but not yet issued.

RESTRICTED SECURITIES

There are no restricted securities as at 31 December 2025.





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