



2024 ANNUAL REPORT

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Corporate Information

Directors

CHAN Kwong Fai, Michael
(Chairman and Executive Director)
CHAN Helen (Executive Director)
CHAN Kong Keung, Stephen
(Executive Director)
LEE Ka Sze, Carmelo
(Non-executive Director)
LO Kai Yiu, Anthony
(Independent Non-executive Director)
OR Ching Fai, Raymond
(Independent Non-executive Director)
TSIM Tak Chee
(Independent Non-executive Director)

Company Secretary

NG Ka Yan

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Office

23/F., The Toy House
100 Canton Road
Tsimshatsui
Kowloon, Hong Kong

Auditors

Grant Thornton Hong Kong Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

Legal Advisors

Conyers Dill & Pearman
Deacons

Principal Bankers

The Bank of East Asia, Limited
Hang Seng Bank Limited
UBS AG
Merrill Lynch, Pierce, Fenner & Smith Inc.

Principal Share Registrars

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Branch Share Registrars

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

Stock Code

The shares of Playmates Holdings Limited
are listed for trading on The Stock
Exchange of Hong Kong Limited
(Stock Code: 635)

Website

www.playmates.net

Statement from the Chairman

Dear Fellow Shareholders,

2024 was a mixed year with a number of positive and negative crosscurrents. Softness in the retail and real estate markets in Hong Kong continued, as tourist spending remained muted and interest rates remained elevated. For the global toy industry, cumulative inflation in prices of food and other essential goods continued to impact consumer budget for discretionary goods. In the U.S., our largest market, a compressed holiday shopping season with fewer days between Thanksgiving and Christmas also contributed to broader and deeper discounting at retail compared to prior years. Overall U.S. toy sales were flat compared to 2023, while major Western European markets and Australia all recorded single-digit percentage declines. Against this backdrop, we recorded a 14% decline in revenue, and a 36% decline in operating profit before property revaluation.

Our property investments and property management businesses were stable in 2024, recording a 1.3% increase in revenue compared to prior year. Playmates Toys' main product line, **Teenage Mutant Ninja Turtles ("TMNT")**, did not have the tailwind from the prior year's movie release, but **TMNT** remained a leading action figure brand in 2024 in the U.S. and other major international markets. Additionally, box office success of the **Godzilla x Kong: The New Empire** movie in March 2024 propelled our **Godzilla x Kong** product line to a top ten ranking in the action figure category in the U.S. Overall, Playmates Toys delivered another profitable year, but at a lower level compared to 2023. Revenue declined 16% and net profit declined 41% year-over-year.

In 2025, we expect rental income from our investment properties to remain stable, as the real estate environment in Hong Kong continues to find traction amidst an uncertain interest rate outlook. Playmates Toys expects difficult year-over-year comparisons, following the ebbs and flows of entertainment content that drives consumer interest in our brands. In particular, we will lap prior year's **Godzilla x Kong: The New Empire** movie release in the first half of the year. And while the **Tales of The Teenage Mutant Ninja Turtles** animated series will maintain some interest in the **TMNT** brand, there will not be a major **TMNT** theatrical movie release until 2026. On the other hand, sales of our new **Power Rangers** product line will begin this summer, which should contribute positively to our business in the second half of 2025. We also expect a material negative impact from the 20% U.S. tariff on all imports from China, and are assessing sourcing and pricing adjustments where appropriate.

Beyond 2025, we are hopeful that lower interest rates will spur better economic growth in Hong Kong. For Playmates Toys, the future of **TMNT** remains optimistic based on Paramount's content plans supporting the brand, in particular the sequel to **Teenage Mutant Ninja Turtles: Mutant Mayhem** currently being developed and slated for release in October 2026. We also expect to expand the distribution of our **Power Rangers** toy line throughout 2026 if this summer's launch proves successful.

I am grateful for our team's dedication and hard work in delivering an operating profit (excluding property revaluation) in 2024 and setting up significant opportunities for 2025 and beyond. I must also thank my fellow shareholders and board members, and all our business partners for their continued trust and support.

Yours truly,

CHAN Kwong Fai, Michael

Chairman of the board

Hong Kong, 14 March 2025

Management Discussion and Analysis

Group Overview

Playmates Holdings's global revenue for the year ended 31 December 2024 was HK\$1,092.2 million (2023: HK\$1,271.6 million); reflecting a decrease of 14.1% compared to the prior year. Before taking into account the net revaluation deficit on investment properties, the Group's operating profit was HK\$208.3 million (2023: HK\$324.7 million).

The Group recorded a net revaluation deficit on investment properties of HK\$539.9 million (2023: HK\$184.1 million). After taking into account such net revaluation deficit on investment properties, net loss attributable to shareholders was HK\$382.3 million (2023: net profit attributable to shareholders of HK\$10.3 million). Basic loss per share was HK cents 18.48 (2023: earnings per share of HK cents 0.50). Net asset value per share was HK\$2.71 as at 31 December 2024 (2023: HK\$2.93).

Property Investments and Management

Turnover of property investments and management during 2024 was HK\$157.4 million (2023: HK\$155.3 million), reflecting a 1.3% increase compared to the prior year. The Group's investment properties were revalued by independent professional surveyors at the fair value of HK\$4.4 billion (2023: HK\$4.9 billion). A net revaluation deficit of HK\$539.9 million was recorded in the consolidated income statement of the Group (2023: HK\$184.1 million). Segment operating loss including net revaluation deficit was HK\$425.8 million (2023: HK\$75.7 million).

The revaluation deficit recorded on our investment properties in 2024 primarily reflected the downturn in the overall Hong Kong property market, influenced by economic uncertainties and elevated interest rates, which have impacted market values across the region.

(a) Property Investments

The Group's major investment properties include (i) a commercial building, The Toy House, at 100 Canton Road; (ii) a number of residential units at Hillview, 21-23A MacDonnell Road, and (iii) Playmates Factory Building at 1 Tin Hau Road, Tuen Mun. The Group's property portfolio also includes overseas investment properties in the United Kingdom, the United States of America and Japan, which in aggregate accounted for 8.6% of the fair value of the Group's overall investment property portfolio (2023: 8.1%).

Aggregate rental income generated from the investment properties of the Group was HK\$136.0 million, an increase of 1.8% from the prior year (2023: HK\$133.6 million). Overall occupancy rate was 60.3% as at 31 December 2024 (2023: 74%).

(i) Commercial

The Group's investment in commercial properties consists of The Toy House, 100 Canton Road, Tsimshatsui, Kowloon, Hong Kong. The changes in consumption patterns of inbound tourists to Hong Kong, together with the increase in local consumers' outbound travel, have made 2024 a challenging year for many retail businesses in Hong Kong. This dynamic has dampened demand for retail and commercial premises in the vicinity. However, we expect Canton Road to remain one of the premier shopping districts in Hong Kong over the long term.

(ii) Residential

The Group's principal investment in residential properties includes units in Hillview on MacDonnell Road, Mid-Levels, Hong Kong. Continued high interest rates and a subdued economic environment have put Hong Kong's residential property market under pressure during the year 2024. On the other hand, our interior renovation and improvement works which have been carried out successively since 2021 should enhance the value of the property over the long term.

(iii) *Industrial*

The Group's investment in industrial properties consists of Playmates Factory Building in Tuen Mun, New Territories, Hong Kong. With the revived government policy to revitalize and optimize the use of existing industrial buildings, the Group submitted a planning application in June 2019 to the Town Planning Board of Hong Kong to seek permission for the wholesale conversion of Playmates Factory Building for commercial uses. On January 3, 2020, this application was conditionally approved. The subsequent stage in the approval process (special waiver application) is currently in progress. The Group will continue to monitor the economic environment before proceeding with the building conversion and deciding on the scale of the project.

(b) *Property Management*

The Group engaged Savills Property Management Limited ("Savills") to manage The Toy House and Playmates Factory Building. Savills provides comprehensive property management services, including repair and maintenance, building security, general cleaning for common areas, hand-over and take-over of premises, and the monitoring of reinstatement and refurbishment works.

Income generated from the property management business segment was HK\$21.3 million, a decrease of 1.5% from prior year (2023: HK\$21.7 million).

We continue to maintain a long-term view of our property investments and will adjust the balance of our property portfolio to achieve our strategic objective of seeking investment returns through capital appreciation and growth in recurring income. In the meantime, we will closely monitor the risks and uncertainties arising from the ever-changing global economy and market conditions.

Playmates Toys

Playmates Toys worldwide turnover for the year ended 2024 was HK\$931 million (2023: HK\$1,109 million), representing a decline of 16% compared to prior year. The unfavourable comparison was driven by lower shipment volume of our *Teenage Mutant Ninja Turtles* toy line compared to prior year, which included the positive impact of the *Teenage Mutant Ninja Turtles: Mutant Mayhem* movie release, partially offset by the successful relaunch of our *Godzilla x Kong* product line, supported by the March 2024 release of the *Godzilla x Kong: The New Empire* movie. The U.S. continued to be our biggest market in 2024, contributing 70% of revenue. Europe as a whole contributed 20%, the rest of the Americas 6% and 3% came from Asia Pacific.

Gross profit ratio on toy sales was 54% (2023: 57%). Lower gross profit margin in 2024 reflected: (i) a promotional retail environment where retailers used more price discounts to compete for consumers, (ii) a mix shift to lower margin products, and (iii) higher product development costs as a percentage of sales, in preparation for new product launches in 2025. Operating expenses declined by 9% compared to prior year, reflecting lower variable costs, partially offset by increased marketing expenses to drive revenue. Administration expenses increased 6% compared to prior year.

Playmates Toys group reported an operating profit of HK\$94 million in 2024 (2023: HK\$210 million). Other net income during the current year period included a HK\$32 million unrealized and realized gain on our equities investment position and HK\$55 million in interest income. During the prior year period, we recorded a HK\$18 million unrealized and realized investment gain and HK\$36 million in interest income. Playmates Toys group's net profit in 2024 was HK\$132 million (2023: HK\$224 million).

2025 will be a transition year for us, without any major entertainment events to support our *Teenage Mutant Ninja Turtles* or *Godzilla x Kong* product lines. Comparison against 2024 will be challenging especially as we lap the *Godzilla x Kong: The New Empire* movie release in March 2024. However, we will begin shipping our new *Power Rangers* product line in the summer of 2025, which should provide some support to our business in the second half of the year. The recently announced 20% U.S. tariff on all imports from China will affect our entire industry, and is expected to put negative pressure on our profitability. We will carefully assess sourcing alternatives and pricing adjustments as the tariff situation develops. We are also monitoring the impact of tariffs on consumer spending and the overall toy industry.

Management Discussion and Analysis

Brand Overview

Teenage Mutant Ninja Turtles

Paramount Pictures and Nickelodeon Movies are developing a sequel to **Teenage Mutant Ninja Turtles: Mutant Mayhem**, slated to release in October 2026, along with a two-season series that will serve as a “bridge” between the films. Season 1 of the spinoff series, titled **Tales of The Teenage Mutant Ninja Turtles**, was released on Paramount+ in August 2024, followed by Netflix in January 2025 in the U.S. and other major markets around the world throughout 2025. Season 2 of the series is scheduled to debut on Paramount+ this summer. Both the movie sequel and the Paramount+ series will be produced by Seth Rogen’s Point Grey Pictures. We are actively developing new products to coincide with the upcoming content.

Godzilla x Kong

In March 2024, Legendary Entertainment released **Godzilla x Kong: The New Empire**, which delivered the strongest global box office results yet for the **MonsterVerse** franchise and drove robust toy sales. As the global master toy licensee, we continue to develop extensions to our product line to include characters from across the **MonsterVerse** movies and TV shows.

Power Rangers

We have recently entered into a global license agreement with Hasbro, a leading toy and game company, to produce and distribute **Power Rangers** toys. We are developing an extensive kid-targeted **Mighty Morphin Power Rangers: Re-Ignition** toy line, including action figures, collectibles, combinable Zords and roleplay accessories, which we will start shipping this summer. This debut will be supported by new and enhanced content on YouTube, Netflix and other entertainment channels, all designed to engage a new generation of kids in the **Power Rangers** story.

Portfolio Investments

The Group engages in portfolio investments which involve investing in listed equity shares. The investment policy provides for a set of prudent guidance and control framework to achieve the objective of managing a portfolio that is highly liquid and offers reasonable risk-adjusted returns through capital appreciation and dividend and interest income.

As of 31 December 2024, fair market value of the Group’s investment portfolio was HK\$109.1 million (31 December 2023: HK\$95.3 million) representing 1.8% of the total assets of the Group (31 December 2023: 1.4%). This comprised HK\$32.4 million of equities listed in Hong Kong (31 December 2023: HK\$33.2 million) and HK\$76.7 million of equities listed overseas (31 December 2023: HK\$62.1 million). None of the individual securities positions held by the Group had a market value that exceeded 0.3% of the total assets of the Group. The top 10 listed securities in aggregate represented 1.5% of the total assets of the Group and included NVIDIA Corporation (NVDA.US), Amazon.com, Inc. (AMZN.US), The Walt Disney Company (DIS.US), Apple Inc. (AAPL.US), Alphabet Inc. (GOOG.US), Tencent Holdings Limited (700.HK), Microsoft Corporation (MSFT.US), Netflix, Inc. (NFLX.US), Walmart Inc. (WMT.US) and Wharf Real Estate Investment Company Limited (1997.HK).

The Group reported a net gain from investments of HK\$31.5 million in 2024 (2023: HK\$12.9 million). In 2024, dividend and interest income generated from the portfolio were HK\$59.4 million (2023: HK\$43.7 million).

The Group will remain vigilant in monitoring and balancing the investment portfolio, taking into account developments in major global economies and securities markets.

Directors and Senior Management

Biographical details of directors are shown below:

CHAN Kwong Fai, Michael

Chairman and Executive Director

Mr. Chan, aged 40, was appointed a director of the Company in December 2021. He has been involved in various aspects of the Group's operations since joining the Group in 2010, and has served as president of Playmates Toys Limited's U.S. subsidiary since 2017. Prior to joining the Group, Mr. Chan was part of KKR's Private Equity team in Menlo Park, California, U.S., where he was actively involved in a number of transactions as well as portfolio company management. Prior to joining KKR, Mr. Chan worked at Citigroup in New York City, where he was a member of the Consumer Retail Investment Banking team. Mr. Chan graduated from Yale University with bachelor's degrees in Economics and History. He is also the chairman and executive director of the board of Playmates Toys Limited. Mr. Chan is a brother of Ms. Chan, Helen and Mr. Chan Kong Keung, Stephen.

CHAN, Helen

Executive Director

Ms. Chan, aged 45, was appointed a director of the Company in May 2017. She graduated magna cum laude from Yale University in 2001 with a bachelor's degree in Economics. She subsequently worked in New York City as a consultant with one of the leading financial consulting firms for 2 years. She then obtained her Masters of Business Administration in Marketing and Finance at the Wharton School of Business in 2005.

After graduating business school, Ms. Chan pursued a career in retail with one of the largest global luxury retailers. She joined the company as a Merchandising Senior Analyst in their New York headquarters. Her responsibilities increased over time as she rotated through various teams in the organization. She was then transferred to Hong Kong in 2009 to assist with the regionalization initiative of the company. She was promoted to Director of Asia Merchandising in 2011 where she was responsible for spearheading the merchandising needs of the region.

In 2014, after 9 years in the retail industry, Ms. Chan joined the Company where she is responsible for the management of the real estate portfolio and treasury investments of the Group. She is also an executive director of the board of Playmates Toys Limited. Ms. Chan is a sister of Mr. Chan Kwong Fai, Michael and Mr. Chan Kong Keung, Stephen.

CHAN Kong Keung, Stephen

Executive Director

Mr. Chan, aged 37, was appointed a director of the Company in May 2021. He has been a Vice President for Overseas Investments for a fellow subsidiary of the Group since 2014. Prior to joining the Group, Mr. Chan worked as a Management Trainee and a Commercial Banking Relationship Manager for an international banking corporation from 2009 until 2013. He holds a Bachelor of Arts Degree in Philosophy from the University of Cambridge in Britain in 2009. He is also an executive director of the board of Playmates Toys Limited. Mr. Chan is a brother of Ms. Chan, Helen and Mr. Chan Kwong Fai, Michael.

Directors and Senior Management

LEE Ka Sze, Carmelo

Non-executive Director

Mr. Lee, aged 64, was appointed a director of the Company in November 2019. He is a practicing solicitor and the managing partner of Messrs. Woo Kwan Lee & Lo, Solicitors & Notaries. Mr. Lee obtained a Bachelor of Laws degree and Postgraduate Certificate in Laws from The University of Hong Kong and qualified as a solicitor in Hong Kong, England and Wales, Singapore and Australian Capital Territory, Australia.

Mr. Lee is currently a member of the Campaign Committee of The Community Chest of Hong Kong.

Mr. Lee is a non-executive director of Safety Godown Company Limited and an independent non-executive director of both China Mobile Limited and S. F. Holding Co., Ltd. All of these companies are listed on the Hong Kong Stock Exchange. He was an independent non-executive director of KWG Group Holdings Limited (until 1 March 2024). Save as disclosed above, Mr. Lee has not held any directorships in public companies the securities of which are listed on the securities market in Hong Kong or overseas in the last three years.

LO Kai Yiu, Anthony

Independent Non-executive Director

Mr. Lo, aged 76 was appointed a director of the Company in 1993. He is qualified as a chartered accountant by the Canadian Institute of Chartered Accountants and is a member of the Hong Kong Institute of Certified Public Accountants. In addition to over 12 years of professional accounting experience, he has over 40 years of experience in investment banking and other financial services. Mr. Lo serves as a director of a number of public and private companies.

OR Ching Fai, Raymond

Independent Non-executive Director

Dr. Or, aged 75, graduated from the University of Hong Kong with a Bachelor's degree in Economics and Psychology. He was conferred an Honorary Doctor of Social Science by the City University of Hong Kong in 2014, an Honorary Fellow by Hang Seng Management College (now known as Hang Seng University of Hong Kong) in 2017 and an Honorary University Fellow by The University of Hong Kong in 2009.

Dr. Or is currently a chairman and a non-executive director of CSC Holdings Limited. He is also an independent non-executive director of Chow Tai Fook Jewellery Group Limited and Regina Miracle International (Holdings) Limited. All of which are listed on The Stock Exchange of Hong Kong Limited. Dr. Or is appointed as an independent non-executive director of Industrial and Commercial Bank of China (Asia) Limited in December 2018. Apart from the above disclosed, Dr. Or has not held any directorship in any other listed companies in Hong Kong or overseas in the last three years.

TSIM Tak Chee

Independent Non-executive Director

Mr. Tsim, aged 66, was appointed a director of the Company in December 2024. He has over three decades of business and professional experience in professional accounting firms and across different fields in the banking and financial services sectors with roles in corporate finance and financial management. He has extensive experience in regulatory matters, investment banking, commercial banking, fund management as well as financial and risk management. Mr. Tsim has previously worked in professional accounting firms in London for more than eight years since graduation before deciding to return and work in Hong Kong. He has worked as Deputy Head of Corporate Finance at the Listing Division of The Stock Exchange of Hong Kong Limited, as Managing Director and Head of Hong Kong Coverage at the Corporate Finance and Advisory Department of The Hong Kong and Shanghai Banking Corporation Limited, as Chief Financial Officer at The Hong Kong Exchanges and Clearing Limited, as Alternate Chief Executive Officer and Director of Finance at China CITIC Bank International Limited, as Assistant General Manager at China Merchants Capital Management (International) Limited, and as Chief Financial Officer at CMBC International Holdings Limited.

Mr. Tsim holds a Bachelor of Science degree in Management Sciences from the University of Manchester Institute of Science and Technology in the United Kingdom. He is a Fellow of the Chartered Association of Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants in Hong Kong.

Report of the Directors

The directors submit their annual report together with the audited financial statements for the year ended 31 December 2024.

Principal Activities and Geographical Analysis of Operations

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 17 to the financial statements.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 5 to the financial statements.

Business Review

Information about a fair review of, and an indication of likely future development in, the Group's business is set out in the "Statement from the Chairman" and "Management Discussion and Analysis" of this annual report. Particulars of important events affecting the Company that have occurred since the end of the financial year, if any, can also be found in the abovementioned sections and the notes to the financial statements. An analysis of the financial key performance indicators is set out in the "Management Discussion and Analysis" and the "Five Year Financial Summary" of this annual report.

Principal risks and uncertainties

In addition to the risks and uncertainties facing the Company contained in the "Statement from the Chairman" and "Management Discussion and Analysis" of this annual report and the Environmental, Social and Governance Report, the following is a list of principal risks and uncertainties that may affect the business, financial condition, results of operations and growth prospects of the Company. However, this list is not exhaustive as there may be other risks and uncertainties resulting from changes in economic condition and operating environment over time:

1. Economic and Political Risk:

Adverse changes in the economic and political environment and government policies may affect our ability to execute our strategies.

2. Business Risk:

Investment properties account for a significant portion of the Group's total assets. Any significant change in the fair value of the Group's investment properties may affect our financial results, although such change may not reflect the Group's operating and cash flow performance. Furthermore, our rental income from investment properties may be adversely impacted by strong competition in the market.

The toy industry is inherently unpredictable. We rely on third party licenses, and our revenue is currently derived from a few licensed brands. Any reduction in sales of these brands may adversely affect our performance and financial condition. We also rely significantly on a few major customers, and any change in their buying patterns and/or reduction in their business volume may adversely affect our financial results and prospects.

3. Compliance Risk:

Non-compliance with product safety and laws and regulations may lead to financial loss and reputational damage. Product safety is the Group's number one priority. We have robust processes and procedures in place to ensure compliance with all applicable laws and regulations. Changes in related laws and regulations may lead to increased compliance costs.

4. *Financial Risk:*

The Group is exposed to financial risks related to currency, pricing, credit and liquidity in the normal course of business. For details of such financial risks, please refer to note 34.2 to the financial statements.

5. *People Risk:*

Loss of key executives may affect our ability to execute our strategies.

6. *Cyber risk and security:*

Cyber threats and attacks may affect our reputation and business operations. The Group has a policy in relation to use of computer, email and social media usage in place since 2006 which has been regularly updated in light of the latest changes. Training on information security awareness is provided to directors and staff regularly. In addition, the Group has implemented protective measures for the security of our network and Information Technology ("IT") systems, and monitors suspicious cyber activities with the assistance of external IT consultants.

7. *Data fraud or theft:*

Company data, including customer details, financial data as well as other operational data, is important to our business. Any loss of the said data may affect our business operation and cause losses to the Group. The Group has implemented relevant internal control procedures and systems to ensure that such data is properly protected.

The Group has developed a risk management and internal control system to identify current risks and has undertaken necessary measures to mitigate the risks identified. Details of the Group's risk management and internal control system are set out in the Corporate Governance Report of this annual report.

Relationships with stakeholders

Our business requires that we collaborate with an array of stakeholders including customers, licensors, suppliers and employees. We strive to deal fairly with our stakeholders and to establish a long-standing and close relationship with them. We expect our stakeholders to work with us on the basis of a shared commitment to integrity, legal and ethical behaviour and mutual trust.

Customers

We consider customers as one of the most important stakeholders. Our commitment to and continued vigilance over quality and safety are essential in maintaining the trust of our consumers. In the U.S., we sell directly to various customers including national mass merchandise retailers. Outside the U.S., we sell to over 40 countries, primarily in Europe, North America, Latin America and Asia Pacific including Australia. Our international sales and distribution efforts are managed through our network of independent distributors. For more information on the major customers, trade terms and trade receivables, please refer to notes 5.3, 19 and 34.2.2 to the financial statements.

Licensors

The entertainment industry and toy invention and design community are major sources of concepts and ideas for the creation and development of new products. We maintain close working relationships or contacts with major entertainment licensors and the toy invention and design community worldwide. These relationships or contacts help us gain access to licensed rights in entertainment properties, technologies and toy inventions.

Report of the Directors

Suppliers

Supply chain is a critical part of our operations. Our suppliers must meet our selection criteria, which include security, safety, cost and delivery. Our selection criteria of suppliers are also based on their reliability and quality of products, and with whom we can build long-term relationships. We require all of our suppliers to comply with relevant manufacturing requirements and safety standards of the industry.

Employees

Employees are important to our sustainable development. We are committed to providing equal employment opportunity and a safe and harassment-free working environment. Employees are encouraged to attend trainings including professional development programs offered by professional organizations so as to refresh their skills and knowledge. We also strive to ensure that the employees are fairly and reasonably remunerated based on industry practice.

Environmental policies

We are committed to minimizing the environmental impact of our operations and to complying with all applicable environmental laws in the countries in which we conduct business. We also require our suppliers to obtain all necessary permission from the relevant regulators and operate in strict compliance with all applicable environmental laws including the environmental requirements as required by the International Council of Toys Industries CARE Seal of Compliance or other equivalent standards.

Compliance with laws and regulations

Compliance procedures are in place to ensure compliance with applicable laws and regulations. Our professional employees attend on-going professional development programs in order to keep them abreast of the latest development of the laws and regulations. External legal advisors are engaged to advise on the compliance matters if and when necessary. The Company complies with the relevant laws and regulations that have a significant impact on the Company including the Companies Ordinance, Securities and Futures Ordinance (“SFO”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”).

For more information on our relationship with the stakeholders, environmental policies and compliance with laws and regulations, please refer to the Environmental, Social and Governance Report of this annual report.

Major Suppliers and Customers

The percentages of purchases and sales for the year attributable to the Group’s major suppliers and customers were as follows:

Purchases

| | |
|---------------------------------------|-----|
| – the largest supplier | 30% |
| – five largest suppliers in aggregate | 96% |

Sales

| | |
|---------------------------------------|-----|
| – the largest customer | 26% |
| – five largest customers in aggregate | 68% |

None of the directors, their associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company’s share capital (excluding treasury shares) had any interest in the major suppliers or customers noted above.

Results and Appropriations

The results of the Group for the year are set out in the consolidated income statement on page 67.

The directors have declared a first interim dividend of HK cents 1.5 per ordinary share, totalling HK\$31,020,000, which was paid on 27 September 2024.

The directors have declared a second interim dividend of HK cents 1.5 per ordinary share and a special interim dividend of HK cents 1.5 per ordinary share, totally HK\$62,040,000, which is calculated on the basis of 2,068,000,000 ordinary shares in issue at the date of board meeting held on 14 March 2025.

The Company does not hold any treasury shares (whether in its own name or which is deposited with CCASS) and no dividends will be received in relation thereto.

Dividend Policy

The Company has adopted a Dividend Policy which allows the shareholders of the Company to share the profits of the Company whilst retaining adequate reserves for the Group's future growth. The declaration and amount of dividends shall be determined at the sole discretion of the Board. Pursuant to the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:-

- (a) the Company's actual and expected financial performance;
- (b) dividends received from the Company's subsidiaries and associates;
- (c) retained earnings and distributable reserves of the Company and its subsidiaries and associates;
- (d) the liquidity position of the Group;
- (e) the Group's expected working capital requirements;
- (f) general business conditions and strategies;
- (g) taxation considerations;
- (h) possible effects on creditworthiness;
- (i) legal, statutory and regulatory restrictions;
- (j) contractual restrictions; and
- (k) any other factors that the Board deem appropriate.

Reserves

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on pages 73 to 74. Movements in the reserves of the Company during the year are set out in note 29.2 to the financial statements.

Distributable reserves of the Company at 31 December 2024, calculated under the Companies Act 1981 of Bermuda, amounted to HK\$1,567,191,000 (2023: HK\$1,513,787,000).

Report of the Directors

Financial Analysis

Analysis of bank loans and other borrowings

Particulars of the Group's utilised banking facilities are set out in note 22 to the financial statements.

Liquidity and financial resources

The toy business is inherently seasonal in nature. As a result, a disproportionately high balance of trade receivables is typically generated during the peak selling season in the second half of the year. Consistent with usual trade practices, a significant portion of the trade receivables is collected in the final weeks of the fourth quarter and in the first quarter of the subsequent year, resulting in a seasonal demand for working capital during the peak selling season. As at 31 December 2024, trade receivables related to toy operation were HK\$136,670,000 (2023: HK\$328,827,000) and inventories related to toy operation were HK\$27,654,000 (2023: HK\$58,886,000) or 3.0% (2023: 5.3%) of revenue of toy operation. The lower trade receivables and inventories at 2024 year-end reflected lower shipments and customer orders during the fourth quarter of 2024.

The property investments and management businesses generated a relatively steady income stream throughout the year. Overall occupancy rate was 60.3% as at 31 December 2024 (2023: 74%). Accounts receivables were minimal as at the year end.

Financial assets at fair value through profit or loss include investment in listed equities. As at 31 December 2024, the Group's financial assets at fair value through profit or loss amounted to HK\$109,116,000 (2023: HK\$95,324,000).

The Group's gearing ratio, defined as total bank borrowings expressed as a percentage of total tangible assets, at 31 December 2024 was 2.9% compared to 3.4% at 31 December 2023. The current ratio, calculated as the ratio of current assets to current liabilities, was 3.4 at 31 December 2024 (2023: 2.5).

The Group maintains a level of cash that is necessary and sufficient to serve recurring operations as well as further growth and developmental needs. As at 31 December 2024, the Group's cash and deposits with banks were HK\$1,102,889,000 (2023: HK\$1,094,933,000), of which HK\$990,191,000 (2023: HK\$1,000,777,000) was denominated in United States dollar, HK\$21,672,000 (2023: HK\$51,871,000) in British pound, HK\$4,159,000 (2023: HK\$4,297,000) in Euro and the remaining balance was mainly denominated in Hong Kong dollar.

Employees

As at 31 December 2024, the Group had a total of 83 employees in Hong Kong, the United States of America and the United Kingdom (2023: 77 employees).

The Group remunerates its employees largely based on industry practice, including contributory provident funds, insurance and medical benefits. The Group has also adopted a discretionary bonus programme for all management and staff and share option and share award plans for its employees with awards under such programmes determined annually based upon the performance of the Group and the individual employees.

Financial Guarantee

Details of the Company's financial guarantee contracts are set out in note 22 to the financial statements.

Bank Loans

Details of the Group's bank loans as at 31 December 2024 are set out in note 22 to the financial statements.

Donations

Charitable and other donations made by the Group during the year amounted to HK\$199,000 (2023: HK\$903,000).

Fixed Assets

Details of the movements in fixed assets of the Group are set out in note 14 to the financial statements.

Principal Properties

Details of the principal properties of the Group held for investment purposes are set out in note 14 to the financial statements.

Share Capital

Details of the movements in share capital of the Company are set out in note 29.1 to the financial statements.

Five Year Financial Summary

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 136.

Purchase, Sale or Redemption of Shares

During the year, 2,000,000 shares of HK\$0.01 each were repurchased by the Company at the prices ranging from HK\$0.56 to HK\$0.57 per share on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The particulars of the repurchases are set out in note 29.1 to the financial statements. The Company did not have any treasury share during the year. The said repurchased shares were cancelled for the enhancement of shareholder value in the long term.

Directors

The directors who held office during the year and up to the date of this report were:

Mr. CHAN Kwong Fai, Michael (*Chairman*)

Ms. CHAN, Helen (*Executive Director*)

Mr. CHAN Kong Keung, Stephen (*Executive Director*)

Mr. LEE Ka Sze, Carmelo (*Non-executive Director*)

Mr. LO Kai Yiu, Anthony (*Independent Non-executive Director*)

Dr. OR Ching Fai, Raymond (*Independent Non-executive Director*)

Mr. TSIM Tak Chee (*Independent Non-executive Director*)

Mr. TANG Wing Yung, Thomas (*Independent Non-executive Director*) (*passed away on 17 October 2024*)

Pursuant to Bye-law 86(2) of the Company, Mr. Tsim Tak Chee shall hold office until the next following annual general meeting. Mr. Tsim will offer himself for re-election at the forthcoming annual general meeting.

Pursuant to Bye-law 87(1) of the Company, Mr. Chan Kong Keung, Stephen, Ms. Chan, Helen and Mr. Lo Kai Yiu, Anthony shall retire by rotation at the forthcoming annual general meeting. Mr. Chan, Ms. Chan and Mr. Lo will offer themselves for re-election at the same meeting.

Each of the independent non-executive director has confirmed his independence under Rule 3.13 of the Listing Rules and the Company confirmed that it still considered such directors to be independent.

It was confirmed that Mr. Tsim Tak Chee, who was appointed on 6 December 2024, had obtained legal advice from qualified solicitors in Hong Kong on 19 November 2024 as regards the requirements under the Listing Rules that are applicable to him as a director of the Company and the possible consequences of making a false declaration or giving false information to the Stock Exchange and he had confirmed that he understood his obligations as a director of the Company. He also attended a directors training prepared by a law firm.

Report of the Directors

Directors' Service Contracts

There is no service contract, which is not determinable by the Company within one year without payment of compensation (other than statutory compensation), in respect of any director proposed for re-election at the forthcoming annual general meeting.

Directors' Interests in Transactions, Arrangements and Contracts

No transaction, arrangement or contract of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which any director of the Company or a connected entity of the director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Permitted Indemnity Provision

Pursuant to the Bye-laws of the Company, the directors are entitled to be indemnified out of the Company's assets against actions and damages in connection with execution of their duties. Pursuant to a code provision of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, the Company has also arranged appropriate director and officer liability insurance policy covering potential legal actions that might be taken against its directors.

Share Award Plan

Share award plan of the Company

The Company has not adopted any share award plan during the year.

Share award plan of Playmates Toys Limited

Playmates Toys Limited ("PTL"), an indirect non-wholly owned subsidiary of the Company, adopted a share award plan ("Share Award Plan") on 19 May 2023 ("Adoption Date"). Subject to the Listing Rules and the terms and conditions of the Rules of the Share Award Plan ("Plan Rules"), the board of PTL ("PTL Board") has a discretion to determine the terms of the award of Shares ("Share Award"), including the vesting conditions and the date on which the award will vest.

The maximum number of the shares of PTL ("PTL Shares") which may be issued in respect of all awards and options to be granted under the Share Award Plan and other share schemes of PTL is 10% of the total number of PTL Shares in issue as at the Adoption Date (i.e., no more than 118,000,000 PTL Shares, representing 10% of the total number of PTL Shares in issue as at the date of this annual report) ("Plan Mandate Limit"). Out of such Plan Mandate Limit, the maximum number of PTL Shares which may be issued in respect of all awards to be granted to PTL Service Provider Participants (as defined below) under the Share Award Plan is 5% of the total number of PTL Shares in issue as at the Adoption Date (i.e., no more than 59,000,000 PTL Shares, representing 5% of the total number of PTL Shares in issue as at the date of this annual report).

Pursuant to the terms of the Share Award Plan and the trust deed entered into on 24 May 2023, PTL established a trust ("Trust") and appointed a trustee (the "Trustee") to administer the Share Award Plan. During the effective period of the Share Award Plan, the board of PTL may contribute funds to the Trust and instruct the Trustee to purchase PTL Shares on the Stock Exchange or in off-market transactions or to subscribe for new PTL Shares for the purposes of satisfying Share Awards granted under the Share Award Plan.

Summary of the terms of the Share Award Plan are as follows:

| | | |
|---|---|--|
| Purpose | : | (i) recognise and reward the contributions of certain Eligible Participants (as particularized below) to the growth and development of the PTL group and to give incentives thereto in order to retain them for the continual operation and development of PTL and its subsidiaries ("PTL Group"), and |
| | | (ii) attract suitable personnel for further development of the PTL Group. |
| Eligible Participants | : | (i) "Employee Participants" including directors, chief executive and employee of PTL or any of its subsidiaries; |
| | | (ii) "Related Entity Participants" including directors or employees of the holding companies, fellow subsidiaries or associated companies of PTL; and |
| | | (iii) "Service Provider Participants" including any persons (natural or corporate entity) that falls under one of the below sub-categories and that provides services to any member of the PTL Group on a continuing and recurring basis in its ordinary course of business which are in the interests of the long-term growth of the PTL Group, as determined by the PTL Board pursuant to the criteria set out in the Plan Rules: |
| | | (i) suppliers of services to any member of PTL Group; |
| | | (ii) advisors (professional or otherwise) or consultants; and |
| | | (iii) independent contractors, |
| | | excluding (A) placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions, and (B) professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity. |
| Maximum entitlement of each participant | : | The maximum number of PTL Shares which may be awarded under the Share Award Plan together with PTL Shares issued and to be issued under options and awards granted to a selected participant under any other share schemes of the Company, in a 12-month period, shall not (i) in aggregate exceed 1% of the issued share capital of PTL in issue; and (ii) exceed any limits applicable to such selected participant under the Listing Rules. |

Report of the Directors

| | | |
|--|---|---|
| Vesting period of Share Awards granted under the Share Award Plan | : | Subject to the Listing Rules, the vesting date in respect of any Share Award shall be not less than 12 months from the grant date, provided that for Employee Participants, the vesting date may be less than 12 months from the grant date in certain circumstances specified in the Plan Rules. |
| Total number of PTL Shares available for issue under Share Award Plan | : | 118,000,000 PTL Shares, representing 10% of the total issued share capital of PTL (excluding treasury shares) as at 14 March 2025. |
| The amount payable on application or acceptance of the award | : | No amount is payable. |
| The basis for determining the purchase price of the PTL Shares awarded | : | A selected participant is not required under the Plan Rules to pay any purchase price to receive PTL Shares awarded. |
| The remaining life of the Share Award Plan | : | Remains in force until 18 May 2033. |

No PTL Share was allotted and issued under the Share Award Plan during the year. No PTL Share Award was vested, cancelled or lapsed under the Share Award Plan during the year. No PTL Share was held in trust by the Trustee of PTL during the year.

While there was no unvested Share Award at the beginning of the year, there were 6,000,000 unvested Share Awards at the end of the year (such Share Awards resolved by PTL Board to be satisfied through on-market purchases of existing PTL Shares). Accordingly, the number of PTL Shares available for award under the Plan Mandate Limit at the beginning and the end of the year remains 118,000,000 PTL Shares (out of which, 59,000,000 PTL Shares are available for award to Service Provider Participants at the beginning and the end of the year).

On 6 December 2024, PTL Board resolved to grant a total of 6,000,000 Share Awards to selected eligible participants (including an executive director of PTL) under the Share Award Plan. PTL shall, as soon as reasonably practicable from the grant of award date, for the purposes of satisfying the said Share Awards, instruct the Trustee to acquire existing Shares through on-market transactions at the prevailing market price.

The following table discloses the details of the Share Awards held by the selected eligible participants of the Share Award Plan (including an executive director of PTL) and their movement during the year.

| Participant | Date of grant of Share Awards | Number of Share Awards | | | | | Vesting Period and Remarks (Note) |
|--|-------------------------------|-----------------------------------|-------------------------|---------------------------|------------------------|-------------------------------------|--------------------------------------|
| | | Unvested awards at 1 January 2024 | Granted during the year | Cancelled during the year | Lapsed during the year | Unvested awards at 31 December 2024 | |
| Share Award Plan | | | | | | | |
| Director of PTL | | | | | | | |
| TRAN Vi-hang William | 6 December 2024 | – | 1,000,000 | – | – | 1,000,000 | (1) |
| Continuous Contract Employee Participants, excluding PTL Directors | 6 December 2024 | – | 2,000,000 | – | – | 2,000,000 | (1) |
| Service Provider Participants including consultants of PTL | 6 December 2024 | – | 3,000,000 | – | – | 3,000,000 | (1) |
| Total | | – | 6,000,000 | – | – | 6,000,000 | |

The following table discloses the details of the Share Awards held by the five highest paid individuals of the Company:

| Participant | Date of grant of share awards | Number of share awards | | | | | Vesting Period and Remarks (Note) |
|--|-------------------------------|-----------------------------------|-------------------------|---------------------------|------------------------|-------------------------------------|--------------------------------------|
| | | Unvested awards at 1 January 2024 | Granted during the year | Cancelled during the year | Lapsed during the year | Unvested awards at 31 December 2024 | |
| Share Award Plan | | | | | | | |
| Five highest paid individuals of the Company | 6 December 2024 | – | 2,000,000 | – | – | 2,000,000 | (1), (3) & (6) |

Report of the Directors

Notes:

- (1) The Awards granted to eligible participants of PTL will vest on 6 December 2025. No purchase price is required to be paid to receive the Shares awarded. Such Share Awards are not subject to any performance targets.
- (2) The closing price of the PTL Shares immediately before the date on which the awards were granted is HK\$0.61.
- (3) The fair value of Share Awards at the date of grant and accounting policy adopted in respect of Share Awards granted during the year, please refer to notes 2.16.4 and 28.2 to the Notes to the Financial Statements.
- (4) The weighted average closing price of the PTL Shares immediately before the date on which the Share Awards were vested was not applicable.
- (5) All Share Awards granted under the Share Award Plan during the year would be satisfied by the Trustee's acquisition of existing PTL Shares from the open market. Accordingly, the number of new PTL Shares that can be issued under the Share Awards granted under the Share Award Plan during the year divided by the weighted average number of PTL Shares in issue for the year was not applicable.
- (6) Such batch of 2,000,000 Share Awards has been included in the first table disclosing details of all Share Awards held by selected eligible participants of the Share Award Plan.

Share Options Scheme

Share option plan of the Company

The Company has not adopted any share option plan during the year.

Share Option Scheme of PTL

The following is a summary of the terms of the Share Option Scheme of PTL on 21 May 2018 ("2018 PTL Scheme").

- | | | | |
|--------------|---|-------|---|
| Purpose | : | (i) | To motivate the eligible participants to optimise their performance and efficiency for the benefit of PTL Group; and |
| | | (ii) | To attract and retain or otherwise maintain ongoing business relationship with eligible participants whose contributions are or will be beneficial to the PTL Group. |
| Participants | : | (i) | Directors, employees, consultants, professionals, customers, suppliers, agents, partners or advisers of or contractors to the PTL Group or a company in which the PTL Group holds an interest or a subsidiary of such company; or |
| | | (ii) | The trustees of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any person/party mentioned in (i) above; or |
| | | (iii) | A company beneficially owned by any person/party mentioned in (i) above. |

| | | |
|--|---|--|
| Total number of PTL Shares available for issue under the 2018 PTL Scheme | : | 19,696,000 ordinary PTL Shares, representing 1.67% of the total issued capital of PTL (excluding treasury shares) as at 14 March 2025. |
| Total number of options available for grant under the scheme mandate of the 2018 PTL Scheme as at 1 January 2024 | : | NIL. |
| Total number of options available for grant under the scheme mandate of the 2018 PTL Scheme as at 31 December 2024 | : | NIL. |
| Maximum entitlement of each participant | : | Unless approved by shareholders, the total number of securities issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued ordinary shares of PTL. |
| The period within which the option may be exercised by the grantee under the scheme | : | The options are exercisable in stages and no option will be exercisable later than 10 years after its date of grant. |
| The amount payable on acceptance of the option and the period within which such payments or calls must be or may be made or loans for such purposes must be repaid | : | HK\$10.00 (or such other nominal sum in any currency as the board may determine) to be paid within 21 business days from the date of the offer. |
| The basis for determining the exercise Price of options granted | : | Determined by the PTL Board and shall not be less than the highest of: <ul style="list-style-type: none"> (i) the closing price of an ordinary share as stated in the Stock Exchange's daily quotation sheet on the date of grant of the relevant option, which must be a business day; (ii) an amount equivalent to the average closing price of an ordinary share as stated in the Stock Exchange's daily quotation sheets for the 5 business days immediately preceding the date of grant of the relevant option; and (iii) the nominal value of an ordinary share on the date of grant. |
| The remaining life of the 2018 PTL Scheme | : | Remained in force until 19 May 2023 (terminated by ordinary resolution passed by the PTL shareholders on that day). |

Report of the Directors

The following shows the particulars of the share options of PTL granted to directors of the Company, directors of PTL, employees of PTL Group and other participants pursuant to the 2018 PTL Scheme, that are required to be disclosed under Rule 17.07 of Chapter 17 and Rule 13(1)(b) of Appendix D2 of the Listing Rules during the year:

| Participant | Date of grant | Exercise price HK\$ | Number of share options | | | | Balance at 31 December 2024 | Vesting/ Exercise Period and Remarks (Note) |
|---|---------------|------------------------|---------------------------------|-------------------------------|---------------------------------|------------------------------|-----------------------------------|---|
| | | | Balance at 1 January 2024 | Granted during the year | Exercised during the year | Lapsed during the year | | |
| 2018 PTL Scheme | | | | | | | | |
| CHAN Kwong Fai, Michael <i>Chairman and Director of the Company and PTL</i> | 29 June 2018 | 0.826 | 2,000,000 | – | – | – | 2,000,000 | (1) |
| CHAN, Helen <i>Director of the Company and PTL</i> | 29 June 2018 | 0.826 | 1,000,000 | – | – | – | 1,000,000 | (1) |
| CHAN Kong Keung, Stephen <i>Director of the Company and PTL</i> | 29 June 2018 | 0.826 | 1,000,000 | – | – | – | 1,000,000 | (1) |
| <i>Directors of PTL</i> | | | | | | | | |
| TRAN Vi-hang William | 29 June 2018 | 0.826 | 1,000,000 | – | – | – | 1,000,000 | (1) |
| <i>Continuous Contract Employee Participants of PTL Group, excluding directors of PTL</i> | 29 June 2018 | 0.826 | 10,516,000 | – | – | 600,000 | 9,916,000 | (1) |
| <i>Other Participants including consultants and a licensor of PTL</i> | 29 June 2018 | 0.826 | 4,780,000 | – | – | – | 4,780,000 | (1) |
| | 12 April 2019 | 0.792 | 20,000,000 | – | – | 20,000,000 | – | (2) |
| Total | | | 40,296,000 | – | – | 20,600,000 | 19,696,000 | |

The particulars of share options granted to the five highest paid individuals of the Company are as follows:

| Participant | Date of grant | Exercise Price HK\$ | Number of share options | | | | Balance at 31 December 2024 | Vesting/ Exercise Period and Remarks (Note) |
|---|---------------|------------------------|---------------------------------|-------------------------------|---------------------------------|------------------------------|-----------------------------------|---|
| | | | Balance at 1 January 2024 | Granted during the year | Exercised during the year | Lapsed during the year | | |
| <i>Five highest paid individuals of the Company</i> | 29 June 2018 | 0.826 | 5,000,000 | - | - | - | 5,000,000 | (1) & (3) |

Notes:

- (1) Divided into 4 tranches (with each tranche covering one-fourth of the relevant share options) exercisable from 29 June 2018, 29 June 2019, 29 June 2020 and 29 June 2021 respectively to 28 June 2028.
- (2) Divided into 2 tranches: (i) 10,000,000 share options are exercisable from 12 April 2019 to 31 December 2023; and (ii) 10,000,000 share options are exercisable from 31 December 2020 to 31 December 2023.
- (3) Such batch of 5,000,000 share options has been included in the first table disclosing details of all share options held by selected eligible participants of the 2018 PTL Scheme.

No options were granted, exercised or cancelled during the year.

The number of PTL Shares available for issue pursuant to outstanding options granted under the 2018 PTL Scheme as at 31 December 2024 was 19,696,000. Following the adoption of Share Award Plan, 2018 PTL Scheme was terminated on 19 May 2023 and no further options will be granted thereunder. In other respects, the provisions of the 2018 PTL Scheme remain in full force and effect to the extent necessary to give effect to the exercise of options granted prior to its termination or otherwise as may be required in accordance with the rules of the 2018 PTL Scheme. The above outstanding options already granted under the 2018 PTL Scheme shall continue to be valid and exercisable in accordance with the provisions of the 2018 PTL Scheme and their terms of issue.

Apart from the aforesaid, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors and chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

During the year, neither PTL nor the Trustee of Share Award Plan held or transferred any treasury shares of PTL for the purpose of satisfying share options or awards granted under the Share Award Plan and the 2018 PTL Scheme.

Report of the Directors

Directors' Interests and Short Positions in Shares and Underlying Shares of the Company or Any Associated Corporation

As at 31 December 2024, the interests of each director of the Company in the shares, underlying shares of equity derivatives and debentures of the Company and its associated corporations (within the meaning of Part XV of the Stock Exchange) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules ("Model Code") were as follows:

Long positions in shares of the Company

| Name of director | Nature of interest | Number of shares held | Percentage interest held |
|--------------------------|--------------------|-----------------------------|--------------------------|
| CHAN Kwong Fai, Michael | Personal | 104,000,000 ordinary shares | 5.03% |
| CHAN, Helen | Personal | 28,000,000 ordinary shares | 1.35% |
| CHAN Kong Keung, Stephen | Personal | 2,600,000 ordinary shares | 0.13% |
| LO Kai Yiu, Anthony | Personal | 250,000 ordinary shares | 0.01% |

Long positions in shares of PTL

| Name of director | Nature of interest | Number of shares held | Percentage interest held |
|-------------------------|--------------------|---------------------------|--------------------------|
| CHAN Kwong Fai, Michael | Personal | 3,274,000 ordinary shares | 0.28% |
| LO Kai Yiu, Anthony | Personal | 376,000 ordinary shares | 0.03% |

Long positions in underlying shares of PTL

| Name of Director | Nature of interest | Number of equity derivatives held | Total Number of underlying shares (ordinary shares) | Percentage interest held |
|--------------------------|--------------------|-----------------------------------|---|--------------------------|
| CHAN Kwong Fai, Michael | Personal | 2,000,000 share options | 2,000,000 shares | 0.17% |
| CHAN, Helen | Personal | 1,000,000 share options | 1,000,000 shares | 0.08% |
| CHAN Kong Keung, Stephen | Personal | 1,000,000 share options | 1,000,000 shares | 0.08% |

Unless stated otherwise, all the aforesaid shares and equity derivatives were beneficially owned by the directors concerned. The percentage shown was the number of shares or underlying shares the relevant director was interested expressed as a percentage of the number of issued shares of the relevant companies as at 31 December 2024.

Details of the share awards and share options held by the directors of the Company are disclosed in the above sections headed "Share Award Plan" and "Share Option Scheme" respectively.

Save as disclosed above, as at 31 December 2024, none of the directors of the Company were interested or deemed to be interested in short positions in the shares and underlying shares of equity derivatives of the Company or any associated corporation as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange under the Model Code.

Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company Required to be Recorded under Section 336 of the SFO

As at 31 December 2024, person (other than the directors of the Company) who had interests or short positions in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, was recorded in the register required to be kept under Section 336 of the SFO were as follows:

| Name | Nature of interest | Number of shares held | Percentage interest held |
|-----------------------|---|-------------------------------|---------------------------------|
| Chan Chun Hoo, Thomas | Personal, Associate and Corporation <i>(Note i)</i> | 1,360,256,000 ordinary shares | 65.78% |
| TGC Assets Limited | Corporation <i>(Note ii)</i> | 1,088,256,000 ordinary shares | 52.62% |

Notes:

- (i) Mr. Chan Chun Hoo, Thomas ("Mr. Chan") was interested in and deemed to be interested in 1,360,256,000 shares of the Company of which 142,000,000 shares were held by Mr. Chan directly, 130,000,000 shares were held by his wife and 1,088,256,000 shares were held by TGC Assets Limited ("TGC").
- (ii) Mr. Chan is the beneficial owner of all of the issued share capital of TGC and he was deemed to be interested in those shares.

Save as disclosed above, as at 31 December 2024, none of the person (other than the directors of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

Pre-emptive Rights

There are no pre-emptive rights provisions with respect to any issue or transfer of shares of the Company in the Bye-laws of the Company nor are there any such pre-emptive rights provisions generally applicable under Bermuda law.

Audit Committee

The written terms of reference which describe the authority and duties of the Audit Committee were adopted in 1999 and subsequently amended in 2005, 2009, 2012, 2015 and 2021.

The Audit Committee provides an important link between the board and the Company's auditors in matters coming within the scope of the Group audit. It also reviews the effectiveness of the external audit and of internal controls and risk evaluation. The Committee comprises four non-executive directors, namely Mr. Lo Kai Yiu, Anthony, Mr. Lee Ka Sze, Carmelo, Dr. Or Ching Fai, Raymond and Mr. Tsim Tak Chee. The chairman of our audit committee is Mr. Lo Kai Yiu, Anthony.

Report of the Directors

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of its directors as at the latest practicable date prior to the issue of this report, the Company has maintained sufficient public float as required under the Listing Rules during the year.

Auditors

Grant Thornton Hong Kong Limited will retire and, being eligible, offer themselves for reappointment at the forthcoming annual general meeting. There was no change in auditors of the Company in any of the preceding three years.

On behalf of the board
Chan Kwong Fai, Michael
Chairman

Hong Kong, 14 March 2025

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The board considers that good corporate governance of the Company is central to safeguarding the interests of the shareholders and enhancing the performance of the Group. The board is committed to maintaining and ensuring high standards of corporate governance. The Company has applied the principles and complied with all the applicable code provisions (“Code Provisions”) of Part 2 of the Corporate Governance Code (“Code”) as set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) for the year ended 31 December 2024, except the followings:

The Code Provision C.2.1 provides that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. The Company does not have a designated chief executive. The board oversees the management, businesses, strategy and financial performance of the Group. The day-to-day business of the Group is handled by the executive directors collectively. The executive directors supported by the senior executives are delegated with the responsibilities of running the business operations and making operational and business decisions of the Group. The board considers that this structure is adequate to ensure an effective management and control of the Group’s businesses and operations. The structure outlined above will be reviewed regularly to ensure that sound corporate governance is in place.

Following the passing away of Mr. Tang Wing Yung, Thomas on 17 October 2024, (1) the number of independent non-executive directors of the Company fell short of the minimum number required under Rule 3.10(1) of the Listing Rules; (2) the chairman of the Compensation Committee fell vacant under Rule 3.25 of the Listing Rules; and (3) the members of the Nomination Committee did not comprise a majority of independent non-executive directors as required under Rule 3.27A to the Listing Rules, during the period from 17 October 2024 to 5 December 2024. As announced by the Company on 6 December 2024, the said vacancy had been filled up in compliance with the relevant requirements.

The board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

CORPORATE CULTURE AND VALUE

Our purpose, values and strategies represent the essence of our corporate culture and business framework. Our mission is to deliver high quality, safe and innovative toys to the consumers. We are diligent in our research and preparation so that we can “*do it right the first time*”. We work hard to nurture and maintain a strong relationship with every partner by delivering on our promises. We are guided by our core values that our multi-disciplinary business in toys, property and other investments are built upon a common foundation of integrity, honesty, fairness and respect. All directors act with integrity, lead by example, and promote our corporate culture across the Company. They also play an important role in fostering and overseeing the Company’s culture to ensure that values of acting lawfully, ethically and responsibly are reflected in our strategy, business model, operating practices as well as our approach to risk. We have adopted and implemented a number of corporate policies, including but not limited to, Code of Business Conduct, Staff Handbook, Anti-corruption Policy and Whistleblowing Policy to ensure that our values are conveyed to all employees of the Company. All employees are required to comply with such policies. We review these policies from time to time to ensure that they are in line with our business, development strategies and stakeholders’ expectation.

Corporate Governance Report

Our goal is to continue our legacy established over 55 years ago through the creation of imaginative products and the long-term management of profitable brand franchises. We review our business plan and sustainability strategies from time to time for long-term development. We strive to generate and preserve our long-term value and deliver our objectives through the following strategies and commitments:

- (i) preserve and enhance the values of the Group's investments;
- (ii) preserve and enhance the Group's reputation;
- (iii) deliver high quality products in a timely manner to the market;
- (iv) control and optimize all cost elements; and
- (v) meet the Company's financial targets.

Please refer to the Statement from the Chairman and the Management Discussion and Analysis of this annual report for more details in relation to the Group's performance.

BOARD OF DIRECTORS

Composition and Responsibilities

The board of directors of the Company comprises:

Executive Directors

CHAN Kwong Fai, Michael (*Chairman*)

CHAN, Helen

CHAN Kong Keung, Stephen

Non-executive Director

LEE Ka Sze, Carmelo

Independent Non-executive Directors

LO Kai Yiu, Anthony

OR Ching Fai, Raymond

TSIM Tak Chee

TANG Wing Yung, Thomas – *passed away on 17 October 2024*

The board comprises three executive directors (one of whom is the Chairman) and four non-executive directors. Of the four non-executive directors, three are independent non-executive directors. In addition, two independent non-executive directors possess appropriate professional accounting qualifications and financial management expertise. Save for the sibling relationship between Mr. Chan Kwong Fai, Michael, Ms. Chan, Helen and Mr. Chan Kong Keung, Stephen, the board members have no financial, business, family or other material or relevant relationships with each other.

The board is responsible for the oversight of overall strategic development, performance, risk management and governance of the Group and making decisions in relation thereto. The board also monitors the financial performance and the internal controls of the Group's business operations. With a wide range of expertise and a balance of skills, the non-executive directors bring independent judgment on issues of strategic direction, development, performance and risk management through their contribution at board meetings and committee work. The executive directors supported by the senior executives are delegated with the responsibilities of running the day-to-day business operations and making operational and business decisions of the Group.

The independent non-executive directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. The board considers that each independent non-executive director is independent in character and judgment and that they all meet the specific independence criteria as required by the Listing Rules. Each of the independent non-executive director has confirmed his independence under Rules 3.13 of the Listing Rules and the Company confirmed that it still considered such directors to be independent. The independent non-executive directors are explicitly identified in all corporate communications.

Board Independence

The Company recognizes that board independence is vital to good corporate governance and board effectiveness. There are mechanisms in place to ensure independent views and input are available to the board for enhancing objective and effective decision making:

- (a) Three out of the seven directors are independent non-executive directors which exceeds the Listing Rules requirement for independent non-executive directors to make up at least one third of the board. Apart from complying with the requirements prescribed by the Listing Rules as to the composition of certain board committees, independent non-executive directors are appointed to the board committees as far as practicable to ensure independent views are available.
- (b) The Nomination Committee strictly adheres to the Nomination Policy and the independence assessment criteria as set out in the Listing Rules with regard to the nomination and appointment of independent non-executive directors.
- (c) The Nomination Committee assesses the continued independence of the independent non-executive directors on an annual basis. All the independent non-executive directors will confirm their compliance of independence requirements as set out under Rule 3.13 of the Listing Rules.
- (d) No equity-based remuneration (e.g. share options or grants) with performance related elements is granted to independent non-executive directors.
- (e) Separate discussions amongst the independent non-executive directors and the chairman of the board without the presence of executive directors and the senior management.
- (f) Independent non-executive directors (as other directors) are entitled to seek further information and documentation from the management on the matters to be discussed at board meetings. They can also seek assistance and independent advice from external professional advisers at the Company's expense where necessary.
- (g) Directors shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such director or any of his/her close associates has a material interest.

During the year, the Board has reviewed and considered that the abovesaid mechanisms are effective in ensuring that independent views are available to the board.

Appointment and Re-election

Each of the directors (including non-executive directors) of the Company has entered into a service contract with the Company for a term of three years. However, such term is subject to his re-appointment by the Company at general meeting upon retirement by rotation pursuant to the Bye-laws of the Company. In accordance with the relevant provisions in the Bye-laws of the Company, the appointment of directors is considered by the board and newly appointed directors are required to stand for election by shareholders at the first annual general meeting following their appointment. Each director, including the chairman of the board and/or the managing director, shall be subject to retirement by rotation at least once every three years.

Corporate Governance Report

We ensure that each of our proposed directors will obtain legal advice from qualified solicitors in Hong Kong as regards the requirements under the Listing Rules that are applicable to him or her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange. It was confirmed that Mr. Tsim Tak Chee, who was appointed on 6 December 2024, had obtained the legal advice as referred above on 19 November 2024 and he had confirmed that he understood his obligations as a director of the Company.

Support and Professional Development of Directors

All directors are provided with monthly updates on the Group's performance, position and prospects.

There is an established procedure for directors to obtain independent professional advice at the expense of the Company in the furtherance of their duties. The Company has also arranged appropriate director and officer liability insurance policy covering potential legal actions that might be taken against its directors.

Pursuant to the Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. During the year ended 31 December 2024, all directors have participated in continuous professional development programmes such as in-house briefings and external seminars to develop and refresh their knowledge and skills. Materials on new or salient changes to laws and regulations applicable to the Group were provided to the directors. All directors have provided the Company with their respective training record pursuant to the Code.

The participation of each director of the Company in continuous professional development in 2024 was as recorded in the table below:

| Directors | Reading | Attending in-house briefings/seminars/conferences |
|--------------------------|---------|---|
| CHAN Kwong Fai, Michael | ✓ | ✓ |
| CHAN, Helen | ✓ | ✓ |
| CHAN Kong Keung, Stephen | ✓ | ✓ |
| LEE Ka Sze, Carmelo | ✓ | ✓ |
| LO Kai Yiu, Anthony | ✓ | ✓ |
| OR Ching Fai, Raymond | ✓ | ✓ |
| TSIM Tak Chee | ✓ | ✓ |

Board Meetings and Proceedings

The board meets regularly throughout the year to review the overall strategy and to monitor the operation as well as the financial performance of the Group. Senior executives are from time to time invited to attend board meetings to make presentations or answer the board's enquiries. The Chairman focuses on Group strategy and is responsible for ensuring all key issues are considered by the board in a timely manner. Notice of at least 14 days has been given to all directors for all regular board meetings and the directors can include matters for discussion in the agenda whenever they consider appropriate and necessary. Agenda and accompanying board papers in respect of regular board meetings are dispatched in full to all directors within a reasonable time before the meeting. Directors have to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the board at board meetings and abstain from voting as appropriate.

Draft minutes of all board meetings are circulated to directors for comment within a reasonable time prior to confirmation. Minutes of board meetings and meetings of board committees are kept by duly appointed secretaries of the respective meetings; all directors have access to board papers and related materials, and are provided with adequate information in a timely manner; this enables the board to make informed decision on matters placed before it.

The board held four meetings in 2024. Details of directors' attendance at the board meetings, other committee meetings and the annual general meeting during the year are set out in the following table.

| Directors | Meetings attended/held | | | | |
|------------------------------------|------------------------|-----------------|------------------------|----------------------|-----|
| | Board | Audit Committee | Compensation Committee | Nomination Committee | AGM |
| CHAN Kwong Fai, Michael | 4/4 | N/A | 2/2 | 2/2 | 1/1 |
| CHAN, Helen | 4/4 | N/A | N/A | N/A | 1/1 |
| CHAN Kong Keung, Stephen | 4/4 | N/A | N/A | N/A | 1/1 |
| LEE Ka Sze, Carmelo | 4/4 | 2/2 | N/A | 2/2 | 1/1 |
| LO Kai Yiu, Anthony | 4/4 | 2/2 | 2/2 | 2/2 | 1/1 |
| Or Ching Fai, Raymond (Note 1) | 4/4 | 2/2 | 2/2 | 2/2 | 1/1 |
| TANG Wing Yung, Thomas (Note 2) | 3/3 | 2/2 | 1/1 | 1/1 | 1/1 |
| TSIM Tak Chee (Note 3) | N/A | N/A | N/A | N/A | N/A |

Notes:

- (1) Dr. Or Ching Fai, Raymond was appointed chairman of the Compensation Committee on 6 December 2024.
- (2) Mr. Tang Wing Yung, Thomas passed away on 17 October 2024.
- (3) Mr. Tsim Tak Chee was appointed as an independent non-executive director on 6 December 2024 and was appointed member of the Audit Committee, the Compensation Committee and the Nomination Committee on the same day.

BOARD COMMITTEES

As an integral part of good corporate governance, the board has established the Audit Committee, Compensation Committee and Nomination Committee to oversee particular aspects of the Company's affairs. Each of these Committees comprises a majority of independent non-executive directors with defined written terms of reference.

Audit Committee

The Audit Committee was established in 1999 and its current members include:

LO Kai Yiu, Anthony – *Committee Chairman (Independent Non-executive Director)*
 LEE Ka Sze, Carmelo (*Non-executive Director*)
 OR Ching Fai, Raymond (*Independent Non-executive Director*)
 TSIM Tak Chee (*Independent Non-executive Director*)

The majority of the Audit Committee members are independent non-executive directors. The board considers that each Audit Committee member has broad commercial experience and there is a suitable mix of expertise in business, accounting and financial management on the Audit Committee. The composition and members of the Audit Committee exceeds the requirements under Rule 3.21 of the Listing Rules which requires a minimum of three members and at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise. The written terms of reference of the Audit Committee are posted on the websites of the Company and the Stock Exchange.

Corporate Governance Report

The Audit Committee meets at least twice a year to review the reporting of financial and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the board and the Company's external auditors in matters coming within the scope of its written terms of reference and keeps under review the independence and objectivity of the external auditors.

The Audit Committee has held two meetings during the financial year. During the year, the Audit Committee reviewed the Company's interim and annual results for the year ended 31 December 2024. It reviewed with the management the accounting principles and practices adopted by the Group and discussed the risk management and internal control system, the effectiveness of the internal audit function and financial reporting matters. It also reviewed the independence and the appointment of the external auditors and its remuneration.

At the meeting held on 14 March 2025, the Audit Committee reviewed this report, the Directors' Report and accounts for the year ended 31 December 2024 together with the annual results announcement, with a recommendation to the board of directors for approval.

Compensation Committee

The Compensation Committee was established in 2004 and its current members include:

OR Ching Fai, Raymond (*Independent Non-executive Director*) – *Committee Chairman*

CHAN Kwong Fai, Michael (*Chairman*)

LO Kai Yiu, Anthony (*Independent Non-executive Director*)

TSIM Tak Chee (*Independent Non-executive Director*)

The majority of the Compensation Committee members are independent non-executive directors. The Compensation Committee advises the board on the Group's overall policy and structure for the remuneration of directors and senior management. The written terms of reference of the Compensation Committee are posted on the websites of the Company and the Stock Exchange.

The Compensation Committee held two meetings during the year. The Compensation Committee met to determine the policy for the remuneration of directors and the Group and assess the performance of executive directors and members of senior management. During the year, it considered and made recommendations to the board on the remuneration terms of the newly appointed director. No matter of share award or option scheme of the Company was reviewed and/or approved by the Compensation Committee during the year.

Director Remuneration Policy

The board believes that fair remuneration is critical to attract and retain the services of high calibre and experienced directors. Pursuant to the Director Remuneration Policy of the Company, the Compensation Committee is delegated with the authority and duties to establish, review, advise and make recommendations to the board regarding the Group's remuneration policy and practices according to its written terms of reference. The Compensation Committee shall ensure that all the directors are appropriately remunerated in accordance with the Group's business strategy and financial performance. In considering directors' remuneration, certain factors are taken into consideration, where applicable, including but not limited to:

- i. remuneration paid by comparable companies
- ii. time commitment and responsibilities
- iii. business objectives and strategies
- iv. general business and economic conditions
- v. the Group's financial position and performance
- vi. individual performance and/or contribution to the Group
- vii. retention consideration and individual potential

Pursuant to the written terms of reference of the Compensation Committee, it makes recommendations to the board from time to time on the remuneration of the non-executive directors (including independent non-executive directors). The compensation of non-executive directors, including the Compensation Committee members, shall be reviewed by executive directors initially, and the executive directors shall communicate their findings to the Compensation Committee. The Compensation Committee will then consider and make recommendations to the full board for final approval. Subject to relevant laws and regulatory requirements, equity-based remuneration (e.g. share options or grants) with performance-related elements will not be granted to independent non-executive directors. The Compensation Committee is also responsible for determining the remuneration for executive directors and the Chairman of the board. The Compensation Committee ensures that no director or any of his associate is involved in deciding his own remuneration.

Details of the directors' fee and other emoluments of the directors of the Company are set out in note 13.1 to the financial statements and details of their entitlements to the share options of the Company's subsidiary are set out in the section of "Share Options" of the Report of the Directors.

Nomination Committee

The Nomination Committee was established in February 2012 and its current members include:

CHAN Kwong Fai, Michael (*Chairman*) – *Committee Chairman*

LEE Ka Sze, Carmelo (*Non-executive Director*)

LO Kai Yiu, Anthony (*Independent Non-executive Director*)

OR Ching Fai, Raymond (*Independent Non-executive Director*)

TSIM Tak Chee (*Independent Non-executive Director*)

The majority of the Nomination Committee members are independent non-executive directors. The principal responsibility of the Nomination Committee is to review the size, structure and composition of the board, identify individuals suitably qualified to become board members, and assess the independence of independent non-executive directors. The written terms of reference of the Nomination Committee are posted on the websites of the Company and the Stock Exchange.

The Nomination Committee held two meetings during the year. The Nomination Committee reviewed the structure, size and diversity of the Board, assessed the independence of all independent non-executive directors and made recommendation to the board on the appointment and re-appointment of directors. During the year, the Nomination Committee considered nomination of Mr. Tsim Tak Chee as a new director of the Company. All nomination were considered in accordance with the Nomination Policy and the objective criteria therein (including but not limited to skills, knowledge, experience, expertise, professional and educational qualifications), with due regard to the benefits of diversity as set out in the Board Diversity Policy.

Board Diversity

The board has adopted a Board Diversity Policy since August 2013. Such policy aims at achieving board diversity through the consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the board. During the year, the board has reviewed the implementation of the Board Diversity Policy to ensure continued effectiveness and compliance with regulatory requirements and good corporate governance practices.

The board recognizes the importance and benefits of gender diversity at the board level. Out of seven directors, our board currently has one female director, which represents 14.3% of the board. The board targets to maintain at least the current level of female representation in the next 5 years.

Corporate Governance Report

In the long run, we shall continue to take steps to further enhance gender diversity as and when suitable candidates are identified. We will also ensure that there continues to be gender diversity when recruiting staff at mid to senior level and provide training and long-term development opportunities to staff of all genders, so that we will have a pipeline of senior management and potential successors to our board of all genders in due course.

We also strive to maintain gender diversity when recruiting and selecting key management and other personnel across the Group's operations. As at 31 December 2024, we maintained a 49:51 ratio of female to male in our workforce. It is our objective to continue to maintain an appropriate balance of gender diversity with reference to market practices and our business needs.

Nomination Policy

The board has adopted a Nomination Policy in December 2018. Such policy sets out the criteria and procedures of considering candidates to be appointed or re-appointed as directors of the Company. When the Board recognises the need to appoint a director, the Nomination Committee may identify or select candidates recommended to the Committee, with or without assistance from external agencies. The Nomination Committee may then use any process that it considers appropriate in connection with its evaluation of a candidate, including but not limited to personal interviews and background checks. The Nomination Committee will have regard to the following factors when considering a candidate including without limitation:

- skills, knowledge, experience, expertise, professional and educational qualifications, background and other personal qualities of the candidate;
- effect on the board's composition and diversity;
- commitment of the candidate to devote sufficient time to effectively carry out his/her duties;
- potential or actual conflicts of interest that may arise;
- independence of the candidate.

CORPORATE GOVERNANCE FUNCTIONS

The board is collectively responsible for performing the corporate governance duties as below:

- (i) develop and review the Company's policies and practices on corporate governance;
- (ii) review and monitor the training and continuous professional development of directors and senior management;
- (iii) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) develop, review and monitor the code of conduct applicable to employees and directors; and
- (v) review the Company's compliance with the Code and disclosure in the Corporate Governance Report.

During the year, the board has reviewed the corporate governance structure, policies and practices of the Company. We will continue to ensure the governance policies including but not limited to the Whistleblowing Policy, Anti-corruption Policy, Director Remuneration Policy, Shareholders Communication Policy are implemented effectively and will review them regularly to further enhance the corporate governance of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix C3 of the Listing Rules for securities transactions by directors of the Company in 2004. All the members of the board have confirmed, following specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2024. The Model Code also applies to other specified senior management of the Group.

DIRECTORS' INTERESTS

Details of directors' interests in the securities of the Company are set out in pages 24 to 25 of this annual report.

COMPANY SECRETARY

The company secretary is an employee of the Company and has been appointed by the board. The appointment and removal of the Company Secretary is subject to board approval. The company secretary reports to the board Chairman. All members of the board have access to the advice and service of the Company Secretary. During the year, the company secretary complied with the annual professional training requirement under Rule 3.29 of the Listing Rules to keep abreast of latest regulatory changes and corporate governance practices and to refresh her skills and knowledge.

RISK MANAGEMENT AND INTERNAL CONTROLS

The board has overall responsibility for maintaining an adequate system of risk management and internal controls of the Group and reviewing its effectiveness. The board is committed to implementing an effective and sound risk management and internal control system to safeguard the interest of shareholders and the Company's assets.

The internal control process is accomplished by the board, management and other designated personnel, and designed to provide reasonable assurance regarding the achievement of objectives.

Our approach adopted for assessing the internal controls systems is based on those set by the COSO (the Committee of Sponsoring Organisations of the Treadway Commission), a globally recognized framework which categorizes internal controls into five components as the basis of reviewing its effectiveness, namely *Control Environment*, *Risk Assessment*, *Information and Communication*, *Control Activities* and *Monitoring*. In assessing our internal control system based on the above principles, we have taken into consideration of the nature of business as well as the organization structure. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The system is designed further to safeguard the Group's assets, maintain appropriate accounting records and financial reporting, maintain efficiency of operations and ensure compliance with applicable laws and regulations.

Risk Management

The board is responsible for overseeing overall risk management framework of the Group. Risk is inherent in the Group's business and the markets in which it operates. The Group's overall risk management process is overseen by the board and risk management is also integrated into ongoing business activities, including business planning, capital allocation decisions, internal control and day-to-day operations. The board together with senior management, business units, auditors and internal audit consultant are committed to identifying and mitigating key risks through an effective risk management framework.

Corporate Governance Report

The Group's risk management framework includes different layers of roles and responsibilities. Business units regularly review their risk profiles, and carry out risk management and reporting activities from time to time. Senior management is responsible for assessing material risks at the Group level, tracking progress of mitigation plans and reporting to the board regularly. The internal audit function performed by the Consultant (as defined below) also provides assurance to the board whether the control environments are adequate. The board oversees material risks that require attention and supervises the risk management process as a whole.

Control Effectiveness

The board has conducted an annual review of the risk management and internal control system which covered the relevant financial, operational, compliance controls and risk management functions within the established framework. The board's annual review has also considered the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function as well as those relating to ESG performance and reporting, and their training programmes and budget. The board considered that the risk management and internal control system for the year was effective and adequate. No significant areas of concerns that may affect the financial, operational, compliance controls and risk management functions of the Group have been identified. The directors are satisfied with the effectiveness of the Group's risk management and internal controls and consider that key areas of the Group's system of internal controls are reasonably implemented, which provide prevention of material misstatement or loss, safeguard the Group's assets, maintain appropriate accounting records and financial reporting, efficiency of operations and ensure compliance with the Listing Rules and all other applicable laws and regulations.

There was no internal audit function within the Group during the year. The board has appointed an external independent professional ("Consultant") to perform the internal audit function for the Group for the year. The Consultant has reviewed the effectiveness of the Group's material internal controls so as to provide assurance that key business and operational risks are identified and managed. The Consultant has reported to the board with its findings and makes recommendations to improve the risk management and internal control of the Group. The directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more effective to appoint external independent professionals to perform internal audit functions for the Group.

With respect to procedures and internal controls for handling and dissemination of inside information, the Company has procedures and policies in place for ensuring compliance with the inside information disclosure requirements under the regulatory regime. The Company has provided Guidelines on Securities Dealing Restrictions and Disclosure Requirements to all directors and relevant employees at the relevant time in respect of assessing, reporting and disseminating inside information, and abiding shares dealing restrictions. The Company has also included in its code of business conduct and staff handbook a strict prohibition on the unauthorized disclosure or use of confidential information.

Whistleblowing Policy and Anti-Corruption Policy

The board established a Whistleblowing Policy since 2012. The main objective of the policy is to provide employees and external parties a reporting channel and procedures to report any serious misconduct or malpractice involving the Company and its employees even on an anonymous basis. The Audit Committee has been delegated with the overall responsibility for monitoring and reviewing the implementation of the Whistleblowing Policy.

Our Anti-corruption Policy outlines the Company's policy and requirements relating to the prevention and reporting of any suspected corruption and related malpractice. We have also provided anti-corruption information or training to directors and employees to enhance their awareness.

AUDITORS' REMUNERATION

For the year ended 31 December 2024, the auditors of the Group only provided audit services to the Group and the remuneration paid by the Group to the auditors for the performance of audit services was HK\$2,250,000. In order to maintain their independence, the auditors will not be employed for non-audit work unless prior approval is obtained from the Audit Committee.

DIRECTORS' AND INDEPENDENT AUDITORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the accounts of the Company for the year ended 31 December 2024. The statement of the auditors of the Company about their reporting responsibilities on the accounts is set out in the auditor's report on pages 61 to 66 of this annual report.

COMMUNICATIONS WITH SHAREHOLDERS

The board understands the importance of maintaining effective communication with the Company's shareholders and investors. The Company has established a Shareholders Communication Policy which will be reviewed by the board on an annual basis to ensure its effectiveness. The Company communicates with its shareholders and/or investors mainly by the following channels:

- (i) The Company regards the annual general meeting or special general meetings (if any) as an important event in which all directors will make an effort to attend. The general meetings provide opportunities for the shareholders to communicate directly with the board. Separate resolutions are proposed at the general meetings on each substantially separate issue, including the election of individual directors. In order to enhance minority shareholders' rights, all resolutions put to votes by shareholders at general meetings were passed by poll. The poll results will be published on the websites of the Company and the Stock Exchange on the same date of the meetings.
- (ii) The Company publishes corporate communications including announcements, annual reports, interim reports and/or circulars as required by the Listing Rules to ensure that the shareholders receive accurate, clear and timely information about the Company. All corporate communications are available on the websites of the Company and the Stock Exchange.
- (iii) All press releases and presentation materials provided in conjunction with the Company's annual general meeting and results announcement, if any, are made available on the website of the Company as soon as practicable after their release.
- (iv) Designated senior management of the Company maintains regular dialogue with institutional investors and analysts from time to time.

The Board reviewed the Shareholders' Communication Policy for the year ended 31 December 2024 and was satisfied with its implementation and effectiveness.

Shareholders should direct their questions about their shareholdings and share registrations to the Company's Registrar. The contact details of the Company's Share Registrar are available on the "Stock Information" section of the website of the Company.

Shareholders may make enquiries to the Company by contacting the Company's Investor Relations. The contact details of the Company's Investor Relations are available on the "Contact Us" section of the website of the Company.

Shareholders may also make specific enquiries to the board by writing to the company secretary at the principal office of the Company.

Corporate Governance Report

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene a special general meeting and putting forward proposals at general meetings

Pursuant to the Bye-laws of the Company, shareholders holding at the date of the deposit of the requisition not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right to submit a written requisition to the board or the company secretary, to require a special general meeting to be called by the board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Bermuda Companies Act 1981 ("Act").

Pursuant to the Act, either any number of the shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company ("Requisitionists"), or not less than one hundred of such shareholders, can request the Company in writing to (a) give to shareholders entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders entitled to have notice of any general meeting any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the Requisitionists must be deposited at the registered office of the Company with a sum reasonably sufficient to meet the Company's relevant expenses and not less than six weeks before the meeting in case of a requisition requiring notice of a resolution and not less than one week before the meeting in the case of any other requisition. Provided that if an annual general meeting is called for a date six weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

Shareholders may make enquiries to the above by writing to the company secretary at the principal office of the Company.

CHANGES IN CONSTITUTIONAL DOCUMENTS

During the year, there is no substantial change in the Memorandum of Association and Bye-laws of the Company.

Environmental, Social and Governance Report

ABOUT THE REPORT

Playmates Holdings Limited (hereinafter referred to as the “Company” or “Playmates Holdings”) together with its subsidiary Playmates Toys Limited (collectively, the “Group” or “we”) has its core activities in the creation, design, marketing and global distribution of branded toys. With a sound reputation and the experience of over 40 years, we are one of the most reputable toy marketing companies globally. The Group also engages in property investments and property management businesses.

Having a deep ambition to construct long-term trusted ties with our stakeholders in the community, the Group is pleased to publish our 2024 environmental, social and governance (“ESG”) report (the “Report”) summarising our ESG performance and initiatives.

Scope of the Report

The Report examines the Company’s ESG management approaches, and the Group’s corresponding performance within our operational boundaries, which remain unchanged from the previous reporting boundary, including the sales of toys, property investment and administrative activities mainly in Hong Kong and the U.S. offices from 1 January, 2024 to 31 December, 2024 (the “Reporting Period”, “2024”).

Reporting Standard

The Report has been prepared in accordance with the “Comply or Explain” provisions of the ESG Reporting Guide under Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“HKEx ESG Reporting Guide”) as of 31 December 2024. The Report has been reviewed and approved by the Board of Directors of the Company (the “Board”).

Reporting Principles

During the preparation process, the Group adheres to the fundamental reporting principles, namely materiality, quantitative, balance and consistency, as outlined in the HKEx ESG Reporting Guide.

1. *Materiality*

We performed a materiality assessment to determine the material ESG issues and focus of this Report. The materiality matrix and details of stakeholder engagement are illustrated in later section of this Report.

2. *Quantitative*

All disclosed information, environmental and social KPIs were organised and calculated according to HKEx ESG Reporting Guide and standardised methodologies. The assumption and calculation principles are illustrated in the relevant sections.

3. *Balance*

The Board has acknowledged its responsibility to oversee the Company’s sustainable development and review the truthfulness, accuracy and completeness of this report. This report has been prepared without bias.

4. *Consistency*

Unless otherwise specified, this Report has been prepared in the same way in terms of the reporting scope and methodologies when compared to those in previous years. We adopted consistent environmental and social data management approach to allow a fair comparison of our performance over time.

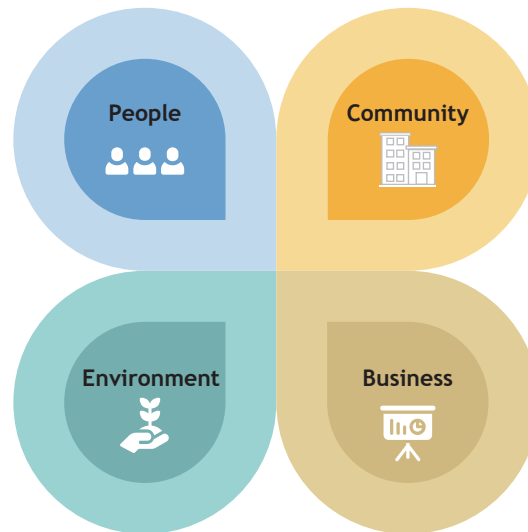
Contact and Feedback

The Group strives to build a trusted relationship with the community. We formulate our business strategies for the best interests of our stakeholders; therefore, we treasure your feedback on this ESG Report and our sustainability performance. If you have any comments or suggestions, please feel free to contact us via investor.relations@playmates.net.

Environmental, Social and Governance Report

OUR SUSTAINABILITY MANAGEMENT APPROACH

Aiming at achieving business sustainability in a long run, the Group has established its Corporate Social Responsibility (“CSR”) Policy by adopting a four-pillar approach focusing on aspects of business, people, community and environment. With our dedication to fostering the well-being of our stakeholders, our objectives and commitments towards the four aspects are outlined in the policy to lead the Group towards its sustainability pathway.



Four-pillar approach of the CSR Policy

Sustainability Governance

As stipulated in the policy, the Board takes up the overall responsibility to formulate the CSR strategy, regularly review the CSR practices and performance of the Group as well as the CSR Policy. The sustainability targets and goals are reviewed by the Board regularly. A Corporate Social Responsibility Committee (“CSR Committee”) was established during the year and its current members comprising chairman of the Company, executive directors and representatives from different departments. The written terms of reference setting out the authority and duties of the CSR Committee were adopted by the Board during the year.

ESG Risks Management

ESG risks which may impact the Group’s business and operations are incorporated into the risk assessment framework and updated by the management regularly. Each ESG risk is evaluated in terms of the significance of impact and likelihood of occurrence before prioritization. Risks with high priority are categorized as material ESG risks and will be reported to the Board from time to time.

Board meeting is organised quarterly to review the risk assessment framework, the ESG risks as well as the feedbacks collected through stakeholder engagement before formulating responsive business strategies. To ensure the risk management and internal control systems are implemented properly and effectively, the Audit Committee is responsible to oversee and discuss the systems with management. Board meeting is held every three months to inform, communicate and report the identified ESG risks to the Board.

During the Reporting Period, certain risks such as climate physical risk, supply chain disruption and IT security were identified. Mitigation measures have been implemented to reduce the impact of the risks. Details of the measures are discussed in the Climate Change Resilience, Supply Chain Management and Data Privacy section respectively.

STAKEHOLDER ENGAGEMENT

With an ongoing communication and engagement with its stakeholders, the Group can better understand the perspectives and expectations of its stakeholders on the Group's ESG issues of the greatest concerns, as well as the associated environmental and social impacts on the business. By gathering stakeholders' opinions and understanding their concerns, the Group can refine its management policies and approaches on ESG management, determine a more suitable way to address the ESG issues as well as making continuous improvement on its ESG performance.

The Group has not only identified key stakeholder groups who have a significant impact on our business or those who can be significantly affected by our operations, but has also been maintaining regular communication with them through various channels, which are illustrated in the table below:

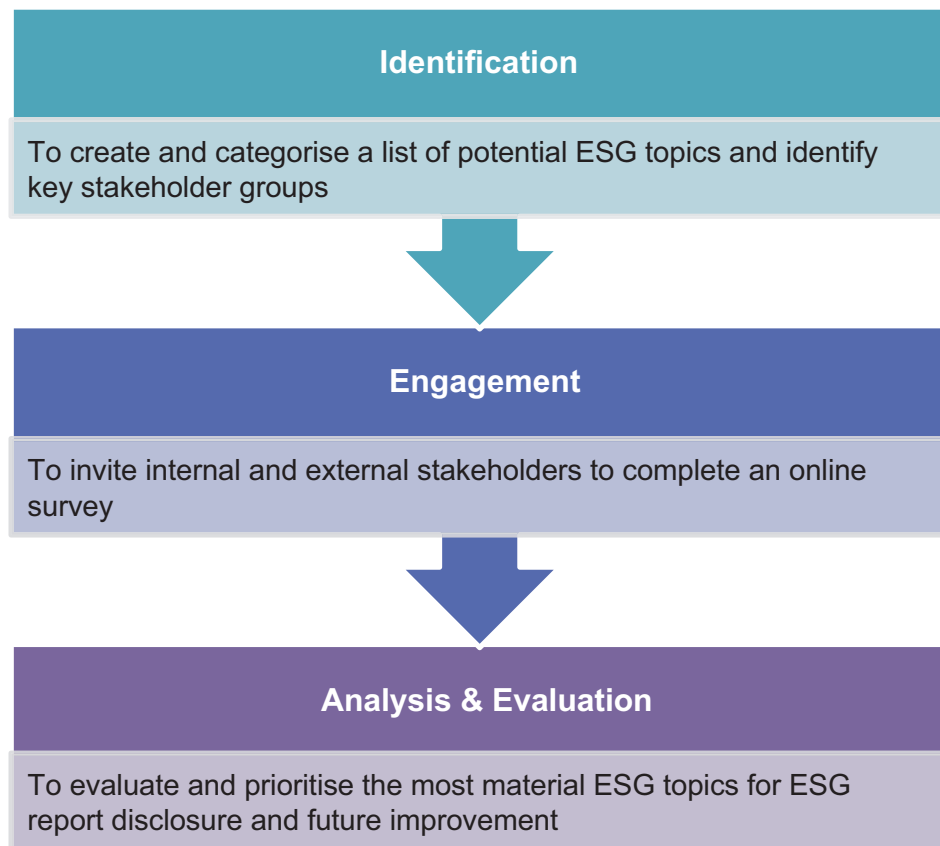
| Stakeholder groups | Communication channels |
|----------------------------|---|
| Investors and shareholders | <ul style="list-style-type: none">• Company website• Phone and email• Company's publications including financial statements• Annual general meeting• Investor presentations |
| Customers | <ul style="list-style-type: none">• Joint business planning• Bilateral senior management meetings• Ongoing direct communication |
| Licensors | <ul style="list-style-type: none">• Joint business planning• Bilateral senior management meetings• Ongoing direct communication |
| Suppliers | <ul style="list-style-type: none">• On-site visits• Procurement processes• Compliance reporting• Audit and assessments |
| Tenants | <ul style="list-style-type: none">• On-site visits• Ongoing direct communication |
| Employees | <ul style="list-style-type: none">• Training and orientation• Staff meetings• Performance appraisal• Staff events |
| Community and the public | <ul style="list-style-type: none">• Company website• Company's publications• Community activities• Charity donations |
| Media | <ul style="list-style-type: none">• Company website• Company's publications |

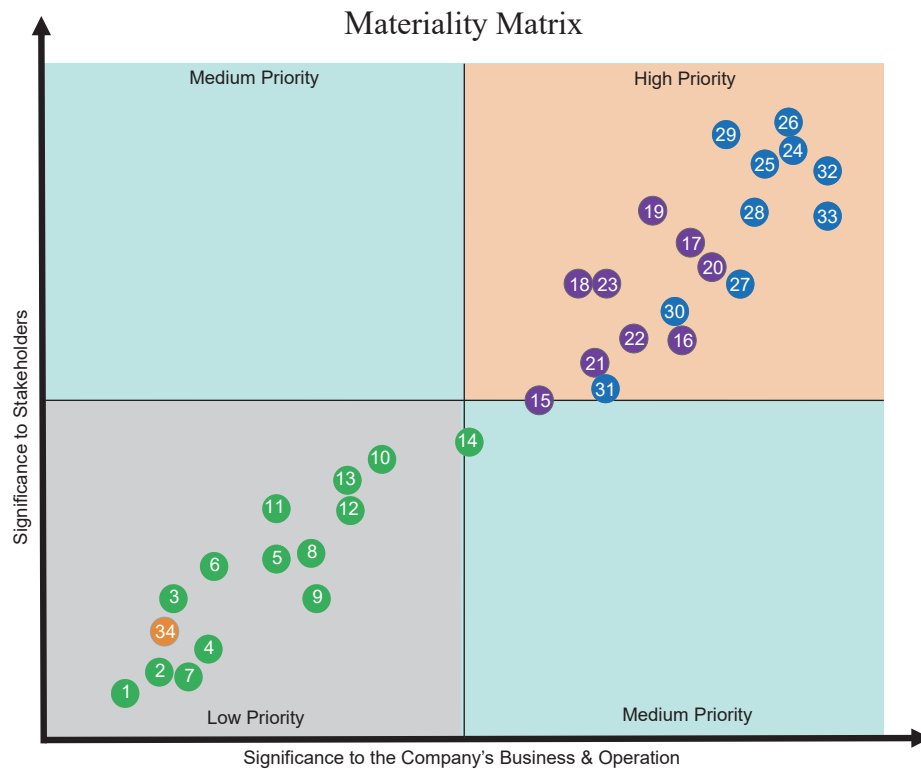
Environmental, Social and Governance Report

MATERIALITY ASSESSMENT

In order to provide a direction and framework for the Report and formulation of ESG management strategies, it is necessary to identify the material ESG issues that matter the most to the Group. An independent consultant has been commissioned to conduct a materiality assessment in terms of online questionnaire for the Group in order to formulate strategies for managing the material ESG issues that matter most to the Group. Our key stakeholder groups (e.g. employees, customers, suppliers, and shareholders) were invited to fill in a questionnaire and determine the relevance and importance of the identified 34 ESG topics to the Group's business operations and the stakeholders themselves respectively.

Based on the materiality of each of the ESG topics expressed by the stakeholders, the ESG topics are prioritised and shown in the materiality assessment matrix below. The topics which fell in the upper right corner of the matrix were defined as the topics that matter most to the Group's business operations and our stakeholders as far as they are concerned.





| ● Environment | ● Employment | ● Operation |
|---|--|--|
| 1 Air emission 2 Greenhouse gas emission 3 Decarbonisation 4 Conservation of ecosystem 5 Nature-related risk and opportunity management 6 Circular economy 7 Environmental data management 8 Climate change mitigation 9 Climate risk management 10 Energy efficiency 11 Water and effluents 12 Use of materials 13 Waste management 14 Environmental compliance | 15 Labour rights 16 Labour management relations 17 Employee retention 18 Diversity and equal opportunity 19 Non-discrimination 20 Occupational health and safety 21 Employee training 22 Employee development 23 Prevention of child and forced labour | 24 Customer satisfaction 25 Customer service quality and complaints handling 26 Customer health and safety 27 Marketing and product and service labelling compliance 28 Intellectual property 29 Customer privacy and data protection 30 Responsible supply chain management 31 Fair operating practices on supplier 32 Ethical business 33 Socio-economic compliance |
| | | ● Community 34 Community involvement |

Environmental, Social and Governance Report

The above materiality assessment has helped us analyse our ESG risks and opportunities in an attempt to improve our business strategies. It has also helped us meet the sustainability reporting standards and lead us to a better resource allocation focusing on the important ESG issues. Most importantly, it provides a pathway to stakeholder satisfaction by meeting their expectations.

RESPONSIBLE OPERATIONS

We value the enduring relationship with our customers and business partners. To provide products and services of top quality in a way that satisfies the needs and requirements of the customers and tenants, we have been communicating with our customers to gain insights into the changing market demand for the products and services so that the Group can respond swiftly. In addition, we have a set of strict guidelines to ensure our employees act with integrity.

Supply Chain Management

Having an established supply chain management is not only crucial to the Group's operational efficiency, but it also contributes to the quality of our products and services. As such, stringent procedures for supplier assessment and management are in place to align with our standards and requirements. By ensuring the selection procedures are conducted in a fair, ethical and impartial manner, we are committed to maintaining a close relationship based on mutual respect with qualified suppliers for our long-term development.

To ensure we have a reliable supply chain, the Group selects and assesses suppliers, contractors and vendors based on a range of impartial and objective criteria, including quality, suitability, timeliness and competency. All suppliers, contractors and vendors are required to comply with the legal requirements and regulations in the relevant jurisdictions. During the Reporting Period, we collaborated with a total of 9 suppliers for our toy products which were all from Hong Kong and mainland China. In addition, we also have system in place to ensure our major suppliers of the property group for their ESG compliance. For example, our property management agent has submitted its certificates of compliance including ISO9001, ISO14001 and ISO45001 under which certain ESG areas including but not limited to environmental policy, management system and workplace safety are covered.

Quality and Safety of Products and Services

Our reputation and success lay upon providing safe and high-quality products and services that meet our customers' expectations. We therefore are committed to maximising the customer satisfaction by providing them with products and services of the finest quality. In the meantime, customers can feel relaxed enjoying our products and services, knowing that we have a set of strict safety guidelines in place. During the Reporting Period, we were not aware of any material breach of relevant laws and regulations relating to health and product safety. No products sold or shipped by us was subject to recalls for safety and health reasons during the Reporting Period. We have not received any letter of advice from the U.S. Consumer Product Safety Commission nor any non-conformance report of our suppliers' social responsibility audit during the year.

Advertising Ethics

We are committed to establishing a long-lasting trust with our customers by providing accurate information in our marketing and advertising publication. Our marketing strategy is complied with all relevant laws and regulations and our own ethical standards.

The Group's Advertising & Promotion Philosophy

- We will accurately portray our products in clear terms appropriate for our target audience.
- We will never communicate a misleading message.
- We will not omit important facts about our products, make false claims or deceptive statements about our competitors' offerings.

Given the business nature of our toys business, most of the advertisements and promotional materials are consumed by children. We make sure the way how information is collected in the website of Playmates Toys is complied with the US Online Privacy Protection Act, which sets out rules for collecting information from children. As a member of the "kidSAFE Seal Program", all of the content in Playmates Toys' website has been independently reviewed to ensure compliance with the standards of online safety and/or privacy.

During the Reporting Period, we were not aware of any material breach of relevant laws and regulations relating to advertising and labelling in connection with our products and services provided by the Group and method of redress.

Satisfying Our Customers' Needs

Maintaining effective communication with our customers is the key to enhancing the quality of products and services, and to maximising customer satisfaction. We communicate with our customers by arranging regular joint business planning meetings, senior management meetings as well as feedback collection and other means of direct communication. We also pay visits to our tenants regularly to facilitate communication with them. During the Reporting Period, a total number of 25 products and service related complaints were received. The complaints were handled by designated employees promptly and all the complaints were settled within the Reporting Period.

Business Integrity

The Group spares no effort in protecting our reputation and the interest of the stakeholders by exercising the highest standards of business ethics. We do not tolerate any forms of misconducts that undermine our business integrity. To achieve this, the Code of Business Conduct is in place to govern the business practices and staff behaviours.

During the Reporting Period, the Group was not aware of any material breach of Prevention of Bribery Ordinance (Cap. 201) and other laws and regulations relating to bribery, extortion, fraud, money laundering, data privacy, intellectual property, nor any legal cases regarding corruption practices against the Group or our employees.

Environmental, Social and Governance Report

Anti-corruption

All business activities carried out by the Group are regulated by the Code of Business Conduct, under which the employees are strictly forbidden to solicit or accept or offer any forms of advantages such as gifts, entertainment or contributions from/to customers, suppliers, public servants, employees of a government department or public body, or any person in connection with the Group's business in most circumstances. During the year, we have adopted an Anti-corruption Policy to further enhance the governance of the Company. We review such policy and our Code of Business Conduct regularly to ensure that our anti-corruption policies are consistent with applicable laws and regulations.

Our employees are required to act in the best interest of the Group. Any business decisions made or decisions taken must be independent and free from the influence of the relationship that our employees might have with our business partners, customers and regulators. Insider trading (i.e. gaining personal benefits using material non-public information) is strictly prohibited.

In the event of observing suspected breach of the anti-corruption requirements, employees are encouraged to report the case to the respective Department Head or the management. All suspected cases will be referred to the Independent Commission Against Corruption where necessary.

In this year, our directors and employees were updated with information on anti-corruption rules, regulations and practices. A total of 38 hours anti-corruption training was provided during the Reporting Period.

Anti-money laundering

With a deep understanding of how money laundering behaviours can inflict damage to the economy, the society and the corporate reputation, the Group bears zero tolerance on any forms of money laundering behaviours. The Code of Business Conduct contains clear guidelines on what constitutes a suspicious transaction. Employees are required to report to the Ethics Resource Team for guidance if they spot any suspicious transactions.

Data privacy

Given the fact that our business areas are highly competitive, any unauthorised disclosures of business information and personal data of the Group, our business partners, customers, and employees, whether intentionally or not, would induce severe damage to the interest and reputation of the Group and other stakeholders. Hence, stringent protective measures have been carried out to secure the confidentiality of the data of the Group and relevant stakeholders.

Proprietary information of the Group, our customers and business partners must be properly labelled and securely stored. All employees have the obligation to adhere to the stringent standards on handling confidential information during the employment and after the termination of the employment. The Group bears zero tolerance on any behaviours of using the proprietary information for personal gain. To ensure data security and compliance with privacy regulations, we have entrusted designated executives to monitor the implementation of security procedures.

Intellectual property

As the core competency of the Group lies in ideas and innovation, intellectual property is one of our most valuable assets. We are committed to protecting our intellectual property rights in accordance with the relevant laws and regulations, including but not limited to trademark registration, copyright notice and patent marking. We will seek formal protection on any ideas or output developed based on the Group's resources. Meanwhile, we respect the intellectual property rights of other parties. The Group will not knowingly use the patent rights of other parties unless they are properly licensed.

Whistle-blowing

We established a Whistleblowing Policy since 2012. The main objective of the policy is to provide employees and external parties a reporting channel and procedures to report any serious misconduct or malpractice involving the Company and its employees even on an anonymous basis. Clear guidelines have been set out regarding the acceptance scope, violation behaviour, reporting channels, handling procedures and information confidentiality of whistle-blow incidents in accordance with related management regulations.

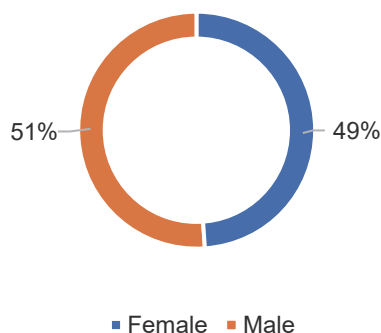
Any person who has reasonable evidence of actual or suspected improper conduct involving the Company can make a report confidentially, in writing, to the chairman of the Audit Committee. Upon receiving a report, an investigation will be handled by the Audit Committee in a confidential and timely manner. We ensure that the identity of whistle-blowers is secured in the highest manner possible and we do not tolerate any forms of intimidation or retaliation thereafter. Meanwhile, we make our best efforts to ensure that the information collected is accurate, and employees who deliberately provide untrue information are subject to disciplinary actions.

RESPONSIBLE EMPLOYMENT

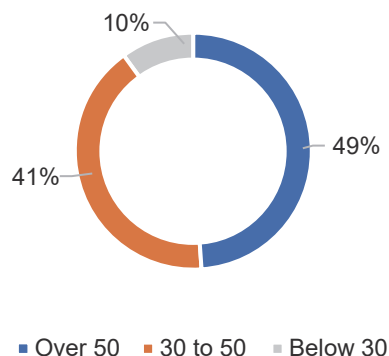
The Group's core competency lies in the possession of talented employees, whose hard work and skills have contributed to our business achievements. The Group is committed to putting in resources in enhancing employees' physical and mental health, career development, and well-being. In addition, we are committed to maintaining high employment standards and a healthy and safe workplace. We strive to provide the best possible support and opportunities to the employees so that they could thrive with us.

As at the end of the Reporting Period, the total number of employees of the Group was 83. Information of our workforce and turnover rate by different categories is illustrated below:

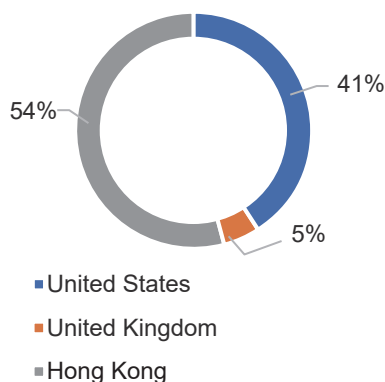
Workforce by Gender



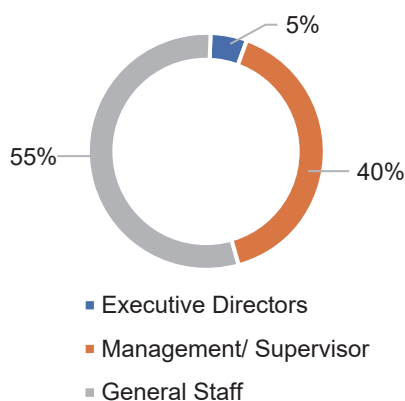
Workforce by Age Group



Workforce by Geographical Location



Workforce by Employment Category



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| Employee Turnover Rate ¹ | % in 2024 |
|-------------------------------------|-----------|
| Total | 15.66% |
| By gender | |
| Male | 19.05% |
| Female | 12.20% |
| By geographical region | |
| Hong Kong | 15.56% |
| United Kingdom | 25.00% |
| United States | 14.71% |
| By age group | |
| Below 30 | 50.00% |
| 30 to 50 | 14.71% |
| Over 50 | 9.76% |

Healthy and Safe Workplace

The Group endeavours to maintain a safe and healthy workplace both physically and mentally to our employees. As our businesses are principally office-based, a comprehensive safety workplace protocol can effectively eliminate safe and health risks. To protect the health of all employees, all new joiners are required to attend a medical examination and declare any known contraction of contagious or infectious disease prior to the start of employment.

The Group spares no effort in ensuring that our employees work in a drug-free workplace. Possession, consumption, sale, distribution or being under the influence of illegal drugs are strictly prohibited in our premises. We also prohibit employees from engaging in any other activities which may create an unsafe work environment while carrying out work-related responsibilities or within the Group's premises. Staff are encouraged to report any actual and potential health, safety and fire hazards to the respective Department Head or immediate supervisor as a precautionary measure to prevent any injury or damage in workplace.

Meanwhile, we adopt a set of safety guidelines in attending work during extreme weather, which is in line with the guidance set out by the Labour Department and the Hong Kong Observatory. When Typhoon Signal No. 8 or above and/or Black Rainstorm Warning is in force, employees are required to take necessary precautions and stay indoor wherever they are, and not to leave the building until the signal is lowered and the condition is safe to do so.

During the Reporting Period, the Group was not aware of any material breach of relevant laws and regulations in Hong Kong pertaining to provision of a safe working environment and protection of employees from occupational hazards, such as Occupational Safety and Health Ordinance (Cap. 509) and Employees' Compensation Ordinance (Cap. 282). Meanwhile, no work-related fatality and lost day due to work-related injuries was recorded in 2024.

¹ The turnover rate of each category was calculated by dividing the number of employee who left during the Reporting Period by the number of employee of such category as at 31 December 2024.

| | 2024 | 2023 | 2022 |
|---|------|------|------|
| Number of lost day due to work-related injuries | 0 | 0 | 0 |
| Number of work-related fatalities | 0 | 0 | 0 |

Employment Conditions

The Group's performance and success depend primarily on our employees. We aim to promote the growth of our employees and the Group mutually by providing a motivated workplace, in which the performance and efforts of the employees are highly valued. The Group offers remuneration packages based on factors such as performance, experience, qualifications and length of service. The remuneration policy of the Group is subject to periodic review by the Board.

Apart from the statutory holidays and paid annual leave, all eligible employees are also entitled to additional paid leave entitlements such as sick leave, marital leave, maternity leave, examination leave, compassionate leave and jury service/witness leave. At the same time, we offer benefits such as medical allowance, the Mandatory Provident Fund and tuition allowance to eligible employees.

Discrimination-free and Fair Workplace

As an equal opportunity employer, we are committed to ensuring that our workplace is fair, diverse, open, and equal working environment for our employees. Hence, any forms of discrimination or harassment based on age, gender, race, disability, marital status or other legally-protected status will not be tolerated. The anti-discrimination policy is stipulated in our Code of Business Conduct. Employment decisions are made solely on the basis of work-related factors such as employees' qualifications, experience, skills and achievements, without considering any other characteristics as stated in the applicable laws. In the event of experiencing offensive harassment or other indecency or obscenity, employees are encouraged to report to the respective Department Head or immediate supervisor immediately.

During the Reporting Period, the Group was not aware of any material breaches of relevant laws and regulations in Hong Kong, including among others the Employment Ordinance (Cap. 57), that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity, anti-discrimination, and other benefits and welfare.

Child and Forced Labour-free Workplace

We are committed to protecting the labour rights of our potential and current employees. We bear zero tolerance on any forms of child or forced labour in the Group's business operations. It is mandatory for job applicants to reach the legal working age and show their valid identification and qualification documents at the recruitment stage for background check. In the meantime, qualified candidates are required to enter into a legal-binding labour contract to ensure they are hired on a voluntary and fair basis. The enforcement of our child and forced labour policy extends to our suppliers, under which we do not knowingly use suppliers who are involved in using child and forced labour.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in Hong Kong, including among others the Employment Ordinance (Cap. 57), relating to child and forced labour.

Environmental, Social and Governance Report

Development and Training

We understand the importance of acquainting updated knowledge and the latest market trend in order to unleash the potential and creativity of our employees. To maintain our progress on the knowledge track, we are committed to devoting resources to promote learning. Eligible employees are entitled to tuition allowances and paid leave for attending external vocational, academic or professional training courses to enhance their skills or qualifications relevant to their duties at work. We also organise internal training sessions for our management regarding legal and regulatory updates and other matters that is material to the business operations of the Group to keep up with the industrial and market updates. We encourage our people to think broadly about their career advancement and goals in their annual performance-based appraisals, in which the employees are encouraged to contribute their ideas and suggestions to the Company, in order to achieve mutual growth of the employees and the Group.

We believe professional skills, expertise and lifelong development of the employees are imperative to keeping them abreast of the latest development of the market and the industry and, at the same time, improve their performance and self-fulfilment in their positions, unleash the employees' potential and ultimately, attain a sustainable business growth.

| 2024 | |
|--|-----------------|
| Total number of hours of training received by employees | 357 |
| Average hours of training per employee and percentage (%) of employees who received training | 4.30 (59.04%) |
| By gender | |
| Male | 2.51 (52.38%) |
| Female | 6.14 (56.10%) |
| By employment category | |
| Executive directors | 30.25 (100.00%) |
| Management/supervisor | 3.91 (63.64%) |
| General staff | 2.33 (43.48%) |

ENVIRONMENTAL PROTECTION

The younger generation is among our most important customer groups. We have an indispensable obligation to start reducing carbon footprint and conserving our natural resources to fight climate change, in order to leave our planet habitable for future generations. We stay proactive in managing emerging environmental risks and advancing our performance. In order to pursue long-term and sustainable operations, we have studied the peer performance and established the following environmental targets regarding greenhouse gas (“GHG”) emissions, waste management, and energy use and water efficiency in short-term and long-term based on the average intensity of the corresponding aspect from 2017 to 2020. The Group will gradually reduce our environmental footprint and continue to review market development and opportunities to enhance our performance.

GHG emissions

- Reduce 20% carbon emissions intensity by 2027

Waste Management

- Increase waste recycling rate to 5% every year

Energy use efficiency

- Reduce 5% energy consumption intensity by 2026
- Reduce 10% energy consumption intensity by 2031

Water efficiency

- Reduce 5% of water consumption intensity by 2026
- Reduce 20% of water consumption intensity by 2031

Environmental, Social and Governance Report

Below are some environmental measures implemented during the Reporting Period:

Toys Business

- Avoid unnecessary components in our products
- Reduce packaging of our products, and use environmentally-friendly packaging materials as far as practicable
- Optimise the number of carton boxes and containers to reduce the demand for logistics, and use off-peak delivery where feasible
- Select paper from sustainable sources endorsed by the Forest Stewardship Council and use recycled paper where feasible in our Hong Kong offices

Property Investment & Management

- Use energy-efficient appliances as far as practicable, such as lighting and air-conditioning system in our premises
- Use environmentally-friendly cleaning products
- Promote the use of environmentally-friendly features and materials to our tenants for their renovation
- Separate waste and incentivise recycling
- Encourage our tenants/vendors to reduce water and energy consumption, and promote environmental awareness
- Provide hand dryers in toilets to reduce the consumption of paper towels
- Implement off-peak energy conservation measures during night time, such as turning off some lifts and reducing the use of chiller units

Climate Change Resilience

Climate change has become a highly concerned topic in the global market as it associates to the long-term sustainability of an organization. During the risk assessment process in the Reporting Period, climate physical risk and effectiveness of disaster recovery plan were identified as material ESG risks. In order to prepare the Group for unforeseeable climate-related disasters, such as hurricane, and extreme weather, a business contingency plan has been established to outline the identified major climate-related risks faced by the Group, the critical business functions that will be affected in identified climate-related disaster, emergency preparedness for disaster event, recommended immediate responses and recovery plans for critical operations. It is expected that implementation of the plan can reduce the disruptions to our operations and supply chain under climate-related events.

In addition, we recognise the potential impact to the building premises and ensure our insurance covers fire incidents, third party injuries within our building premises, staff injury during the course of business, and transit loss or damage of shipment of finished goods from manufacturers. The mitigation measures will be reviewed timely to prevent major loss.

Another anticipated climate-related risk lies on the potential change in governmental policies and regulations due to the increasing global concern on the climate change issues. Our operational and legal teams will regularly review and monitor our business practices and processes to ensure the compliance of the Group. External consultancy services will also be pursued when necessary.

Environmental Performance Table

| Unit | | 2024 | 2023 |
|---|--|--------|--------|
| Air Emissions | | | |
| Nitrogen oxides | kg | 2.82 | 3.13 |
| Sulphur oxides | kg | 0.09 | 0.10 |
| Particulate matters | kg | 0.21 | 0.23 |
| Waste Management (Note 1) | | | |
| Total amount of non-hazardous waste generated | Tonnes | 54.39 | 57.74 |
| Sent to landfill | Tonnes | 39.65 | 42.17 |
| Recycled | Tonnes | 14.74 | 15.57 |
| Intensity | Tonnes per HK\$ million revenue | 0.05 | 0.05 |
| Greenhouse Gas Emission | | | |
| Total GHG emissions | Tonnes of carbon dioxide equivalent ("Tonnes CO ₂ e") | 977.21 | 969.89 |
| Scope 1 (Note 2) | Tonnes CO ₂ e | 15.90 | 17.41 |
| Scope 2 (Note 3) | Tonnes CO ₂ e | 750.84 | 713.93 |
| Scope 3 (Note 4) | Tonnes CO ₂ e | 210.47 | 238.55 |
| Intensity | Tonnes CO ₂ e per HK\$ million revenue | 0.89 | 0.76 |

Environmental, Social and Governance Report

| | Unit | 2024 | 2023 |
|---|--|----------|----------|
| Energy Consumption (Note 5) | | | |
| Total energy consumption | MWh | 1,975.16 | 1,885.56 |
| Unleaded petrol | MWh | 54.44 | 59.59 |
| Electricity | MWh | 1,920.72 | 1,825.97 |
| Intensity | MWh per HK\$ million revenue | 1.81 | 1.48 |
| Water Consumption & Discharge (Note 6) | | | |
| Total water consumption | m ³ | 3,451 | 4,997 |
| Intensity | m ³ per HK\$ million of revenue | 3.16 | 3.93 |
| Total wastewater discharge | m ³ | 3,451 | 4,997 |
| Packaging Material Consumption | | | |
| Total packaging material used | Tonnes | 3,485.31 | 4,486.13 |
| Intensity | kg per number of products | 0.24 | 0.19 |

Note:

1. The non-hazardous waste from the office operation of the Group is mainly general refuse, while the hazardous waste is mainly used toner cartridges. The used toner cartridges were gathered by the toner supplier for their recycling.
2. Scope 1 refers to direct GHG emissions from the stationary and mobile sources combustion. The calculation is made reference to the published emission factors from 2006 IPCC Guidelines for National Greenhouse Gas Inventories and the guidance worksheets of World Resources Institute's GHG Protocol Tool for Mobile Combustion.
3. Scope 2 refers to indirect GHG emissions from the purchased electricity. The calculation is based on the emission factors from the 2020 Sustainability Report published by the CLP and the Emission Factors for Greenhouse Gas Inventories published by the United States Environmental Protection Agency.
4. Scope 3 refers to indirect GHG emission from the consumption of paper in Hong Kong and business air travel of employees. In 2024, the emissions from the water consumption and sewage treatment of our Hong Kong premises were also included.
5. The conversion factors from volumetric units of unleaded petrol consumption to energy units are in reference to CDP Technical note: Conversion of fuel data to MWh.
6. In 2024, the Group had no issue in water sourcing.
7. The calculation for this "Environmental Performance Table" had referred to GHG Protocol – Emission Factors from Cross-Sector Tools and the published emission factors of the "How to prepare an ESG Report Appendix 2: Reporting Guidance on Environmental KPIs" published by HKEx.

COMMUNITY ENGAGEMENT

The Group cares deeply about the community where it operates. We are committed to making contribution to the society and supporting the communities through charitable donations and other forms of community engagement. In 2024, a total amount of HK\$199,000 cash donation was made to the OC Autism Foundation, Licensing International Foundation for a scholarship fund and Women in Toys Foundation. Meanwhile, we encouraged our employees to participate in community contribution activities during the Reporting Period.

HKEx ESG Reporting Guide Index

| HKEx ESG Reporting Guide General Disclosures & KPIs | | Explanation/Reference Section |
|---|---|---|
| Aspect A: Environment | | |
| A1 Emissions | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. Note: Air emissions include NO _x , SO _x , and other pollutants regulated under national laws and regulations. Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. Hazardous wastes are those defined by national regulations. | ENVIRONMENTAL PROTECTION |
| KPI A1.1 | The types of emissions and respective emissions data. | ENVIRONMENTAL PROTECTION – Environmental Performance Table |
| KPI A1.2 | Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). | ENVIRONMENTAL PROTECTION – Environmental Performance Table |
| KPI A1.3 | Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). | ENVIRONMENTAL PROTECTION – Environmental Performance Table |
| KPI A1.4 | Total non-hazardous waste produced (in tonnes) and where appropriate, intensity (e.g. per unit of production volume, per facility). | ENVIRONMENTAL PROTECTION – Environmental Performance Table |

Environmental, Social and Governance Report

| HKEx ESG Reporting Guide General Disclosures & KPIs | | Explanation/Reference Section |
|---|--|---|
| KPI A1.5 | Description of measures to mitigate emissions and results achieved. | ENVIRONMENTAL PROTECTION |
| KPI A1.6 | Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. | ENVIRONMENTAL PROTECTION |
| A2 Use of Resources | Policies on efficient use of resources including energy, water and other raw materials. | ENVIRONMENTAL PROTECTION |
| | Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc. | |
| KPI A2.1 | Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). | ENVIRONMENTAL PROTECTION – Environmental Performance Table |
| KPI A2.2 | Water consumption in total and intensity (e.g. per unit of production volume, per facility). | ENVIRONMENTAL PROTECTION – Environmental Performance Table |
| KPI A2.3 | Description of energy use efficiency initiatives and results achieved. | ENVIRONMENTAL PROTECTION |
| KPI A2.4 | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. | ENVIRONMENTAL PROTECTION – Environmental Performance Table |
| KPI A2.5 | Total packaging material used for finished products (in tonnes), and, if applicable, with reference to per unit produced. | ENVIRONMENTAL PROTECTION – Environmental Performance Table |

| HKEx ESG Reporting Guide General Disclosures & KPIs | | Explanation/Reference Section |
|---|--|--|
| A3 The Environment and Natural Resources | Policies on minimising the issuer's significant impact on the environment and natural resources. | ENVIRONMENTAL PROTECTION |
| KPI A3.1 | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. | ENVIRONMENTAL PROTECTION |
| A4 Climate Change | Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. | ENVIRONMENTAL PROTECTION – Climate Change Resilience |
| KPI A4.1 | Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. | ENVIRONMENTAL PROTECTION – Climate Change Resilience |
| Aspect B: Social | | |
| B1 Employment | Information on: <ul style="list-style-type: none"> (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. | RESPONSIBLE EMPLOYMENT – Employment Conditions, Discrimination-free and Fair Workplace, Child and Forced Labour-free Workplace |
| KPI B1.1 | Total workforce by gender, employment type, age group and geographical region. | RESPONSIBLE EMPLOYMENT |
| KPI B1.2 | Employee turnover rate by gender, age group and geographical region. | RESPONSIBLE EMPLOYMENT |
| B2 Health and Safety | Information on: <ul style="list-style-type: none"> (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. | RESPONSIBLE EMPLOYMENT – Healthy and Safe Workplace |

Environmental, Social and Governance Report

| HKEx ESG Reporting Guide General Disclosures & KPIs | | Explanation/Reference Section |
|---|--|---|
| KPI B2.1 | Number and rate of work-related fatalities. | RESPONSIBLE EMPLOYMENT – Healthy and Safe Workplace |
| KPI B2.2 | Lost days due to work injury. | RESPONSIBLE EMPLOYMENT – Healthy and Safe Workplace |
| KPI B2.3 | Description of occupational health and safety measures adopted, how they are implemented and monitored. | RESPONSIBLE EMPLOYMENT – Healthy and Safe Workplace |
| B3 Development and Training | <p>Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.</p> <p>Note: Training refers to vocational training. It may include internal and external courses paid by the employer.</p> | RESPONSIBLE EMPLOYMENT – Development and Training |
| KPI B3.1 | The percentage of employees trained by gender and employee category (e.g. executive director, middle management). | RESPONSIBLE EMPLOYMENT – Development and Training |
| KPI B3.2 | The average training hours completed per employee by gender and employee category. | RESPONSIBLE EMPLOYMENT – Development and Training |
| B4 Labour Standards | <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour.</p> | RESPONSIBLE EMPLOYMENT – Child and Forced Labour-free Workplace |
| KPI B4.1 | Description of measures to review employment practices to avoid child and forced labour. | RESPONSIBLE EMPLOYMENT – Child and Forced Labour-free Workplace |
| KPI B4.2 | Description of steps taken to eliminate such practices when discovered. | RESPONSIBLE EMPLOYMENT – Child and Forced Labour-free Workplace |

| HKEx ESG Reporting Guide General Disclosures & KPIs | | Explanation/Reference Section |
|---|--|--|
| B5 Supply Chain Management | Policies on managing environmental and social risks of the supply chain. | RESPONSIBLE OPERATIONS – Supply Chain Management |
| KPI B5.1 | Number of suppliers by geographical region. | RESPONSIBLE OPERATIONS – Supply Chain Management |
| KPI B5.2 | Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. | RESPONSIBLE OPERATIONS – Supply Chain Management |
| KPI B5.3 | Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. | RESPONSIBLE OPERATIONS – Supply Chain Management |
| KPI B5.4 | Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. | RESPONSIBLE OPERATIONS – Supply Chain Management |
| B6 Product Responsibility | Information on: <ul style="list-style-type: none"> (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. | RESPONSIBLE OPERATIONS – Quality and Safety of Products and Services, Advertising Ethics |
| KPI B6.1 | Percentage of total products sold or shipped subject to recalls for safety and health reasons. | RESPONSIBLE OPERATIONS – Quality and Safety of Products and Services |
| KPI B6.2 | Number of products and service related complaints received and how they are dealt with. | RESPONSIBLE OPERATIONS – Satisfying Our Customers' Needs |
| KPI B6.3 | Description of practices relating to observing and protecting intellectual property rights. | RESPONSIBLE OPERATIONS – Intellectual property |

Environmental, Social and Governance Report

| HKEx ESG Reporting Guide General Disclosures & KPIs | | Explanation/Reference Section |
|---|--|--|
| KPI B6.4 | Description of quality assurance process and recall procedures. | RESPONSIBLE OPERATIONS – Quality and Safety of Products and Services |
| KPI B6.5 | Description of consumer data protection and privacy policies, how they are implemented and monitored. | RESPONSIBLE OPERATIONS – Data privacy |
| B7 Anti-corruption | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. | RESPONSIBLE OPERATIONS – Anti-corruption |
| KPI B7.1 | Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. | RESPONSIBLE OPERATIONS – Anti-corruption |
| KPI B7.2 | Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. | RESPONSIBLE OPERATIONS – Whistle-blowing |
| KPI B7.3 | Description of anti-corruption training provided to directors and staff. | RESPONSIBLE OPERATIONS – Anti-corruption |
| B8 Community Investment | Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. | COMMUNITY ENGAGEMENT |
| KPI B8.1 | Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). | COMMUNITY ENGAGEMENT |
| KPI B8.2 | Resources contributed (e.g. money or time) to the focus area. | COMMUNITY ENGAGEMENT |

Independent Auditor's Report



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**To the members of
Playmates Holdings Limited**
(incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Playmates Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages 67 to 135, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

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

Independent Auditor's Report



Valuation of investment properties

Refer to notes 2.4 and 14 to the consolidated financial statements

The Group's investment properties measured at fair value amounted to approximately HK\$4,417 million as at 31 December 2024 and a net revaluation deficit on investment properties of HK\$540 million was recorded for the year then ended.

The Group engaged independent professional valuers to assess the valuation of investment properties. Significant judgments and estimation, including valuation methodologies and key assumptions used, are required to determine the fair value of investment properties by the valuers.

We identified the valuation of investment properties as a key audit matter due to the significant judgments and estimates involved and the financial impacts on the consolidated financial statements.

How the matter was addressed in our report

Our audit procedures in relation to valuation of investment properties included:

- assessing the competence, capabilities and objectivity of the independent professional valuers;
- evaluating and assessing the methodologies adopted and the appropriateness of the key assumptions, including market rent, capitalisation rate, etc, by referencing to market information and by comparing the fair value of other comparable properties.

Revenue recognition for sales of toys

Refer to notes 2.14 and 4 to the consolidated financial statements

Revenue principally comprises revenue from the design, development, marketing and distribution of toys and family entertainment activity products.

Sales of toys are recognised when control of the goods has been transferred to the customers, being at the point in time when the goods are delivered.

We identified the recognition of revenue as a key audit matter because of its significance to the Group and revenue is one of the key performance indicators of the Group, therefore it is a significant audit risk area.

How the matter was addressed in our report

Our audit procedures to assess the recognition of revenue included:

- obtaining an understanding of internal controls over revenue recognition;
- reviewing sales agreements and/or sales orders from customers, on a sample basis, to understand the terms of the sales transactions to assess if the Group's revenue recognition criteria were in accordance with the requirements of the prevailing accounting standards;
- assessing, on a sample basis, whether revenue transactions recorded during the financial year had been occurred by comparing the transactions selected with relevant underlying documentation, including goods delivery notes and the terms of sale as set out in the sales agreements;
- assessing, on a sample basis, whether specific revenue transactions around the financial year end had been recognised in the appropriate period by comparing the transactions selected with relevant underlying documentation, including goods delivery notes and the terms of sale as set out in the sales agreements;
- identifying if there are any significant adjustments to revenue during the reporting period, understanding the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documentation.

Valuation of advanced royalties

Refer to notes 2.15 and 20 to the consolidated financial statements

We identified the valuation of advanced royalties as a key audit matter as significant management judgments and estimations are required in assessing the realisation of advanced royalties through future product sales, with reference to the historical sales pattern, expectation of future product sales based on current market conditions and other specific attributes that might have an impact on the sales forecast.

As at 31 December 2024, the Group has advanced royalties amounted to approximately HK\$49 million in the consolidated statement of financial position.

Independent Auditor's Report



How the matter was addressed in our report

Our audit procedures to assess the valuation of advanced royalties included:

- obtaining an understanding of the management's assessment on the realisation of advanced royalties;
- obtaining the management's sales forecast and comparing to historical sales pattern to evaluate the reasonableness of the management's assessment on the sufficiency of future product sales in support of the recoupment of advanced royalties;
- obtaining an understanding of how the allowance for unfulfilled royalties is estimated by the management;
- reviewing the license agreements to understand the terms of agreement including the licensing period, guaranteed royalties and royalty rates;
- assessing, on a sample basis, whether the advanced royalties recorded during the financial year had been occurred by comparing the transactions selected with relevant underlying documentation, including bank payment advices, invoices issued by licensors and the terms of agreement as set out in the license agreements;
- testing, on a sample basis, the mathematic accuracy of the computation of royalties and whether the recoupment of advanced royalties is properly recorded;
- identifying if there are any significant adjustments to advanced royalties during the reporting period, understanding the reasons for such adjustments and comparing the details of adjustments with relevant underlying documentation.

Other Information

The directors are responsible for the other information. The other information comprises all the information in the 2024 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981 and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

Independent Auditor's Report



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- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Grant Thornton Hong Kong Limited

Certified Public Accountants

11th Floor
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

14 March 2025

Kan Kai Ching

Practising Certificate No.: P07816

Consolidated Income Statement

For the year ended 31 December 2024

| | Note | 2024 US\$'000 (Note 33) | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------|-------------------------------|------------------|------------------|
| Revenue | 4 | 140,028 | 1,092,218 | 1,271,590 |
| Cost of sales | | (57,274) | (446,738) | (487,506) |
| Gross profit | | 82,754 | 645,480 | 784,084 |
| Marketing and licensing expenses | | (24,548) | (191,470) | (203,199) |
| Selling and distribution expenses | | (10,683) | (83,321) | (99,317) |
| Administration expenses | | (20,818) | (162,377) | (156,850) |
| Net revaluation deficit on investment properties | 14 | (69,213) | (539,864) | (184,129) |
| Operating (loss)/profit | | (42,508) | (331,552) | 140,589 |
| Other net income | 7 | 11,213 | 87,459 | 49,841 |
| Finance costs | 8 | (1,858) | (14,494) | (20,923) |
| (Loss)/Profit before income tax | 6 | (33,153) | (258,587) | 169,507 |
| Income tax expense | 9 | (7,560) | (58,970) | (49,131) |
| (Loss)/Profit for the year | | (40,713) | (317,557) | 120,376 |
| (Loss)/Profit for the year attributable to: | | | | |
| Owners of the Company | | (49,010) | (382,276) | 10,340 |
| Non-controlling interests | | 8,297 | 64,719 | 110,036 |
| | | (40,713) | (317,557) | 120,376 |
| (Loss)/Earnings per share | 11 | US cents | HK cents | HK cents |
| Basic | | (2.37) | (18.48) | 0.50 |
| Diluted | | (2.37) | (18.48) | 0.50 |

The notes on pages 75 to 135 form an integral part of these financial statements.

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2024

| | 2024 US\$'000 (Note 33) | 2024 HK\$'000 | 2023 HK\$'000 |
|--|-------------------------------|------------------|------------------|
| (Loss)/Profit for the year | (40,713) | (317,557) | 120,376 |
| Other comprehensive income, including reclassification adjustments: | | | |
| Items that may be reclassified subsequently to profit or loss: | | | |
| – Exchange differences arising on translation of foreign subsidiaries | (1,632) | (12,734) | 3,671 |
| Items that will not be reclassified subsequently to profit or loss: | | | |
| – Remeasurement of long service payment liabilities | | | |
| – Gross | 44 | 346 | (89) |
| – Tax impact | (2) | (14) | 15 |
| | 42 | 332 | (74) |
| Other comprehensive income for the year | (1,590) | (12,402) | 3,597 |
| Total comprehensive income for the year | (42,303) | (329,959) | 123,973 |
| Total comprehensive income attributable to: | | | |
| Owners of the Company | (50,610) | (394,754) | 13,958 |
| Non-controlling interests | 8,307 | 64,795 | 110,015 |
| | (42,303) | (329,959) | 123,973 |

The notes on pages 75 to 135 form an integral part of these financial statements.

Consolidated Statement of Financial Position

As at 31 December 2024

| | Note | 2024 US\$'000 (Note 33) | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------|-------------------------------|------------------|------------------|
| Non-current assets | | | | |
| Fixed assets | | | | |
| – Investment properties | 14 | 566,278 | 4,416,969 | 4,933,614 |
| – Other property, plant and equipment | 14 | 17,122 | 133,551 | 139,337 |
| | | 583,400 | 4,550,520 | 5,072,951 |
| Right-of-use assets | 15.1 | 661 | 5,152 | 8,789 |
| Goodwill | 16 | 766 | 5,976 | 5,976 |
| Deferred tax assets | 27 | 4,829 | 37,665 | 52,126 |
| | | 589,656 | 4,599,313 | 5,139,842 |
| Current assets | | | | |
| Inventories | 18 | 3,545 | 27,654 | 58,886 |
| Trade receivables | 19 | 17,753 | 138,475 | 330,521 |
| Deposits paid, other receivables and prepayments | 20 | 8,738 | 68,155 | 45,759 |
| Taxation recoverable | | 2,862 | 22,324 | 12,340 |
| Financial assets at fair value through profit or loss | 21 | 13,989 | 109,116 | 95,324 |
| Cash and deposits with banks | 30.2 | 141,396 | 1,102,889 | 1,094,933 |
| | | 188,283 | 1,468,613 | 1,637,763 |
| Current liabilities | | | | |
| Bank loans | 22 | 22,077 | 172,200 | 217,175 |
| Trade payables | 23 | 2,984 | 23,274 | 91,390 |
| Deposits received, other payables and accrued charges | 24 | 20,047 | 156,375 | 218,908 |
| Provisions | 25 | 7,061 | 55,074 | 65,413 |
| Lease liabilities | 15.2 | 555 | 4,326 | 3,987 |
| Taxation payable | | 2,294 | 17,890 | 53,792 |
| | | 55,018 | 429,139 | 650,665 |
| Net current assets | | 133,265 | 1,039,474 | 987,098 |
| Total assets less current liabilities | | 722,921 | 5,638,787 | 6,126,940 |

Consolidated Statement of Financial Position

As at 31 December 2024

| | Note | 2024 US\$'000 (Note 33) | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------|-------------------------------|------------------|------------------|
| Non-current liabilities | | | | |
| Bank loans | 22 | 410 | 3,200 | 10,400 |
| Lease liabilities | 15.2 | 247 | 1,924 | 6,250 |
| Long service payment liabilities | 26.1 | 242 | 1,889 | 1,938 |
| Deferred tax liabilities | 27 | 4,668 | 36,410 | 42,265 |
| | | 5,567 | 43,423 | 60,853 |
| Net assets | | 717,354 | 5,595,364 | 6,066,087 |
| Equity | | | | |
| Share capital | 29.1 | 2,651 | 20,680 | 20,700 |
| Reserves | | 639,013 | 4,984,302 | 5,472,941 |
| Equity attributable to the owners of the Company | | 641,664 | 5,004,982 | 5,493,641 |
| Non-controlling interests | | 75,690 | 590,382 | 572,446 |
| Total equity | | 717,354 | 5,595,364 | 6,066,087 |

On behalf of the board

CHAN, Helen

Director

CHAN Kong Keung, Stephen

Director

The notes on pages 75 to 135 form an integral part of these financial statements.

Consolidated Cash Flow Statement

For the year ended 31 December 2024

| | Note | 2024 US\$'000 (Note 33) | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------|-------------------------------|------------------|------------------|
| Cash flows from operating activities | | | | |
| Cash generated from operations | 30.1 | 34,995 | 272,963 | 215,310 |
| Interest paid | | (1,416) | (11,041) | (17,261) |
| Interest received | | 328 | 2,555 | 4,913 |
| Dividends received | | 125 | 974 | 1,973 |
| Hong Kong profits tax paid | | (6,076) | (47,394) | (18,502) |
| Hong Kong profits tax refunded | | 541 | 4,222 | — |
| Overseas tax paid | | (6,737) | (52,550) | (13,549) |
| Net cash generated from operating activities | | 21,760 | 169,729 | 172,884 |
| Cash flows from investing activities | | | | |
| Capitalised subsequent expenditure on investment properties | | (4,485) | (34,984) | (17,924) |
| Purchases of other property, plant and equipment | | (460) | (3,587) | (2,333) |
| Purchases of financial assets at fair value through profit or loss | | (630) | (4,912) | (1,553) |
| Dividends received | | 65 | 507 | 664 |
| Interest received | | 7,112 | 55,473 | 36,181 |
| Proceeds from disposal of financial assets at fair value through profit or loss | | 3,176 | 24,771 | 49,098 |
| Proceeds from disposal of other property, plant and equipment | | — | — | 55 |
| Decrease/(Increase) in bank deposits and treasury notes with original maturity greater than 3 months | | 17,892 | 139,559 | (615,418) |
| Net cash generated from/(used in) investing activities | | 22,670 | 176,827 | (551,230) |

Consolidated Cash Flow Statement

For the year ended 31 December 2024

| | Note | 2024 US\$'000 (Note 33) | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------|-------------------------------|------------------|------------------|
| Cash flows from financing activities | | | | |
| Issue of shares of a listed subsidiary | | – | – | 578 |
| Repurchase of shares of the Company | | (146) | (1,137) | (2,047) |
| Repurchase of shares of a listed subsidiary | | (57) | (448) | – |
| New bank loans | 30.3 | 3,846 | 30,000 | 20,000 |
| Repayment of bank loans | 30.3 | (10,535) | (82,175) | (127,600) |
| Dividends paid to owners of the Company | | (11,937) | (93,111) | (93,193) |
| Dividends paid to non-controlling interests | | (5,954) | (46,442) | (23,214) |
| Payment of lease liabilities | 30.3 | (565) | (4,408) | (4,280) |
| Net cash used in financing activities | | (25,348) | (197,721) | (229,756) |
| Net increase/(decrease) in cash and cash equivalents | | 19,082 | 148,835 | (608,102) |
| Cash and cash equivalents at 1 January | | 61,476 | 479,515 | 1,083,324 |
| Effect of foreign exchange rate changes | | (169) | (1,320) | 4,293 |
| Cash and cash equivalents at 31 December | 30.2 | 80,389 | 627,030 | 479,515 |

The notes on pages 75 to 135 form an integral part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

| | Attributable to owners of the Company | | | | | | | | Non-controlling interests | Total equity |
|--|---------------------------------------|---------------------------|--|--------------------------------------|------------------------------|---|--|------------------------------|---------------------------|--------------|
| | Share capital HK\$'000 | Share premium HK\$'000 | Capital redemption reserve HK\$'000 | Share repurchase reserve HK\$'000 | Exchange reserve HK\$'000 | Shared-based compensation reserve HK\$'000 | Property revaluation reserve HK\$'000 | Retained profits HK\$'000 | Total HK\$'000 | |
| At 1 January 2023 | 20,735 | 105,317 | 9,119 | (84) | (47,986) | 6,025 | 130,028 | 5,351,706 | 5,574,860 | 6,059,899 |
| Profit for the year | - | - | - | - | - | - | - | 10,340 | 10,340 | 120,376 |
| Other comprehensive income: | | | | | | | | | | |
| – Exchange differences arising on translation of foreign subsidiaries | - | - | - | - | 3,671 | - | - | - | 3,671 | 3,671 |
| – Remeasurement of long service payment liabilities (net of tax) | - | - | - | - | - | - | - | (53) | (53) | (74) |
| Total comprehensive income for the year | - | - | - | - | 3,671 | - | - | 10,287 | 13,958 | 123,973 |
| Repurchase of shares of the Company | (35) | (2,096) | 35 | 84 | - | - | - | (35) | (2,047) | (2,047) |
| Share option scheme of a listed subsidiary | | | | | | | | | | |
| – shares issued | - | - | - | - | - | (109) | - | 403 | 294 | 578 |
| – share options lapsed | - | - | - | - | - | (1,876) | - | 1,876 | - | - |
| 2022 second interim dividend paid | - | - | - | - | - | - | - | (31,072) | (31,072) | (31,072) |
| 2022 special interim dividend paid | - | - | - | - | - | - | - | (31,071) | (31,071) | (31,071) |
| 2023 first interim dividend paid | - | - | - | - | - | - | - | (31,050) | (31,050) | (31,050) |
| Dividends paid to non-controlling interests | - | - | - | - | - | - | - | - | (23,214) | (23,214) |
| Unclaimed dividends forfeited | | | | | | | | | | |
| – by the Company | - | - | - | - | - | - | - | 42 | 42 | 42 |
| – by a listed subsidiary | - | - | - | - | - | - | - | 25 | 25 | 49 |
| Changes in ownership interests in subsidiaries without change of control | - | - | - | - | - | - | - | (298) | (298) | - |
| Transactions with owners | (35) | (2,096) | 35 | 84 | - | (1,985) | - | (91,180) | (95,177) | (117,785) |
| At 31 December 2023 | 20,700 | 103,221 | 9,154 | - | (44,315) | 4,040 | 130,028 | 5,270,813 | 5,493,641 | 6,066,087 |

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

| | Attributable to owners of the Company | | | | | | | | | Non-controlling interests | Total equity |
|--|---------------------------------------|---------------|----------------------------|--------------------------|------------------|----------------------------------|------------------------------|------------------|-----------|---------------------------|--------------|
| | Share capital | Share premium | Capital redemption reserve | Share repurchase reserve | Exchange reserve | Share-based compensation reserve | Property revaluation reserve | Retained profits | Total | | |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1 January 2024 | 20,700 | 103,221 | 9,154 | - | (44,315) | 4,040 | 130,028 | 5,270,813 | 5,493,641 | 572,446 | 6,066,087 |
| Loss for the year | - | - | - | - | - | - | - | (382,276) | (382,276) | 64,719 | (317,557) |
| Other comprehensive income: | | | | | | | | | | | |
| – Exchange differences arising on translation of foreign subsidiaries | - | - | - | - | (12,734) | - | - | - | (12,734) | - | (12,734) |
| – Remeasurement of long service payment liabilities (net of tax) | - | - | - | - | - | - | - | 256 | 256 | 76 | 332 |
| Total comprehensive income for the year | - | - | - | - | (12,734) | - | - | (382,020) | (394,754) | 64,795 | (329,959) |
| Repurchase of shares of the Company | (20) | (1,117) | 20 | - | - | - | - | (20) | (1,137) | - | (1,137) |
| Repurchase of shares of a listed subsidiary | - | - | - | - | - | - | - | (228) | (228) | (220) | (448) |
| Share option scheme of a listed subsidiary | | | | | | | | | | | |
| – share options lapsed | - | - | - | - | - | (1,050) | - | 1,050 | - | - | - |
| Share award scheme of a listed subsidiary | | | | | | | | | | | |
| – value of services | - | - | - | - | - | 148 | - | - | 148 | 142 | 290 |
| 2023 second interim dividend paid | - | - | - | - | - | - | - | (31,046) | (31,046) | - | (31,046) |
| 2023 special interim dividend paid | - | - | - | - | - | - | - | (31,045) | (31,045) | - | (31,045) |
| 2024 first interim dividend paid | - | - | - | - | - | - | - | (31,020) | (31,020) | - | (31,020) |
| Dividends paid to non-controlling interests | - | - | - | - | - | - | - | - | - | (46,442) | (46,442) |
| Unclaimed dividends forfeited | | | | | | | | | | | |
| – by the Company | - | - | - | - | - | - | - | 60 | 60 | - | 60 |
| – by a listed subsidiary | - | - | - | - | - | - | - | 12 | 12 | 12 | 24 |
| Changes in ownership interests in subsidiaries without change of control | - | - | - | - | - | - | - | 351 | 351 | (351) | - |
| Transactions with owners | (20) | (1,117) | 20 | - | - | (902) | - | (91,886) | (93,905) | (46,859) | (140,764) |
| At 31 December 2024 | 20,680 | 102,104 | 9,174 | - | (57,049) | 3,138 | 130,028 | 4,796,907 | 5,004,982 | 590,382 | 5,595,364 |

The notes on pages 75 to 135 form an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 31 December 2024

1 GENERAL INFORMATION

The Company was incorporated in Bermuda on 10 October 1991. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal office is 23/F., The Toy House, 100 Canton Road, Tsimshatsui, Kowloon, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in note 17 to the financial statements.

The financial statements for the year ended 31 December 2024 were approved for issue by the board of directors on 14 March 2025.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The material accounting policies that have been used in preparation of the financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. Changes in accounting policies and the impacts on the Group's financial statements, if any, are disclosed in note 3 to the financial statements.

The financial statements have been prepared under the historical cost basis except for investment properties and financial assets at fair value through profit or loss which are stated at fair values. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on the Group's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.4 "Fixed assets", note 2.6 "Inventories", note 2.7 "Financial assets", note 2.8 "Impairment of non-financial assets", note 2.11 "Provisions", note 2.15 "Advertising and marketing expenses, advanced royalties and product development costs", note 2.16.3 "Long service payments", note 2.16.4 "Share-based compensation", note 2.18 "Deferred taxation" and note 2.19 "Current taxation" to the financial statements. Other than that, no significant accounting estimations and judgments have been made.

Notes to the Financial Statements

For the year ended 31 December 2024

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (together referred to as the “Group”) made up to 31 December each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group’s perspective.

Non-controlling interests represent the equity on a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary’s net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated income statement and consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income respectively for the year between non-controlling interests and the owners of the Company.

Changes in the Group’s interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition of a financial asset or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

2.3 Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

In the Company's statement of financial position, subsidiaries are recorded at cost less any impairment losses unless the subsidiary is held for sale or included in a disposal group. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the end of the reporting period. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2.4 Fixed assets

Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated group, is classified as investment property.

Investment property is measured initially at its cost, including related transaction costs. After initial recognition, investment property is carried at fair value. Fair value is determined by external professional valuers, with sufficient experience with respect to both the nature and location of the investment property. The carrying amounts recognised at the end of the reporting period reflect the prevailing market conditions at the end of the reporting period.

When the use of a property changes such that it is reclassified as other property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

Gains or losses arising from either changes in the fair value or the sale of an investment property are recognised in profit or loss in the period in which they arise.

Other property, plant and equipment

Other property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

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 repairs and maintenance costs are charged to profit or loss during the financial period in which they are incurred.

Gains or losses arising from the retirement or disposal are determined as the difference between the sales proceeds and the carrying amount of the asset and are recognised in profit or loss.

Notes to the Financial Statements

For the year ended 31 December 2024

Items may be produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management. The proceeds from selling any such items and the related costs are recognised in profit or loss.

Depreciation is calculated using the straight-line method to write off cost less their residual values over their estimated useful lives, as follows:

| | |
|--|---|
| Land and buildings | Over the shorter of remaining lease term and 40 years |
| Vehicle, equipment, furniture and fixtures | 3-10 years |
| Computers | 3-5 years |

The assets' residual values, depreciation method and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

2.5 Goodwill

Goodwill represents the excess of (i) aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the date of acquisition.

When (ii) is greater than (i), then this excess, after remeasurement, is recognised immediately in profit or loss as a gain on bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

2.6 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less applicable selling expenses.

The Group reviews the condition of inventories at the end of each reporting period, and makes allowance for inventories that are identified as obsolete, slow-moving or no longer recoverable. The Group carries out the inventory review on product-by-product basis and makes allowances by reference to the latest market prices and current market conditions.

2.7 **Financial assets**

Financial assets are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Except for those trade receivables that do not contain a significant financing component which are measured at the transaction price, all financial assets are initially measured at fair value. On initial recognition, transaction costs that are directly attributable to the purchase of financial assets are added to the carrying amount of the financial assets except for financial assets at fair value through profit or loss in which case such transaction costs are recognised in profit or loss. All purchases or sales of financial assets are recognised and derecognised on a trade date basis (i.e. the date on which the Group commits to purchase or sell the financial asset).

(i) *Classification of financial assets*

Investments other than equity investments

Non-equity financial assets held by the Group are classified into one of the following measurement categories:

- amortised cost, if the financial asset is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the financial asset is calculated using the effective interest method;
- fair value through other comprehensive income ("FVOCI") – recycling, if the contractual cash flows of the financial asset comprise solely payments of principal and interest and the financial asset is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses ("ECL"), interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the financial asset is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss; or
- fair value through profit or loss ("FVPL"), if the financial asset does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the financial asset (including interest) are recognised in profit or loss.

Notes to the Financial Statements

For the year ended 31 December 2024

Equity investments

Investment in equity securities are classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) in equity until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained profits. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI (non-recycling), are recognised in profit or loss.

The Group currently classifies its equity investments at FVPL. These equity investments are managed according to internal policies and their performance is evaluated periodically on a fair value basis. Assets in this category are classified as current assets.

Trade receivables

Trade receivables are 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. They are stated at amortised cost using the effective interest method less allowance for impairment losses and allowance for customer concession.

Other financial assets

Deposits paid, other receivables and cash and deposits with banks of the Group are stated at amortised cost.

(ii) *Measurement of financial assets*

Financial assets measured at amortised cost

After initial recognition, these financial assets are measured at amortised cost using the effective interest method. Interest income from these financial assets are recognised in profit or loss as other income in accordance with the Group's policies in note 2.14 to these financial statements. Any gain or loss on a financial asset that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired.

Financial assets at FVPL

Financial assets at FVPL are subsequently carried at fair value. Unrealised and realised gains and losses arising from changes in the fair value of such financial assets are recognised in profit or loss in the period in which they arise.

(iii) *Impairment of financial assets*

The Group assesses on a forward looking basis the ECL associated with its financial assets carried at amortised cost.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions. ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the reporting date.

For all other financial assets measured at amortised cost, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Notes to the Financial Statements

For the year ended 31 December 2024

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

At the end of each reporting period, the Group assesses on a forward looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is regarded as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or past due event;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties.

The Group provides for impairment on the financial asset based on forward looking information and when there is information indicating that the debtor is in severe financial difficulty. Impaired financial assets may still be subject to enforcement activities under the Group's recovery procedures. Any subsequent recoveries made are recognised in profit or loss as reversal of impairment in the period in which the recovery occurs.

(iv) *Derecognition*

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.

2.8 Impairment of non-financial assets

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. Other property, plant and equipment, right-of-use assets, advanced royalties and interest in subsidiaries are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows which are largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

2.9 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.

(i) As a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

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 restoration, less any lease incentives received. The right-of-use asset is subsequently depreciated on a straight-line basis over the lease term and is stated at cost less accumulated depreciation and impairment losses (see note 2.8).

Notes to the Financial Statements

For the year ended 31 December 2024

For lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of modification. When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit or loss if the right-of-use asset is already reduced to zero.

Payments for capitalised leases are allocated between lease liabilities and interest expenses. Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in the consolidated income statement.

(ii) *As a lessor*

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

Rental income from operating leases is recognised in accordance with note 2.14.

2.10 Financial liabilities

The Group's financial liabilities include trade and other payables, bank loans and lease liabilities. They are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (note 2.17). A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method.

Bank loans

Bank loans are recognised initially at fair value, net of transaction costs incurred. Bank loans are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Bank loans are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

Accounting policies for lease liabilities are set out in note 2.9.

2.11 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. All provisions are current in nature and therefore the effect of the time value of money is not material.

(i) *Consumer returns*

The Group uses agreed customer allowances based on a percentage of sales and information on actual consumer returns of goods to estimate return percentages. The provision is calculated based on these factors and is adjusted for any fluctuations in the returns expected by management as of each period end.

A portion of the Group's retail customers receive a fixed percentage of sales as their allowance. The allowance for each retail customer is agreed and documented in the terms of trade. Certain customers receive an allowance based on their actual consumer return experience.

In evaluating the adequacy of the prior year provision, the Group prepares an analysis to determine the reasons for unclaimed deductions. If the analysis determines that some carry forward provision amounts were no longer appropriate based on actual claims experience, the proper adjustments will be made to release the over-accrued portion.

(ii) *Cooperative advertising*

The Group participates in customer advertising programmes which are negotiated on an individual basis. In addition, the Group contributes toward specific expenses of the customers for in-store sales promotions and advertising circulars.

In the case of fixed percentage, the amounts are negotiated and documented in the terms of trade with the respective customer. In the case of all special programs, the program application, limits and amounts are offered on a case by case basis by the Group. Some of the programs are set for defined periods of time or limited to a maximum number of units sold, and confirming data is provided by the retailer to finalise the actual program cost.

Claims for cooperative advertising may be received up to two years after the relevant reporting period end and, in certain cases, later. The Group reviews the provisions periodically and any unrequired amount will be reversed when determined.

(iii) *Cancellation charges*

The provision represents the estimated amounts that would be payable to suppliers to settle the cost incurred by them for production orders which have been or are likely to be cancelled. The Group generally settles these amounts in the year after the year that specific product ceases to be actively sold to customers.

In most cases, the vendor may try to mitigate the Group's exposure by utilising the unused components in its other products. Such arrangement may also reduce the Group's potential cancellation exposure.

At the end of each reporting period, the Group will analyse the potential cancellation charge exposure for order cancellations due to commitments for finished goods, work in process items and material authorisations. The Group will also review if any items can be carried over to be produced and sold in the subsequent year. Once any adjustment is made, the remaining exposure is adjusted by a factor representing the historical negotiated discount agreed with the suppliers.

Notes to the Financial Statements

For the year ended 31 December 2024

(iv) *Freight allowance*

The provision represents the estimated amounts that would be payable to the Group's US retail customers for the transportation of products from the Group's third-party warehouse to the customers' distribution centers. A portion of the Group's US retail customers receive a fixed percentage of sales as their allowance. For those customers, the standard allowance is agreed and documented in the terms of trade. In addition, the Group is responsible for incidental freight-related charges, such as quantity discrepancies, late shipments and other non-compliance with the customers' shipping requirements. The Group uses information on actual incidental freight-related charges to estimate the provision percentage.

The provision is calculated based on these factors and is adjusted for any fluctuations in freight charges expected by management at the end of each reporting period. The Group also reverses any over-accrued amounts if the analysis determines that those carry forward provision amounts are no longer appropriate based on actual experience.

All provisions are established for specific exposures.

Management relies on available contemporary and historical information to evaluate each potential exposure and exercises its best judgement to estimate the amount of provision necessary and sufficient for each potential exposure.

Over – or under-provision for the above exposures, arising from subsequent events and the eventual settlement, are adjusted in that subsequent period where appropriate.

2.12 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

Where any company of the Group repurchases the Company's equity share capital, the consideration paid, including any attributable costs, is deducted from equity (share repurchase reserve) attributable to the Company's owners until the shares are cancelled or reissued.

2.13 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer of the contract to make specified payments to reimburse the holder of the contract for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

A financial guarantee contract is initially recognised as deferred income within trade and other payables at fair value. Where consideration is received or receivable for issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

Subsequent to initial recognition, the amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the amount carried in “trade and other payables” in respect of the guarantees (i.e. the amount initially recognised less accumulated amortisation, where appropriate).

2.14 Revenue recognition

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled.

(i) Sale of toys

Revenue from sales of toys is recognised when control of the goods has been transferred to the customers, being at the point in time when the goods are delivered. Delivery occurs when the title of the products has been passed to the customers or when the risks of obsolescence and loss have been transferred to the customers according to the sales contract. Revenue from sales of toys excludes sales tax and is after deduction of any trade discounts, allowances and returns.

Historical experience is used to estimate and provide for the discount, using the most likely outcome method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. Allowances and returns which give rise to variable consideration are disclosed in note 2.11 (i) and (iv).

Deposits from customers and distributors are recognised as a contract liability when the customer or distributor pays consideration before the Group recognises the related revenue.

(ii) Rental income

Rental income from letting the Group's portfolio of investment properties is recognised on a straight-line basis over the lease term.

(iii) Property management income

Property management income is recognised when services are rendered over time.

(iv) Dividend income

Dividend income is recognised when the right to receive payment is established.

(v) Interest income

Interest income is recognised on a time proportion basis 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.

Notes to the Financial Statements

For the year ended 31 December 2024

2.15 Advertising and marketing expenses, advanced royalties and product development costs

2.15.1 *Advertising and marketing expenses are expensed as incurred.*

2.15.2 Advanced royalties represent prepayments made to licensors of intellectual properties under licensing agreements which are recoupable against future royalties. Advanced royalties are amortised at the contractual royalty rate based on actual product sales. Management evaluates the future realisation of advanced royalties periodically and charges to expense any amounts that management deems unlikely to be recoupable at the contractual royalty rate through product sales. All advanced royalties are amortised within the term of the license agreement and are written off upon the abandonment of the product or upon the determination that there is significant doubt as to the success of the product.

2.15.3 Product development costs are recognised as intangible assets when the following criteria are met:

- (i) demonstration of technical feasibility of completing the product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

All other product development costs are charged to profit or loss as incurred.

2.16 Employee benefits

2.16.1 *Employee leave entitlements*

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

2.16.2 *Pension obligations*

The Group operates defined contribution provident fund schemes for its employees, the assets of which are held separately from those of the Group in independently administered funds. The Group's contributions under the schemes are charged to profit or loss as incurred. The amount of the Group's contributions is based on specified percentages of the basic salaries of employees. Any contributions forfeited from employees who leave the Group, relating to unvested benefits, are used to reduce the Group's ongoing contributions otherwise payable.

2.16.3 Long service payments

The Group is obliged to pay long service payment (“LSP”) to Hong Kong employees under the Hong Kong Employment Ordinance. The Group’s net obligation in respect of LSP, which is a defined benefit plan, is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount. 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.

The cost of providing the long service payment liabilities is charged to profit or loss so as to spread the costs over the service lives of employees. Net interest expense related to the discounting of long service payment liabilities is also recognised in profit or loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to the other comprehensive income in the period when they arise.

The present value of the long service payment depends on a number of factors that are determined on an actuarial basis using a number of assumptions. Any changes in these assumptions will impact the carrying amount of long service payment liabilities.

2.16.4 Share-based compensation

The Group operates equity-settled, share-based compensation plans under which the Group receives services from employees as consideration for equity instruments of the Company. These plans comprise a share option scheme and a share award scheme adopted by Playmates Toys Limited (“PTL”), a subsidiary of the Company.

The fair value of the employee services received in exchange for the grant of options and awarded shares is recognised as an expense in profit or loss with a corresponding increase in the “share-based compensation reserve” within equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted or shares awarded, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). At the end of each reporting period, the Group revises the number of options or awarded shares that are expected to vest. It recognises the impact of the revision of original estimates, if any, in profit or loss, and a corresponding adjustment to equity.

For share options, the equity amount is recognised in the “share-based compensation reserve” until the option is exercised (when it is transferred to reserve) or the option expires (when it is released directly to retained profits). The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium of PTL when the options are exercised.

For share awards, PTL may either issue new shares or purchase its own shares from the open market through the trustee of the share award scheme. The shares issued or purchased by PTL that are not yet vested under the share award scheme were recorded as treasury shares and recorded as “shares held for share award scheme” of PTL as a reduction under equity. Upon vesting of the awarded shares, the related costs of the issued shares or purchased shares are reduced from the “share held for share award scheme” account, and the related fair value of the awarded shares are debited to the “share-based compensation reserve” with the difference charged/credited to retained profits.

Notes to the Financial Statements

For the year ended 31 December 2024

2.17 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.18 Deferred taxation

Deferred tax is calculated using the liability method on temporary differences at the end of the reporting period between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

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

For investment properties measured using the fair value model in accordance with the accounting policy above, the measurement of the related deferred tax liability or asset reflects the tax consequences of recovering the carrying amount of the investment properties entirely through sale.

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

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or in equity if they relate to items that are charged or credited to other comprehensive income or directly to equity.

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

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

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

2.19 Current taxation

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the end of the reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense/credit in profit or loss.

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

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

The Group is subject to income taxes in certain jurisdictions other than Hong Kong. The Group engages tax professionals to calculate provisions for income taxes. Judgment is required in such calculations. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period which such determination is made.

2.20 Foreign currency translation

The financial statements are presented in Hong Kong dollar (HK\$), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the end of the reporting period retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income.

Notes to the Financial Statements

For the year ended 31 December 2024

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into Hong Kong dollar. Assets and liabilities have been translated into Hong Kong dollar at the closing rates at the end of the reporting period. Income and expenses have been converted into the Hong Kong dollar at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity.

When a foreign operation is sold or closed, all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified from equity to profit or loss as part of the gain or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In the case of a partial disposal (i.e. no loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

2.21 Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash at bank and on hand, deposits held at call with banks, cash investments with a maturity of three months or less from date of investment that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.22 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the Group's senior executive management for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. Based on the internal reports reviewed by the senior executive management of the Group that are used to make strategic decision, the Group has presented the following three reportable segments:

Property investments and management businesses: this segment invests and leases commercial, industrial and residential premises for rental income, to gain from the appreciation in properties' values in the long term and to provide property management services for property management fee income.

Investment business: this segment invests in financial instruments including listed equities for interest income and dividend income and to gain from the appreciation in instruments' values.

Toy business: this segment engages in the design, development, marketing and distribution of toys and family entertainment activity products.

Each of these reportable segments is managed separately as each of the product and service lines requires different resources. All inter-segment transfers are carried out at arm's length prices.

Segment assets include all tangible and intangible non-current and current assets except deferred tax assets, taxation recoverable and other corporate assets which namely "unallocated assets". Segment liabilities include all current and non-current liabilities except deferred tax liabilities, taxation payable and other corporate payables which namely "unallocated liabilities". Corporate assets and liabilities are not allocated to a segment as they are not directly attributable to the business activities of any reportable segment.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation of assets attributable to those segments.

2.23 Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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

3 ADOPTION OF NEW OR AMENDED HKFRSs

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKAS 1, *Presentation of financial statements – Classification of liabilities as current or non-current* ("2020 amendments") and amendments to HKAS 1, *Presentation of financial statements – Non-current liabilities with covenants* ("2022 amendments")
- Amendments to HKFRS 16, *Leases – Lease liability in a sale and leaseback*
- Amendments to HKAS 7, *Statement of cash flows* and HKFRS 7, *Financial instruments: Disclosures – Supplier finance arrangements*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard, amendment or interpretation that is not yet effective for the current accounting period.

Notes to the Financial Statements

For the year ended 31 December 2024

4 REVENUE

The Group is principally engaged in the design, development, marketing and distribution of toys and family entertainment activity products, property investments, property management and investment holding. Turnover of the Group is the revenue from these activities.

Revenue from the Group's principal activities recognised during the year is as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------------------|------------------|
| Revenue from contracts with customers: | | |
| – Sale of toys | 931,334 | 1,109,399 |
| – Property management income | 21,322 | 21,654 |
| | 952,656 | 1,131,053 |
| Revenue from other sources: | | |
| – Rental income from investment properties | 136,033 | 133,651 |
| – Dividend income | 974 | 1,973 |
| – Interest income | 2,555 | 4,913 |
| | 139,562 | 140,537 |
| Total revenue | 1,092,218 | 1,271,590 |

5 SEGMENT INFORMATION

5.1 Segment results, assets and liabilities

The Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment to assess segment performance and allocate resources between segments.

Inter-segment revenue represents inter-company rental and property management fee charged on properties owned by the Group. Inter-segment transactions are conducted at arm's length.

The segment results for the year ended 31 December 2024 are as follows:

| | Property investments and management businesses HK\$'000 | Investment business HK\$'000 | Toy business HK\$'000 | Total HK\$'000 |
|--|---|------------------------------------|-----------------------------|-------------------|
| Gross revenue from contracts with customers by timing of revenue recognition | | | | |
| – Point in time | – | – | 931,334 | 931,334 |
| – Over time | 22,098 | – | – | 22,098 |
| Gross revenue from other sources | 141,280 | 3,529 | – | 144,809 |
| Inter-segment revenue | (6,023) | – | – | (6,023) |
| Revenue from external customers | 157,355 | 3,529 | 931,334 | 1,092,218 |
| Segment (loss)/profit before depreciation | (417,879) | 3,479 | 97,987 | (316,413) |
| Depreciation | (7,900) | – | (4,085) | (11,985) |
| Segment operating (loss)/profit | (425,779) | 3,479 | 93,902 | (328,398) |
| Other net income/(loss) | 58 | (516) | 87,840 | 87,382 |
| Finance costs | (11,055) | (39) | (3,371) | (14,465) |
| | (10,997) | (555) | 84,469 | 72,917 |
| Segment (loss)/profit before income tax (<i>Note</i>) | (436,776) | 2,924 | 178,371 | (255,481) |
| Unallocated corporate expenses | | | | (3,106) |
| Loss before income tax | | | | (258,587) |

Note:

Segment (loss)/profit before income tax included the following:

| | | | |
|--|-----------|-------|--------|
| Interest income | 58 | 2,555 | 55,338 |
| Dividend income | – | 974 | 507 |
| Net revaluation deficit on investment properties | (539,864) | – | – |
| Net (loss)/gain on financial assets at fair value through profit or loss | – | (515) | 31,966 |

Notes to the Financial Statements

For the year ended 31 December 2024

The segment results for the year ended 31 December 2023 are as follows:

| | Property investments and management businesses <i>HK\$'000</i> | Investment business <i>HK\$'000</i> | Toy business <i>HK\$'000</i> | Total <i>HK\$'000</i> |
|--|--|---|------------------------------------|--------------------------|
| Gross revenue from contracts with customers by timing of revenue recognition | | | | |
| – Point in time | – | – | 1,109,399 | 1,109,399 |
| – Over time | 22,430 | – | – | 22,430 |
| Gross revenue from other sources | 138,911 | 6,886 | – | 145,797 |
| Inter-segment revenue | (6,036) | – | – | (6,036) |
| Revenue from external customers | 155,305 | 6,886 | 1,109,399 | 1,271,590 |
| Segment (loss)/profit before depreciation | (67,302) | 6,836 | 213,447 | 152,981 |
| Depreciation | (8,407) | – | (4,218) | (12,625) |
| Segment operating (loss)/profit | (75,709) | 6,836 | 209,229 | 140,356 |
| Other net income/(loss) | 128 | (5,424) | 55,068 | 49,772 |
| Finance costs | (17,295) | (31) | (3,550) | (20,876) |
| | (17,167) | (5,455) | 51,518 | 28,896 |
| Segment (loss)/profit before income tax (<i>Note</i>) | (92,876) | 1,381 | 260,747 | 169,252 |
| Unallocated corporate income | | | | 255 |
| Profit before income tax | | | | 169,507 |

Note:

Segment (loss)/profit before income tax included the following:

| | | | |
|--|-----------|---------|--------|
| Interest income | 23 | 4,913 | 36,089 |
| Dividend income | – | 1,973 | 664 |
| Net revaluation deficit on investment properties | (184,129) | – | – |
| Net gain/(loss) on financial assets at fair value through profit or loss | – | (5,424) | 18,315 |

The segment assets and liabilities as at 31 December 2024 are as follows:

| | Property investments and management businesses <i>HK\$'000</i> | Investment business <i>HK\$'000</i> | Toy business <i>HK\$'000</i> | Total <i>HK\$'000</i> |
|--|--|---|------------------------------------|--------------------------|
| Reportable segment assets (including cash and deposits with banks) | 4,565,614 | 74,191 | 1,370,418 | 6,010,223 |
| Inter-segment elimination | (44) | – | (6,355) | (6,399) |
| Deferred tax assets | | | | 37,665 |
| Taxation recoverable | | | | 22,324 |
| Unallocated assets | | | | 4,113 |
| Total assets | | | | 6,067,926 |
| Reportable segment liabilities | 214,595 | – | 209,200 | 423,795 |
| Inter-segment elimination | (1,511) | – | (4,888) | (6,399) |
| Deferred tax liabilities | | | | 36,410 |
| Taxation payable | | | | 17,890 |
| Unallocated liabilities | | | | 866 |
| Total liabilities | | | | 472,562 |
| Capital expenditure | 38,180 | – | 391 | |

Notes to the Financial Statements

For the year ended 31 December 2024

The segment assets and liabilities as at 31 December 2023 are as follows:

| | Property investments and management businesses HK\$'000 | Investment business HK\$'000 | Toy business HK\$'000 | Total HK\$'000 |
|--|---|------------------------------------|-----------------------------|-------------------|
| Reportable segment assets (including cash and deposits with banks) | 5,093,657 | 105,254 | 1,518,396 | 6,717,307 |
| Inter-segment elimination | (41) | – | (11,202) | (11,243) |
| Deferred tax assets | | | | 52,126 |
| Taxation recoverable | | | | 12,340 |
| Unallocated assets | | | | 7,075 |
| Total assets | | | | 6,777,605 |
| Reportable segment liabilities | 272,871 | – | 352,957 | 625,828 |
| Inter-segment elimination | (1,514) | – | (9,729) | (11,243) |
| Deferred tax liabilities | | | | 42,265 |
| Taxation payable | | | | 53,792 |
| Unallocated liabilities | | | | 876 |
| Total liabilities | | | | 711,518 |
| Capital expenditure | 19,039 | – | 640 | |

5.2 Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's fixed assets, prepayments, right-of-use assets and goodwill ("specified non-current assets"). The geographical location of revenue is based on the country in which the customer is located. The geographical location of the specified non-current assets is based on the physical location of the assets in case of fixed assets and right-of-use assets, and the location of operation to which they are related in case of prepayments and goodwill.

| | Revenue from external customers | | Specified non-current assets | |
|--------------------------------------|------------------------------------|------------------|---------------------------------|------------------|
| | 2024 HK\$'000 | 2023 HK\$'000 | 2024 HK\$'000 | 2023 HK\$'000 |
| Hong Kong (place of domicile) | 160,988 | 161,121 | 4,125,229 | 4,629,707 |
| Americas | | | | |
| – U.S.A. | 653,368 | 765,746 | 181,226 | 185,413 |
| – Others | 54,441 | 68,726 | – | – |
| Europe | 190,287 | 225,297 | 181,703 | 190,739 |
| Asia Pacific other than Hong Kong | 32,746 | 49,597 | 73,490 | 81,857 |
| Others | 388 | 1,103 | – | – |
| | 931,230 | 1,110,469 | 436,419 | 458,009 |
| | 1,092,218 | 1,271,590 | 4,561,648 | 5,087,716 |

5.3 Major customers

The Group's customer base includes two (2023: two) customers with each of whom transactions have exceeded 10% of the Group's total revenue. Revenue from sales to each of these customers amounted to approximately HK\$283,011,000 and HK\$215,710,000 (2023: HK\$292,271,000 and HK\$262,184,000) respectively.

Notes to the Financial Statements

For the year ended 31 December 2024

6 (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/Profit before income tax is stated after charging/(crediting) the following:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------------------|------------------|
| Cost of inventories sold | 391,499 | 437,726 |
| Write down/(Reversal of write down) of inventories | 252 | (2,648) |
| Product development and tooling costs | 31,535 | 30,803 |
| Royalties expenses | 135,586 | 164,879 |
| Direct operating expenses arising from investment properties that generate rental income | 5,322 | 5,499 |
| Direct operating expenses arising from investment properties that did not generate rental income | 2,081 | 1,854 |
| Provision for consumer returns, cooperative advertising, cancellation charges and freight allowance (Note 25) | 65,606 | 83,698 |
| Reversal of unutilised provision for consumer returns, cooperative advertising, cancellation charges and freight allowance (Note 25) | (3,276) | (4,445) |
| Depreciation | | |
| – other property, plant and equipment (Note 14) | 8,724 | 9,378 |
| – right-of-use assets (Note 15.1) | 3,637 | 3,637 |
| Directors' and staff remunerations (Note 12) | 99,760 | 93,187 |
| Allowance for customer concession | 24,063 | 3,980 |
| Net foreign exchange loss/(gain) | 938 | (4,935) |
| Loss/(Gain) on disposal of other property, plant and equipment | 7 | (40) |
| Auditors' remuneration | 2,250 | 2,250 |

7 OTHER NET INCOME

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Net gain on financial assets at fair value through profit or loss (Note): | | |
| – unrealised | 24,930 | 4,006 |
| – realised | 6,521 | 8,885 |
| From Playmates Toys' treasury: | | |
| – interest income | 55,338 | 36,089 |
| – dividend income | 507 | 664 |
| Others | 163 | 197 |
| | 87,459 | 49,841 |

Note:

In the net gain on financial assets at fair value through profit or loss, unrealised gain of HK\$26,517,000 (2023: HK\$14,643,000) and realised gain of HK\$5,449,000 (2023: HK\$3,672,000) was attributable to Playmates Toys' treasury investment.

8 FINANCE COSTS

| | 2024 HK\$'000 | 2023 HK\$'000 |
|-------------------------------|------------------|------------------|
| Interest on bank loans | 11,041 | 17,261 |
| Interest on lease liabilities | 421 | 612 |
| Bank charges | 3,032 | 3,050 |
| | 14,494 | 20,923 |

9 INCOME TAX EXPENSE

9.1 Hong Kong profits tax has been provided at the rate of 16.5% (2023: 16.5%) on the estimated assessable profits for the year. Overseas taxation of overseas subsidiaries is provided in accordance with the applicable tax laws.

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Current taxation | | |
| Hong Kong profits tax | 20,148 | 27,133 |
| Overseas taxation | 29,763 | 39,840 |
| Over provision in prior years – Hong Kong | (18) | (18) |
| (Over)/Under provision in prior years – overseas | (56) | 244 |
| | 49,837 | 67,199 |
| Deferred taxation | | |
| Origination and reversal of temporary differences | 9,133 | (18,068) |
| Income tax expense | 58,970 | 49,131 |

9.2 Reconciliation between tax expense and accounting (loss)/profit at applicable tax rates:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| (Loss)/Profit before income tax | (258,587) | 169,507 |
| Tax on (loss)/profit before income tax, calculated at the rates applicable to (loss)/profit in the tax jurisdiction concerned | (26,251) | 35,720 |
| Tax effect of: | | |
| Non-taxable income | (3,493) | (4,429) |
| Non-deductible expenses | 87,681 | 34,416 |
| Utilisation of previously unrecognised tax losses | (677) | (16,316) |
| Unrecognised tax losses | 1,370 | – |
| Reversal of previously recognised temporary differences | 414 | 766 |
| Recognition of previously unrecognised temporary Differences | – | (1,252) |
| (Over)/Under provision in prior years | (74) | 226 |
| Income tax expense | 58,970 | 49,131 |

Notes to the Financial Statements

For the year ended 31 December 2024

10 DIVIDENDS

10.1 Dividends attributable to the year

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------------------|------------------|
| First interim dividend of HK cents 1.5 per share (2023: HK cents 1.5 per share) | 31,020 | 31,050 |
| Second interim dividend of HK cents 1.5 per share (2023: HK cents 1.5 per share) | 31,020 | 31,050 |
| Special interim dividend of HK cents 1.5 per share (2023: HK cents 1.5 per share) | 31,020 | 31,050 |
| | 93,060 | 93,150 |

At a meeting held on 23 August 2024, the board of directors declared a first interim dividend of HK cents 1.5 per share, which was paid on 27 September 2024.

At a meeting held on 14 March 2025, the board of directors declared a second interim dividend of HK cents 1.5 per share and a special interim dividend of HK cents 1.5 per share to be paid on 24 April 2025 to shareholders whose names appear on the Company's register of members on 8 April 2025. This second interim dividend and special interim dividend declared after the end of the reporting period have not been recognised as liabilities in the financial statements for the year ended 31 December 2024.

The Company does not hold any treasury shares (whether in its own name or which is deposited with CCASS) and no dividends will be received in relation thereto.

10.2 Dividends attributable to previous financial year and paid during the year

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------------------|------------------|
| Dividends in respect of the previous financial year and paid during the year: | | |
| Second interim dividend of HK cents 1.5 per share (2023: HK cents 1.5 per share) | 31,046 | 31,072 |
| Special interim dividend of HK cents 1.5 per share (2023: HK cents 1.5 per share) | 31,045 | 31,071 |
| | 62,091 | 62,143 |

11 (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the loss attributable to owners of the Company of HK\$382,276,000 (2023: profit of HK\$10,340,000) and the weighted average number of ordinary shares of 2,068,969,000 shares (2023: 2,070,737,000 shares) in issue during the year.

Diluted (loss)/earnings per share for the years ended 31 December 2024 and 2023 equals to the basic (loss)/earnings per share as there were no potential ordinary shares.

The dilutive effect of the share options and share awards issued by the Group's listed subsidiary, Playmates Toys Limited was insignificant for the years ended 31 December 2024 and 2023.

12 DIRECTORS' AND STAFF REMUNERATIONS

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Wages, salaries and other benefits | 96,736 | 89,125 |
| Share-based compensation | 97 | – |
| Contributions to defined contribution provident fund (Note) | 2,630 | 2,213 |
| Long service payments expenses (Note 26.1(a)) | 297 | 1,849 |
| | 99,760 | 93,187 |

Note:

Under the Group's defined contribution schemes, there was a forfeiture of HK\$147,000 unvested contribution during the year ended 31 December 2024 (2023: nil). Such forfeited amount was used for reducing the Group's contribution during the current year. There was no balance available to reduce the Group's future contribution at 31 December 2024 and 2023.

13 DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

13.1 Directors' emoluments

The emoluments of each director disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are set out below:

| Name of director | Fee 2024 HK\$'000 | Salary 2024 HK\$'000 | Discretionary bonus 2024 HK\$'000 | Share-based compensation 2024 HK\$'000 | Other benefits 2024 HK\$'000 (Note 1) | Employer's contribution to provident fund 2024 HK\$'000 | Total 2024 HK\$'000 |
|--|-------------------------|----------------------------|--|---|---|--|---------------------------|
| CHAN, Helen | 20 | 2,640 | 87 | – | 65 | 36 | 2,848 |
| CHAN Kong Keung, Stephen | 20 | 2,112 | 69 | – | 52 | 36 | 2,289 |
| CHAN Kwong Fai, Michael | – | 2,228 | 2,356 | – | 217 | 134 | 4,935 |
| LEE Ka Sze, Carmelo | 350 | – | – | – | – | – | 350 |
| LO Kai Yiu, Anthony | 430 | – | – | – | – | – | 430 |
| OR Ching Fai, Raymond | 400 | – | – | – | – | – | 400 |
| TANG Wing Yung, Thomas (passed away on 17 October 2024) | 318 | – | – | – | – | – | 318 |
| TSIM Tak Chee (appointed on 6 December 2024) | 28 | – | – | – | – | – | 28 |
| | 1,566 | 6,980 | 2,512 | – | 334 | 206 | 11,598 |

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For the year ended 31 December 2024

| Name of director | Fee 2023 HK\$'000 | Salary 2023 HK\$'000 | Discretionary bonus 2023 HK\$'000 | Share-based compensation 2023 HK\$'000 | Other benefits 2023 HK\$'000 (Note 1) | Employer's contribution to provident fund 2023 HK\$'000 | Total 2023 HK\$'000 |
|--------------------------|-------------------------|----------------------------|--|---|---|--|---------------------------|
| CHAN, Helen | 16 | 2,640 | 192 | – | 29 | 36 | 2,913 |
| CHAN Kong Keung, Stephen | 20 | 2,112 | 152 | – | 29 | 36 | 2,349 |
| CHAN Kwong Fai, Michael | – | 3,174 | 5,246 | – | 167 | 134 | 8,721 |
| LEE Ka Sze, Carmelo | 331 | – | – | – | – | – | 331 |
| LO Kai Yiu, Anthony | 404 | – | – | – | – | – | 404 |
| OR Ching Fai, Raymond | 385 | – | – | – | – | – | 385 |
| TANG Wing Yung, Thomas | 362 | – | – | – | – | – | 362 |
| | 1,518 | 7,926 | 5,590 | – | 225 | 206 | 15,465 |

Notes:

- Other benefits include medical allowance.

None of the directors have waived the right to receive their emoluments for the years ended 31 December 2024 and 2023. There was no compensation for loss of office and/or inducement for joining the Group paid/payable to the directors in respect of the years ended 31 December 2024 and 2023.

13.2 Five highest paid individuals

Two (2023: two) of the five highest paid individuals are directors, whose emoluments are disclosed above. Details of the emoluments of the other three (2023: three) highest paid individuals are as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Salaries, other allowances and benefits in kind | 6,925 | 5,860 |
| Bonuses | 1,328 | 2,945 |
| Share-based compensation | 96 | — |
| Employer's contributions to provident fund | 167 | 224 |
| | 8,516 | 9,029 |

The emoluments of these three (2023: three) individuals are within the following bands:

| | Number of individuals | |
|-----------------------|-----------------------|------|
| | 2024 | 2023 |
| HK\$ | | |
| 2,000,001 – 2,500,000 | 1 | — |
| 2,500,001 – 3,000,000 | 1 | 2 |
| 3,000,001 – 3,500,000 | 1 | — |
| 3,500,001 – 4,000,000 | — | 1 |
| | 3 | 3 |

Notes to the Financial Statements

For the year ended 31 December 2024

14 FIXED ASSETS

| | Land and buildings HK\$'000 | Vehicle, equipment, furniture and fixtures HK\$'000 | Computers HK\$'000 | Sub-total HK\$'000 | Investment properties HK\$'000 | Total HK\$'000 |
|------------------------------------|-----------------------------------|--|-----------------------|-----------------------|--------------------------------------|-------------------|
| Cost or valuation | | | | | | |
| At 1 January 2024 | 147,800 | 89,472 | 5,595 | 242,867 | 4,933,614 | 5,176,481 |
| Exchange fluctuation | – | (1,220) | – | (1,220) | (11,765) | (12,985) |
| Additions | – | 3,221 | 366 | 3,587 | – | 3,587 |
| Capitalised subsequent expenditure | – | – | – | – | 34,984 | 34,984 |
| Disposals | – | – | (187) | (187) | – | (187) |
| Net revaluation deficit | – | – | – | – | (539,864) | (539,864) |
| At 31 December 2024 | 147,800 | 91,473 | 5,774 | 245,047 | 4,416,969 | 4,662,016 |
| Accumulated depreciation | | | | | | |
| At 1 January 2024 | 59,747 | 38,593 | 5,190 | 103,530 | – | 103,530 |
| Exchange fluctuation | – | (578) | – | (578) | – | (578) |
| Charge for the year | 5,953 | 2,461 | 310 | 8,724 | – | 8,724 |
| Disposals | – | – | (180) | (180) | – | (180) |
| At 31 December 2024 | 65,700 | 40,476 | 5,320 | 111,496 | – | 111,496 |
| Net book value | | | | | | |
| At 31 December 2024 | 82,100 | 50,997 | 454 | 133,551 | 4,416,969 | 4,550,520 |

Surplus/(deficit) on revaluation of land and buildings is recognised in other comprehensive income and included under “property revaluation reserve”.

Net revaluation (deficit)/surplus of investment properties is recognised in the line item “net revaluation (deficit)/surplus on investment properties” on the face of the consolidated income statement.

Exchange fluctuation of investment properties is recognised in other comprehensive income in “exchange reserve”.

| | Land and buildings <i>HK\$'000</i> | Vehicle, equipment, furniture and fixtures <i>HK\$'000</i> | Computers <i>HK\$'000</i> | Sub-total <i>HK\$'000</i> | Investment properties <i>HK\$'000</i> | Total <i>HK\$'000</i> |
|------------------------------------|--|---|------------------------------|------------------------------|---|--------------------------|
| Cost or valuation | | | | | | |
| At 1 January 2023 | 147,800 | 86,960 | 10,565 | 245,325 | 5,096,744 | 5,342,069 |
| Exchange fluctuation | – | 1,986 | – | 1,986 | 2,499 | 4,485 |
| Additions | – | 2,005 | 328 | 2,333 | – | 2,333 |
| Capitalised subsequent expenditure | – | – | – | – | 18,500 | 18,500 |
| Disposals | – | (1,479) | (5,298) | (6,777) | – | (6,777) |
| Net revaluation deficit | – | – | – | – | (184,129) | (184,129) |

| | | | | | | |
|---------------------|---------|--------|-------|---------|-----------|-----------|
| At 31 December 2023 | 147,800 | 89,472 | 5,595 | 242,867 | 4,933,614 | 5,176,481 |
|---------------------|---------|--------|-------|---------|-----------|-----------|

Accumulated depreciation

| | | | | | | |
|----------------------|--------|---------|---------|---------|---|---------|
| At 1 January 2023 | 53,794 | 36,165 | 10,195 | 100,154 | – | 100,154 |
| Exchange fluctuation | – | 760 | – | 760 | – | 760 |
| Charge for the year | 5,953 | 3,138 | 287 | 9,378 | – | 9,378 |
| Disposals | – | (1,470) | (5,292) | (6,762) | – | (6,762) |

| | | | | | | |
|---------------------|--------|--------|-------|---------|---|---------|
| At 31 December 2023 | 59,747 | 38,593 | 5,190 | 103,530 | – | 103,530 |
|---------------------|--------|--------|-------|---------|---|---------|

Net book value

| | | | | | | |
|---------------------|--------|--------|-----|---------|-----------|-----------|
| At 31 December 2023 | 88,053 | 50,879 | 405 | 139,337 | 4,933,614 | 5,072,951 |
|---------------------|--------|--------|-----|---------|-----------|-----------|

The Group's interests in properties at their net book values are analysed as follows:

| | 2024 | | 2023 | |
|---------------------------|--|---|--|---|
| | Land and buildings <i>HK\$'000</i> | Investment properties <i>HK\$'000</i> | Land and buildings <i>HK\$'000</i> | Investment properties <i>HK\$'000</i> |
| In Hong Kong, held under: | | | | |
| Long term leases | – | 627,000 | – | 680,000 |
| Medium term leases | 82,100 | 3,408,500 | 88,053 | 3,853,500 |
| Outside Hong Kong: | | | | |
| Freehold | – | 381,469 | – | 400,114 |
| | 82,100 | 4,416,969 | 88,053 | 4,933,614 |

Notes to the Financial Statements

For the year ended 31 December 2024

Fair value measurement of investment properties

(i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

| | 2024 | | | |
|--|---------------------|---------------------|---------------------|-------------------|
| | Level 1 HK\$'000 | Level 2 HK\$'000 | Level 3 HK\$'000 | Total HK\$'000 |
| Recurring fair value measurement: | | | | |
| Investment properties in Hong Kong | – | – | 4,035,500 | 4,035,500 |
| Investment properties outside Hong Kong | – | – | 381,469 | 381,469 |
| | – | – | 4,416,969 | 4,416,969 |
| | | | | |
| | 2023 | | | |
| | Level 1 HK\$'000 | Level 2 HK\$'000 | Level 3 HK\$'000 | Total HK\$'000 |
| Recurring fair value measurement: | | | | |
| Investment properties in Hong Kong | – | – | 4,533,500 | 4,533,500 |
| Investment properties outside Hong Kong | – | – | 400,114 | 400,114 |
| | – | – | 4,933,614 | 4,933,614 |

During the years ended 31 December 2024 and 2023, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The investment properties in Hong Kong were revalued as at 31 December 2024 and 2023. The valuations were carried out by an independent firm of surveyors, Savills Valuation and Professional Services Limited, who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of the properties being valued.

The investment properties outside Hong Kong were revalued as at 31 December 2024 and 2023. The valuations were carried out by independent firms of surveyors, Knight Frank LLP, Cushman & Wakefield, Inc. and Savills Japan Co., Ltd., who have among their staff members of the Royal Institution of Chartered Surveyors, Certified General Real Estate Appraisers and Japan Association of Real Estate Appraisers, with recent experience in the location and category of the properties being valued.

The Group's management has discussion with the surveyors on the valuation assumptions when the valuation is performed at each interim and annual reporting period end.

(ii) *Information about Level 3 fair value measurements*

| | Valuation technique | Unobservable input | Weighted average |
|---|------------------------------------|---|-----------------------------|
| Investment properties in Hong Kong | (a) Income capitalisation approach | Prevailing market rent per square foot | HK\$68 (2023: HK\$74) |
| | | Capitalisation rate | 3.7% (2023: 3.6%) |
| | (b) Market comparison approach | Discount on quality, location, view and floor level of the properties | 1.1% (2023: 2.9%) |
| | | | |
| | (c) Residual valuation approach | Market price per square foot | HK\$6,860 (2023: HK\$7,620) |
| | | Estimated cost to completion | HK\$2,285 (2023: HK\$2,385) |
| | | Estimated developer's profit margin | 20% (2023: 20%) |
| Investment properties outside Hong Kong | Market comparison approach | Premium on location and quality of the properties | 1.5% (2023: 3.1%) |

Notes to the Financial Statements

For the year ended 31 December 2024

The fair value of investment properties located in Hong Kong is determined using one of the following valuation techniques:

(a) Income capitalisation approach:

This approach capitalises the net income associated with the properties using capitalisation rates. The valuation takes into account the prevailing market rent, which is estimated by independent valuers with reference to recent lettings of comparable properties. The capitalisation rates used have been adjusted for the quality and location of the properties. The fair value measurement is positively correlated to the rental, and negatively correlated to the capitalisation rates.

(b) Market comparison approach:

This approach makes reference to recent sales price of comparable properties on a price per square foot basis, adjusted for a premium or a discount mainly specific to the quality, location, view and floor level of the properties compared to the recent sales. The fair value measurement is positively correlated to the quality, location, view and floor level.

(c) Residual valuation approach:

The residual valuation method involves firstly the assessment of gross development value, which is the value of the proposed development, as if completed at the date of valuation by market comparison approach and income capitalisation approach. Estimated outstanding cost of the development including costs of construction, professional fee, finance costs and associated costs, plus an allowance for developer's risk and profit, estimated by the independent valuers, are then deducted from the gross development value. The resultant residue figure is the fair value. The fair value measurement is positively correlated to the market price and market rent, and negatively correlated to the estimated construction/other costs to completion and the estimated developer's profit margin.

The fair value of investment properties located outside Hong Kong is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis, adjusted for a premium or a discount mainly specific to the location and quality of the properties compared to the recent sales. The fair value measurement is positively correlated to the location and quality.

Details of the principal properties of the Group as at 31 December 2024 and 2023 are as follows:

| Location | Use | Category of the lease | Group's interest |
|---|-------------|------------------------------|-------------------------|
| The Toy House 100 Canton Road Tsimshatsui, Hong Kong | Commercial | Medium term lease | 100% |
| A number of residential flats situated at Nos. 21 & 21A and Nos. 23 & 23A MacDonnell Road Midlevel, Hong Kong | Residential | Long term lease | 100% |
| Playmates Factory Building 1 Tin Hau Road Tuen Mun, Hong Kong | Industrial | Medium term lease | 100% |

At 31 December 2024, certain of the Group's investment properties and land and buildings with a net book value of approximately HK\$3,856,000,000 and HK\$82,100,000 (2023: HK\$4,334,900,000 and HK\$88,053,000) respectively were pledged to secure general banking facilities granted to the Group (note 22).

15 RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

15.1 Right-of-use assets

Movement during the year:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|-----------------------|--------------------------------|--------------------------------|
| At 1 January | 8,789 | 12,426 |
| Depreciation | (3,637) | (3,637) |
| At 31 December | 5,152 | 8,789 |

The right-of-use assets represent the Group's rights to use leased premises as offices over the lease terms.

Notes to the Financial Statements

For the year ended 31 December 2024

15.2 Lease liabilities

(i) Maturity analysis:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Within one year | 4,326 | 3,987 |
| In the second year | 1,924 | 4,326 |
| In the third to fifth year | – | 1,924 |
| | 6,250 | 10,237 |
| Current portion included in current liabilities | (4,326) | (3,987) |
| Non-current portion included in non-current liabilities | 1,924 | 6,250 |

(ii) Movement during the year:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|-----------------------|------------------|------------------|
| At 1 January | 10,237 | 13,905 |
| Interest expenses | 421 | 612 |
| Lease payments | (4,408) | (4,280) |
| At 31 December | 6,250 | 10,237 |

(iii) Total cash outflows for leases during the year ended 31 December 2024 were HK\$4,408,000 (2023: HK\$4,280,000), included within financing cash flows in the consolidated cash flow statement.

16 GOODWILL

| | HK\$'000 |
|--|----------|
| Gross and net carrying amount | |
| At 1 January 2023, 31 December 2023 and 31 December 2024 | 5,976 |

17 INTEREST IN SUBSIDIARIES

Details of the principal subsidiaries of the Company as at 31 December 2024 and 2023 are as follows:

| Name of company | Place of incorporation | Total issued and fully paid shares | Effective percentage holding | Principal activities, place of operation |
|---|----------------------------|--|------------------------------------|--|
| <i>Shares held indirectly:</i> | | | | |
| Bagnols Limited | Hong Kong | 3,001,000 ordinary shares | 100% (2023: 100%) | Property investment, Hong Kong |
| Belmont Limited | Hong Kong | 100 ordinary shares | 100% (2023: 100%) | Property investment, Hong Kong |
| City Style Properties Limited | The British Virgin Islands | 1 ordinary share of US\$1 each | 100% (2023: 100%) | Property investment, Hong Kong |
| PIL Finance Limited | The British Virgin Islands | 1 ordinary share of US\$1 each | 100% (2023: 100%) | Investment holding, Hong Kong |
| Playmates International Company Limited | Hong Kong | 1 ordinary share | 50.85% (2023: 50.82%) (Note) | Toy development, marketing and distribution and related investment activities, Hong Kong |
| Playmates Toys Inc. | U.S.A. | 305,000 common stocks of US\$30 each | 50.85% (2023: 50.82%) (Note) | Toy marketing and distribution, U.S.A. |
| Playmates Toys Limited | Bermuda | 1,180,000,000 ordinary shares of HK\$0.01 each | 50.85% (2023: 50.82%) (Note) | Investment holding, Hong Kong |
| Prestige Property Management Limited | Hong Kong | 2 ordinary shares | 100% (2023: 100%) | Property management, Hong Kong |
| Team Green Innovation Inc. | U.S.A. | 10 common stocks of US\$0.01 each | 50.85% (2023: 50.82%) (Note) | Product design and development services, U.S.A. |

Note: As at 31 December 2024, the Group has 50.85% equity interest in these companies (2023: 50.82%). As the Group is the majority shareholder of these companies and has control over these companies, thus these companies are subsidiaries of the Group.

The above table includes subsidiaries of the Company which principally affected the results for the year or formed a substantial portion of the net assets of the Group.

Notes to the Financial Statements

For the year ended 31 December 2024

The following table lists out the information relating to Playmates Toys Limited, the only subsidiary of the Group which has material non-controlling interest ("NCI"). The summarised financial information presented below represents the amounts before any inter-company elimination.

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------------------|------------------|
| NCI percentage | 49.15% | 49.18% |
| Non-current assets | 43,327 | 68,921 |
| Current assets | 1,381,805 | 1,499,189 |
| Current liabilities | (220,756) | (391,521) |
| Non-current liabilities | (3,254) | (12,672) |
| Net assets | 1,201,122 | 1,163,917 |
| Carrying amount of NCI | 590,382 | 572,446 |
| Revenue | 931,334 | 1,109,399 |
| Profit for the year | 131,628 | 223,745 |
| Total comprehensive income | 131,781 | 223,700 |
| Profit allocated to NCI | 64,719 | 110,036 |
| Dividends paid to NCI | 46,442 | 23,214 |
| Cash flows generated from operating activities | 76,873 | 86,415 |
| Cash flows generated from/(used in) investing activities | 208,079 | (570,979) |
| Cash flows used in financing activities | (104,545) | (56,176) |

18 INVENTORIES

As at 31 December 2024, inventories represent finished toys products with carrying amount of HK\$27,654,000 (2023: HK\$58,886,000). During the year ended 31 December 2023, there was a reversal of write down of inventories HK\$2,648,000 arising from sales of written down inventories.

19 TRADE RECEIVABLES

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Trade receivables | 177,322 | 353,732 |
| Less: Allowance for customer concession | (38,847) | (23,211) |
| | 138,475 | 330,521 |

The Group grants credits to retail customers of the toy business to facilitate the sale of slow moving merchandise held by such customers. Such allowance for customer concession is arrived by using available contemporary and historical information to evaluate the exposure.

19.1 Aging analysis

The normal trade terms with toy business customers are letters of credit at sight or usance or on open accounts with credit term in the range of 60 to 90 days (2023: 60 to 90 days). For property investments and management business, no credit term is granted to tenants and customers. The following is an aging analysis of trade receivables based on the invoice date at the end of the reporting period:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---------------|------------------|------------------|
| 0 – 60 days | 90,810 | 254,223 |
| 61 – 90 days | 35,870 | 71,745 |
| 91 – 180 days | 8,368 | 4,250 |
| Over 180 days | 3,427 | 303 |
| | 138,475 | 330,521 |

19.2 Trade receivables that are not impaired

The aging analysis of trade receivables that are not impaired is as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|-------------------------------|------------------|------------------|
| Neither past due nor impaired | 108,331 | 279,276 |
| 1 – 90 days past due | 29,024 | 50,591 |
| 91 – 180 days past due | 306 | 351 |
| Over 180 days past due | 814 | 303 |
| | 30,144 | 51,245 |
| | 138,475 | 330,521 |

Receivables that were neither past due nor impaired related to customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to customers that have a good track record of credit with the Group. Based on past experience and forward looking elements of the Group, impairment allowance in respect of these balances is considered to be insignificant, as there has not been a significant change in credit quality and the balances are expected to be fully recoverable. The Group does not hold any collateral over these balances. Details of the Group's credit risk management practices are disclosed in note 34.2.2.

Notes to the Financial Statements

For the year ended 31 December 2024

20 DEPOSITS PAID, OTHER RECEIVABLES AND PREPAYMENTS

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Advanced royalties (Note (i)) | 48,851 | 32,256 |
| Prepaid mold and line tooling expenses | 4,163 | 3,393 |
| Prepaid marketing expenses | 4,064 | — |
| Deferred rental income (Note (ii)) | 474 | 86 |
| Miscellaneous prepaid expenses, deposits paid and receivables | 10,603 | 10,024 |
| | 68,155 | 45,759 |

Note:

- (i) These advanced royalties are recoupable by the Group against future royalties payable to toy licensors for future sales of licensed toy products.
- (ii) Deferred rental income are related to rent free periods and rental concessions given to tenants, which are amortised over the respective lease terms.

21 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Equity investments listed in Hong Kong | 32,371 | 33,192 |
| Equity investments listed outside Hong Kong | 76,745 | 62,132 |
| | 109,116 | 95,324 |

22 BANK LOANS

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Secured bank loans repayable | | |
| Within one year | 172,200 | 217,175 |
| In the second year | 3,200 | 7,200 |
| In the third to fifth year | — | 3,200 |
| | 175,400 | 227,575 |
| Current portion included in current liabilities | (172,200) | (217,175) |
| Non-current portion included in non-current liabilities | 3,200 | 10,400 |

As at 31 December 2024 and 2023, all bank loans were denominated in HK dollar. All bank loans were on a floating interest rate basis and their effective interest rate at the end of the reporting period was 5.49% p.a. (2023: 6.54% p.a.).

The carrying amounts of short term bank loans approximate their fair value.

As at 31 December 2024, the Group has banking facilities amounting to HK\$761,200,000 (2023: HK\$843,375,000), of which HK\$175,400,000 (2023: HK\$227,575,000) were utilised.

The banking facilities of certain subsidiaries are secured by investment properties and land and buildings with net book value of HK\$3,856,000,000 and HK\$82,100,000 (2023: HK\$4,334,900,000 and HK\$88,053,000) respectively of the Group at 31 December 2024.

The Company has provided guarantees with respect to banking facilities made available to subsidiaries amounting to HK\$360,000,000 (2023: HK\$360,000,000), of which HK\$nil (2023: HK\$74,975,000) of such banking facilities were utilised as at 31 December 2024. This represents the Company's exposure under the financial guarantee contracts. Under the guarantee contracts, the Company would be liable to pay the banks if the banks are unable to recover the loans. No provision for the Company's obligation under the financial guarantee contracts has been made as it was not probable that the repayment of loans would be in default.

23 TRADE PAYABLES

The following is an aging analysis of trade payables based on the invoice date at the end of the reporting period:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--------------|--------------------------------|--------------------------------|
| 0 – 30 days | 21,851 | 91,315 |
| 31 – 60 days | 1,389 | 66 |
| Over 60 days | 34 | 9 |
| | 23,274 | 91,390 |

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For the year ended 31 December 2024

24 DEPOSITS RECEIVED, OTHER PAYABLES AND ACCRUED CHARGES

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------------------|------------------|
| Contract liabilities | | |
| – Purchase commitment guarantee deposits from toy distributors (<i>Note (i)</i>) | 7,081 | 11,593 |
| – Sales deposits received in advance (<i>Note (ii)</i>) | 10,192 | 10,439 |
| Security deposits and advance receipts from tenants | 25,308 | 26,574 |
| Accrued product development, sales, marketing, licensing and distribution expenses | 16,931 | 30,005 |
| Accrued royalties | 68,580 | 93,295 |
| Accrued directors' and staff remunerations | 14,654 | 19,985 |
| Withholding tax payable | 3,394 | 9,652 |
| Accrued administrative expenses and professional fees | 10,235 | 17,365 |
| | 156,375 | 218,908 |

Notes:

- (i) Certain toy distributors paid a non-refundable purchase commitment guarantee deposit in consideration of the Group granting distribution rights for sales and marketing of licensed toy products in certain territories and within a certain time period according to the distribution agreement. The distributor is entitled to recoup this paid deposit against purchases of licensed toy products from the Group by deducting a certain percentage from each sales transaction amount payable to the Group until such deposit is fully recouped. The Group recognises the recouped deposit balance as revenue at the same point of time when the products are delivered to the distributor. During the year ended 31 December 2024, the Group has recognised revenue of HK\$4,512,000 (2023: HK\$10,600,000) from the balance as at the beginning of the reporting period.

Any unrecouped purchase commitment guarantee deposit at the expiry of a distribution agreement shall be forfeited and credited to profit or loss of the Group. During the years ended 31 December 2024 and 2023, HK\$nil of such deposits has been forfeited and recorded as other revenue.

- (ii) This balance represents sales deposits received in advance from toy distributors before delivery of products. The Group recognised this sales deposit balance as revenue when the products are delivered to distributors. During the year ended 31 December 2024, the Group has recognised revenue of HK\$10,439,000 (2023: HK\$13,917,000) from the balance as at the beginning of the reporting period.

25 PROVISIONS

| | Consumer returns HK\$'000 | Cooperative advertising HK\$'000 | Cancellation charges HK\$'000 | Freight allowance HK\$'000 | Total HK\$'000 |
|-----------------------------------|------------------------------|-------------------------------------|----------------------------------|-------------------------------|-------------------|
| At 1 January 2024 | 11,094 | 37,713 | 1,535 | 15,071 | 65,413 |
| Additional provisions made | 6,638 | 44,689 | 31 | 14,248 | 65,606 |
| Reversal of unutilised provisions | (70) | (1,488) | (1,415) | (303) | (3,276) |
| Reclassified from accrued charges | – | – | 562 | – | 562 |
| Provisions utilised | (8,134) | (50,998) | (303) | (13,796) | (73,231) |
| At 31 December 2024 | 9,528 | 29,916 | 410 | 15,220 | 55,074 |

26 LONG SERVICE PAYMENT LIABILITIES

Hong Kong employees that have been employed continuously for at least five years are entitled to LSP in accordance with the Hong Kong Employment Ordinance under certain circumstances. The amount payable is determined with reference to the employee's final salary and the years of service, reduced by the amount of any accrued benefits derived from the Group's contributions to MPF scheme. Currently, the Group does not have any separate funding arrangement in place to meet its LSP obligation.

In June 2022, the Government gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the "Amendment Ordinance"), which will eventually abolish the statutory right of an employer to reduce its LSP payable to a Hong Kong employee by drawing on its mandatory contributions to the MPF scheme. The Government has subsequently announced that the Amendment Ordinance will come into effect from 1 May 2025 (the "Transition Date"). Separately, the Government is also expected to introduce a subsidy scheme to assist employers after the abolition.

Among other things, once the abolition of the offsetting mechanism takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory MPF contributions (irrespective of the contributions made before, on or after the Transition Date) to reduce the LSP in respect of an employee's service from the Transition Date. However, where an employee's employment commenced before the Transition Date, the employer can continue to use the above accrued benefits to reduce the LSP in respect of the employee's service up to that date; in addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee's monthly salary immediately before the Transition Date and the years of service up to that date.

26.1 Movement of long service payment liabilities

The amounts recognised in the consolidated statement of financial position is the present value of unfunded obligations and its movement are as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| At 1 January | 1,938 | — |
| Current service cost (Note (a)) | 210 | 162 |
| Past service cost (Note (a) and (b)) | — | 1,624 |
| Interest cost (Note (a)) | 87 | 63 |
| Remeasurement arising from experience adjustments and changes in actuarial assumptions | (346) | 89 |
| At 31 December | 1,889 | 1,938 |

Notes:

- (a) During the year ended 31 December 2024, total long service payments expenses charged to profit or loss including current service cost, past service cost and interest cost amounted to HK\$297,000 (2023: HK\$1,849,000). They are recognised in administrative expenses.
- (b) As the amount of offsettable accrued benefits under the MPF Scheme is expected to decrease once the abolition of the offsetting arrangement takes effect, the expected reduction in the related negative benefits in the future has been attributed to each employee's past service periods. This leads to an adjustment for the past service cost of \$1,624,000 in the year ended 31 December 2023.
- (c) The weighted average duration of the long service payment liabilities as at 31 December 2024 is 12.6 years (2023: 13.9 years).

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26.2 Significant actuarial assumptions and sensitivity analysis

An actuarial valuation of long service payment liabilities was carried out at 31 December 2024 by Aon Hong Kong Limited, an independent qualified actuary firm, using the projected unit credit method.

The principal actuarial assumptions used are as follows:

| | 2024 | 2023 |
|--|----------|----------|
| Discount rate | 3.4% | 4.5% |
| Expected rate of future salary increment | 1.9% p.a | 3.2% p.a |

The below analysis shows how the long service payment liabilities would have increased/ (decreased) as a result of 0.5% change in the significant actuarial assumptions:

| | 2024 | | 2023 | |
|---|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | Increase in 0.5% HK\$'000 | Decrease in 0.5% HK\$'000 | Increase in 0.5% HK\$'000 | Decrease in 0.5% HK\$'000 |
| Discount rate | (113) | 123 | (127) | 139 |
| Expected rate of future salary increment | 7 | (15) | 8 | (14) |

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

27 DEFERRED TAXATION

Deferred taxation is calculated in full on temporary differences under the liability method using taxation rate of 16.5% (2023: 16.5%) in Hong Kong, and federal and state tax rates of 21% (2023: 21%) and 8.84% (2023: 8.84%) respectively in the U.S..

The movement in the deferred tax assets/(liabilities) during the year is as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--------------------------------------|------------------|------------------|
| At 1 January | 9,861 | (8,028) |
| (Charged)/Credited to profit or loss | (9,133) | 18,068 |
| (Charged)/Credited to reserves | (14) | 15 |
| Exchange fluctuation | 541 | (194) |
| At 31 December | 1,255 | 9,861 |

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year (prior to offsetting of balances within the same taxation jurisdiction) are as follows:

| | Investment properties revaluation surplus HK\$'000 | Accelerated tax depreciation HK\$'000 | Unrealised profits on inventories HK\$'000 | Tax losses HK\$'000 | Other temporary differences HK\$'000 (Note (a)) | Employee benefits HK\$'000 (Note (b)) | Total HK\$'000 |
|---|--|--|---|---------------------------|---|--|-------------------|
| At 1 January 2023 | (11,224) | (31,563) | 4,543 | 2,552 | 24,825 | 2,839 | (8,028) |
| Credited/(Charged) to profit or loss | 209 | (2,149) | 13,086 | 3,233 | 4,185 | (496) | 18,068 |
| Credited to other comprehensive income | – | – | – | – | – | 15 | 15 |
| Exchange fluctuation | (194) | – | – | – | – | – | (194) |
| At 31 December 2023 and 1 January 2024 | (11,209) | (33,712) | 17,629 | 5,785 | 29,010 | 2,358 | 9,861 |
| Credited/(Charged) to profit or loss | 6,635 | (2,088) | (9,964) | 3,282 | (6,353) | (645) | (9,133) |
| Charged to other comprehensive income | – | – | – | – | – | (14) | (14) |
| Exchange fluctuation | 541 | – | – | – | – | – | 541 |
| At 31 December 2024 | (4,033) | (35,800) | 7,665 | 9,067 | 22,657 | 1,699 | 1,255 |

Notes:

- (a) Other temporary differences mainly represent the provisions and unrealised gain on investments.
(b) Employee benefits represents share-based compensation and long service payment liabilities.

The amounts recognised in the consolidated statement of financial position are as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---------------------------------------|------------------|------------------|
| Deferred tax assets | 37,665 | 52,126 |
| Deferred tax liabilities | (36,410) | (42,265) |
| Net deferred tax assets/(liabilities) | 1,255 | 9,861 |

Deferred tax assets not recognised

The Group's cumulative unrecognised tax losses as of 31 December 2024 amounted to HK\$11,071,000 (31 December 2023: HK\$6,869,000). These tax losses do not expire under respective current tax legislation.

Deferred tax liabilities not recognised

As at 31 December 2024, temporary differences relating to the undistributed profits of certain subsidiaries of the Group amounted to HK\$853,735,000 (2023: HK\$761,063,000). Deferred tax liabilities have not been recognised in respect of the tax that would be payable on the distribution of these retained profits.

Notes to the Financial Statements

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28 EQUITY SETTLED SHARE-BASED TRANSACTIONS

28.1 Share option scheme

(i) **Share option scheme of the Company**

The Company has not adopted any share option scheme and has no share option outstanding during the years ended 31 December 2024 and 2023.

(ii) **Share option scheme of Playmates Toys Limited (“PTL”), an indirectly non-wholly owned subsidiary of the Company**

A share option scheme of PTL was adopted on 21 May 2018 (“2018 PTL Scheme”). Under the 2018 PTL Scheme, a nominal consideration at HK\$10 was paid by each option holder for each lot of share options granted. Share options are exercisable in stages in accordance with the terms of the 2018 PTL Scheme within ten years after the date of grant. Following the adoption of PTL Share Award Scheme (see note 28.2(ii)), the 2018 PTL Scheme was terminated on 19 May 2023 and no further options will be granted thereunder. All outstanding options already granted under the 2018 PTL Scheme shall continue to be valid and exercisable in accordance with the provisions of the 2018 PTL Scheme and their terms of issue.

All share-based compensation under the share option scheme will be settled in equity.

The number and weighted average exercise price of share options granted under the 2018 PTL Scheme are as follows:

| | 2024 | | 2023 | |
|-------------------------------|--|------------------------------|--|------------------------------|
| | Weighted average exercise price HK\$ | Number of options '000 | Weighted average exercise price HK\$ | Number of options '000 |
| At 1 January | 0.809 | 40,296 | 0.821 | 46,607 |
| Granted | | — | | — |
| Exercised | | — | 0.826 | (700) |
| Lapsed | 0.793 | (20,600) | 0.907 | (5,611) |
| At 31 December | 0.826 | 19,696 | 0.809 | 40,296 |
| Exercisable at 31 December | 0.826 | 19,696 | 0.809 | 40,296 |

Subject to the waiver or variation by the board of PTL from time to time at its sole discretion, in general 25% of the shares options granted shall be vested each year commencing on the date of grant and exercisable until the expiration of the relevant option period. No share options were cancelled during the year.

The share options outstanding at 31 December 2024 had a weighted average remaining contractual life of 3.49 years (2023: 2.26 years).

In the years ended 31 December 2024 and 2023, the amount of share-based compensation expense charged to the consolidated income statement was nil and correspondingly the amount credited to PTL's share-based compensation reserve was nil. No liabilities were recognised for share-based payment transactions.

28.2 Share award scheme

(i) Share award scheme of the Company

The Company has not adopted any share award scheme and has no share award outstanding during the years ended 31 December 2024 and 2023.

(ii) Share award scheme of PTL

A share award plan was adopted by PTL on 19 May 2023 (“PTL Share Award Plan”). Unless otherwise cancelled or amended, the PTL Share Award Plan shall remain in force for a period of 10 years until 18 May 2033.

During the year ended 31 December 2024, 6,000,000 PTL shares were granted to selected participants pursuant to the PTL Share Award Plan and all the said awarded shares will vest on 6 December 2025. Details of the PTL shares awarded under the PTL Share Award Plan during the year ended 31 December 2024 are as follows:

| Date of grant | Fair value per PTL share (Note a) HK\$ | Number of PTL share awards | | | | Unvested awards at 31 December 2024 | Vesting Date |
|-----------------|--|--|-------------------------------|------------------------------|------------------------------|--|-----------------|
| | | Unvested awards at 1 January 2024 | Granted during the year | Vested during the year | Lapsed during the year | | |
| 6 December 2024 | 0.58 | - | 6,000,000 | - | - | 6,000,000 | 6 December 2025 |

Note:

- (a) The fair value of the awarded PTL shares was based on the closing price per share at the date of grant and adjusted by the fair value of the dividends during the vesting period as the grantees are not entitled to dividends during the vesting period.

During the year ended 31 December 2023, no share award was granted to any eligible participant by PTL under the PTL Share Award Plan since its adoption and no PTL share was allotted and issued under the PTL Share Award Plan. No PTL share was vested, cancelled or lapsed under the PTL Share Award Plan. There was no unvested award at the beginning and at the end of the year.

In the year ended 31 December 2024, HK\$290,000 share-based compensation expense had been charged to the consolidated income statement and the corresponding amount of which had been credited to PTL's share-based compensation reserve (2023: HK\$nil). No liabilities were recognized for share-based payment transactions.

During the years ended 31 December 2024 and 2023, neither PTL nor the trustee of Share Award Plan held or transferred any treasury shares of PTL for the purpose of satisfying share options or awards granted or to be granted under the Share Award Plan and Share Option Scheme.

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For the year ended 31 December 2024

29 EQUITY – GROUP AND COMPANY

29.1 Share capital

| | Authorised Ordinary shares of HK\$0.01 each | |
|--|--|-----------------|
| | <i>No. of shares</i> | <i>HK\$'000</i> |
| At 31 December 2024 and 2023 | 30,000,000,000 | 300,000 |
| | Issued and fully paid Ordinary shares of HK\$0.01 each | |
| | <i>No. of shares</i> | <i>HK\$'000</i> |
| At 1 January 2023 | 2,073,490,000 | 20,735 |
| Cancellation of repurchased shares | (3,490,000) | (35) |
| At 31 December 2023 and 1 January 2024 | 2,070,000,000 | 20,700 |
| Cancellation of repurchased shares (<i>Note</i>) | (2,000,000) | (20) |
| At 31 December 2024 | 2,068,000,000 | 20,680 |

Note:

During the year ended 31 December 2024, the Company repurchased for cancellation a total of 2,000,000 shares of HK\$0.01 each of the Company on the Stock Exchange as follows:

| Month/year | Par value per share HK\$ | Number of shares repurchased | Highest price paid per share HK\$ | Lowest price paid per share HK\$ | Aggregate price paid HK\$'000 |
|---------------|--------------------------------|------------------------------------|--|---|-------------------------------------|
| February 2024 | 0.01 | 310,000 | 0.56 | 0.56 | 174 |
| July 2024 | 0.01 | 1,690,000 | 0.56 | 0.57 | 963 |

All of the above repurchased shares were cancelled during 2024. The issued capital of the Company was accordingly diminished by the nominal value of these shares. The premium paid on repurchase was charged against the share premium account. An amount equivalent to the nominal value of the shares cancelled was transferred from retained profits to capital redemption reserve.

During the year, no repurchased shares was held or sold as treasury shares by the Company.

29.2 Reserves

Company

| | Share premium HK\$'000 | Share repurchase reserve HK\$'000 | Capital redemption reserve HK\$'000 | Retained profits HK\$'000 | Total HK\$'000 |
|---|------------------------------|--|--|---------------------------------|-------------------|
| At 1 January 2023 | 103,461 | (84) | 9,119 | 1,494,931 | 1,607,427 |
| Profit for the year | – | – | – | 102,888 | 102,888 |
| Repurchase of shares | (2,096) | 84 | 35 | (35) | (2,012) |
| 2022 second interim dividend paid | – | – | – | (31,072) | (31,072) |
| 2022 special interim dividend paid | – | – | – | (31,071) | (31,071) |
| 2023 first interim dividend paid | – | – | – | (31,050) | (31,050) |
| Unclaimed dividends forfeited | – | – | – | 42 | 42 |
| At 31 December 2023 and 1 January 2024 | 101,365 | – | 9,154 | 1,504,633 | 1,615,152 |
| Profit for the year | – | – | – | 146,454 | 146,454 |
| Repurchase of shares | (1,117) | – | 20 | (20) | (1,117) |
| 2023 second interim dividend paid | – | – | – | (31,046) | (31,046) |
| 2023 special interim dividend paid | – | – | – | (31,045) | (31,045) |
| 2024 first interim dividend paid | – | – | – | (31,020) | (31,020) |
| Unclaimed dividends forfeited | – | – | – | 60 | 60 |
| At 31 December 2024 | 100,248 | – | 9,174 | 1,558,016 | 1,667,438 |

The application of the share premium account and the capital redemption reserve account is governed by the Bermuda Companies Act 1981.

29.3 Capital management

The Group's capital management is primarily to provide a reasonable return for owners of the Company and benefits for other stakeholders and to safeguard the Group's ability to continue as a going concern.

Capital represents total equity and debts. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions. The Group may maintain or adjust the capital structure by taking necessary measures including issuing new shares and raising new debt financing.

The net debt to equity ratio defined and calculated by the Group as total borrowings less cash and cash equivalents expressed as a percentage of total equity. The ratio is not presented as the Group has no net debt at 31 December 2024 and 2023.

Notes to the Financial Statements

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30 NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

30.1 Reconciliation of (loss)/profit before income tax to cash generated from operations

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| (Loss)/Profit before income tax | (258,587) | 169,507 |
| Interest income | (58,028) | (41,094) |
| Interest on bank loans | 11,041 | 17,261 |
| Interest on lease liabilities | 421 | 612 |
| Dividend income from financial assets at fair value through profit or loss | (1,481) | (2,637) |
| Depreciation of other property, plant and equipment | 8,724 | 9,378 |
| Depreciation of right-of-use assets | 3,637 | 3,637 |
| Net revaluation deficit on investment properties | 539,864 | 184,129 |
| Loss/(Gain) on disposal of other property, plant and equipment | 7 | (40) |
| Net gain on financial assets at fair value through profit or loss | (31,451) | (12,891) |
| Share based compensation expenses | 290 | — |
| Unrealised exchange loss/(gain) | 450 | (4,151) |
| Operating profit before working capital changes | 214,887 | 323,711 |
| Decrease/(Increase) in inventories | 31,232 | (35,187) |
| Decrease/(Increase) in trade receivables, deposits paid, other receivables and prepayments | 167,451 | (260,032) |
| (Decrease)/Increase in trade payables, deposits received, other payables and accrued charges and provisions | (140,904) | 184,969 |
| Increase in long service payment liabilities | 297 | 1,849 |
| Cash generated from operations | 272,963 | 215,310 |

30.2 Analysis of cash and cash equivalents

| | 2024 HK\$'000 | 2023 HK\$'000 |
|--|------------------|------------------|
| Cash and bank balances | 496,586 | 166,409 |
| Time deposits | 365,210 | 641,216 |
| Treasury notes | 241,093 | 287,308 |
| Cash and deposits with banks in the consolidated statement of financial position | 1,102,889 | 1,094,933 |
| Less: | | |
| Time deposits with original maturity greater than 3 months | (234,766) | (328,110) |
| Treasury notes with original maturity greater than 3 months | (241,093) | (287,308) |
| Cash and cash equivalents in the consolidated cash flow statement | 627,030 | 479,515 |

30.3 Reconciliation of liabilities arising from financing activities

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

| | Lease liabilities HK\$'000 <i>(Note 15)</i> | Bank loans HK\$'000 <i>(Note 22)</i> |
|---|---|--|
| At 1 January 2023 | 13,905 | 335,175 |
| Changes from financing cash flows: | | |
| Proceeds from new bank loans | — | 20,000 |
| Repayment of bank loans | — | (127,600) |
| Payment of lease liabilities | (4,280) | — |
| Total changes from financing cash flows | (4,280) | (107,600) |
| Non-cash flow changes: | | |
| Interest expenses | 612 | — |
| Total non-cash flow changes | 612 | — |
| At 31 December 2023 and 1 January 2024 | 10,237 | 227,575 |
| Changes from financing cash flows: | | |
| Proceeds from new bank loans | — | 30,000 |
| Repayment of bank loans | — | (82,175) |
| Payment of lease liabilities | (4,408) | — |
| Total changes from financing cash flows | (4,408) | (52,175) |
| Non-cash flow changes: | | |
| Interest expenses | 421 | — |
| Total non-cash flow changes | 421 | — |
| At 31 December 2024 | 6,250 | 175,400 |

Notes to the Financial Statements

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31 COMMITMENTS

31.1 Licensing commitments

In the normal course of business, the Group enters into contractual licensing agreements to secure its rights to design, develop, market and distribute certain toys and family entertainment activity products for future sales. Certain licensing agreements contain financial commitments by the Group to the licensors to be fulfilled during the terms of the contracts. The amounts of financial commitments contracted but not provided for at the end of the year were payable as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|------------------------------|------------------|------------------|
| Within one year | 42,385 | 74,100 |
| In the second to fifth years | 96,174 | 74,100 |
| | 138,559 | 148,200 |

31.2 Lease commitments

The Group acts as lessee and lessor under leases.

31.2.1 As lessee

As at 31 December 2024 and 2023, all of the Group's committed leases had already commenced and recognised as lease liabilities under HKFRS 16, Leases.

31.2.2 As lessor

At 31 December 2024, the future aggregate minimum lease payments under non-cancellable leases for commercial, industrial and residential premises receivable by the Group were as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|----------------------------------|------------------|------------------|
| Within 1 year | 120,808 | 116,864 |
| After 1 year but within 2 years | 110,619 | 96,481 |
| After 2 years but within 3 years | 94,318 | 93,086 |
| After 3 years but within 4 years | — | 93,192 |
| | 325,745 | 399,623 |

31.3 Capital commitments

Capital commitments outstanding at 31 December 2024 not provided for at the end of the reporting period were as follows:

| | 2024 HK\$'000 | 2023 HK\$'000 |
|----------------|------------------|------------------|
| Contracted for | 2,480 | 1,460 |

32 RELATED PARTY TRANSACTIONS

During the years ended 31 December 2024 and 2023, the Group did not enter into any significant transactions with related parties.

No transactions have been entered with the directors of the Company (being the key management personnel) during the years ended 31 December 2024 and 2023 other than the emoluments paid to them (being the key management personnel compensation) as disclosed in note 13.1.

33 US DOLLAR EQUIVALENTS

These are shown for reference only and have been arrived at based on the exchange rate of HK\$7.8 to US\$1 ruling at 31 December 2024.

34 FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

34.1 Categories of financial instruments

| | 2024 HK\$'000 | 2023 HK\$'000 |
|---|------------------|------------------|
| Financial assets | | |
| Financial assets at amortised cost | | |
| Trade receivables | 138,475 | 330,521 |
| Deposits paid and other receivables | 1,503 | 4,101 |
| Cash and deposits with banks | 1,102,889 | 1,094,933 |
| Financial assets at fair value through profit or loss | 109,116 | 95,324 |
| | 1,351,983 | 1,524,879 |
| Financial liabilities at amortised cost | | |
| Bank loans | 175,400 | 227,575 |
| Trade payables | 23,274 | 91,390 |
| Other payables and accrued charges | 100,741 | 154,844 |
| Lease liabilities | 6,250 | 10,237 |
| | 305,665 | 484,046 |

Notes to the Financial Statements

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34.2 Financial risk factors

Exposure to market risk (including currency, interest rate and price risks), credit risk and liquidity risk arises in the normal course of business. The risks are minimised by the financial management policies and practices described below:

34.2.1 Market risk

(i) Currency risk

The Group is exposed to foreign currency risk primarily through sales that are denominated in a currency different from domestic currencies used to fund the operations of the relevant group companies. The currency giving rise to this risk is mainly United States dollar. The Group does not hedge its foreign currency risks, as the rate of exchange between Hong Kong dollar and the United States dollar is controlled within a tight range. Long-term changes in foreign exchange rates may have an impact on consolidated earnings.

(ii) Interest rate risk

The Group's interest rate risk arises primarily from bank loans at floating rates, which expose the Group to cash flow interest rate risk.

At 31 December 2024, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss for the year and decrease/increase the Group's equity by approximately HK\$877,000 (2023: decrease/increase the Group's profit for the year and decrease/increase the Group's equity by approximately HK\$1,138,000).

(iii) Price risk

The Group is exposed to equity securities price risk arising from listed equity investments held by the Group which are classified in the consolidated statement of financial position as financial assets at fair value through profit or loss. To manage its price risk arising from investments in equity securities, the Group diversifies its portfolio.

At 31 December 2024, it is estimated that a general increase/decrease of 5 per cent of global major indices, with all other variables held constant, would decrease/increase the Group's loss for the year and increase/decrease the Group's equity by approximately HK\$5,456,000 (2023: increase/decrease the Group's profit for the year and increase/decrease the Group's equity by approximately HK\$4,766,000).

34.2.2 Credit risk

Financial instruments held by the Group that may subject to credit risk include cash equivalents, financial assets at fair value through profit or loss and trade and other receivables. Cash equivalents consist principally of deposits and short-term money market funds placed with major financial institutions which limit the exposure to credit risk. These instruments are short-term in nature and bear minimal risk. To date, the Group has not experienced any losses on cash equivalents.

The credit risk for financial assets at fair value through profit or loss is considered negligible as the counterparties are reputable financial institutions.

The Group sells its products primarily to national and regional mass-market retailers in the United States and to third party independent distributors outside the United States. Credit is extended to United States customers for domestic sales based on an evaluation of the customers' financial condition, and generally collateral is not required. The Group assigns the majority of its trade receivables to factoring and receivable agencies to manage the credit risk. The factoring and receivable processing agents would analyse the Group's customers, credit approval and collection processing of the receivables. These agreements transfer the credit risk due to a customer's inability to pay to the factoring and receivable agents so as to mitigate credit exposure of the Group. Direct shipments to customers who are located outside the United States are normally secured by letters of credit or advance payment as credit is only extended to a limited number of customers.

At 31 December 2024, the Group's gross trade receivables amounted to approximately HK\$125,900,000 (2023: HK\$289,786,000) were assigned to factoring and receivable processing agents with the collection period consistent with the normal trade terms with toy business customers in the United States.

To measure the expected credit losses of the Group's toy business, trade receivables are grouped based on shared credit risk characteristics and the days past due. The expected loss rates are estimated based on the corresponding historical credit losses experienced, adjusted with the expected change between current and forward-looking information on macroeconomic factors, if material. Taking into account (i) the historical credit loss experience over the past years, (ii) the majority of the Group's trade receivables arising from sales to customers in the United States has been assigned to a factoring and receivable processing agent which is a reputable financial institution and (iii) all trade receivables arising from sales to customers outside the United States are secured by letters of credit or advanced payment, the expected credit loss rate for the Group's trade receivables from toy business as at 31 December 2024 was assessed to be 0% (2023: 0%).

For property investments and management business, the Group has not experienced any significant credit losses in the past and holds sufficient rental deposits from tenants to cover the potential exposure to credit risk, the allowance for expected credit losses is therefore also assessed to be 0% (2023: 0%).

Accordingly, no provision matrix is disclosed.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position as summarised in note 34.1 above.

Notes to the Financial Statements

For the year ended 31 December 2024

Concentrations of credit risk

The Group places its cash investments in highly rated financial institutions which limits the exposure to the financial institutions.

The Group markets a substantial portion of its products to customers in the retail industry. The Group continually evaluates the credit risk of these customers. The percentages of sales for the year attributable to the Group's major customers were:

| | 2024 | 2023 |
|---------------------------------------|------|------|
| Sales | | |
| – the largest customer | 26% | 23% |
| – five largest customers in aggregate | 68% | 65% |

34.2.3 Liquidity risk

The Group aims to maintain prudent liquidity risk management through maintaining sufficient cash and marketable securities, and flexibility in funding by keeping adequate credit lines available.

The analysis of the Group's contractual maturities of its financial liabilities as at the end of the reporting period below is based on the undiscounted cash flows of the financial liabilities.

| | 2024 | | | | | Carrying amount HK\$'000 |
|------------------------------------|--|---|--|-----------------------------|---|-----------------------------|
| | Within 1 year or on demand HK\$'000 | Over 1 year but within 2 years HK\$'000 | Over 2 years but within 5 years HK\$'000 | Over 5 years HK\$'000 | Total undiscounted amount HK\$'000 | |
| Bank loans | 172,990 | 3,266 | – | – | 176,256 | 175,400 |
| Trade payables | 23,274 | – | – | – | 23,274 | 23,274 |
| Other payables and accrued charges | 100,741 | – | – | – | 100,741 | 100,741 |
| Lease liabilities | 4,540 | 1,949 | – | – | 6,489 | 6,250 |
| | 301,545 | 5,215 | – | – | 306,760 | 305,665 |

| | 2023 | | | | | Carrying amount HK\$'000 |
|------------------------------------|--|---|--|-----------------------------|---|-----------------------------|
| | Within 1 year or on demand HK\$'000 | Over 1 year but within 2 years HK\$'000 | Over 2 years but within 5 years HK\$'000 | Over 5 years HK\$'000 | Total undiscounted amount HK\$'000 | |
| Bank loans | 220,560 | 7,728 | 3,277 | – | 231,565 | 227,575 |
| Trade payables | 91,390 | – | – | – | 91,390 | 91,390 |
| Other payables and accrued charges | 154,844 | – | – | – | 154,844 | 154,844 |
| Lease liabilities | 4,408 | 4,540 | 1,949 | – | 10,897 | 10,237 |
| | 471,202 | 12,268 | 5,226 | – | 488,696 | 484,046 |

34.3 Financial assets and liabilities measured at fair value

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

| | 2024 | | | Total HK\$'000 |
|--|---------------------|---------------------|---------------------|-------------------|
| | Level 1 HK\$'000 | Level 2 HK\$'000 | Level 3 HK\$'000 | |
| Recurring fair value measurement | | | | |
| Financial assets at fair value through profit or loss: | | | | |
| Equity investments listed in Hong Kong | 32,371 | – | – | 32,371 |
| Equity investments listed outside Hong Kong | 76,745 | – | – | 76,745 |
| | 109,116 | – | – | 109,116 |
| | | | | |
| | 2023 | | | Total HK\$'000 |
| | Level 1 HK\$'000 | Level 2 HK\$'000 | Level 3 HK\$'000 | |
| Recurring fair value measurement | | | | |
| Financial assets at fair value through profit or loss: | | | | |
| Equity investments listed in Hong Kong | 33,192 | – | – | 33,192 |
| Equity investments listed outside Hong Kong | 62,132 | – | – | 62,132 |
| | 95,324 | – | – | 95,324 |

Notes to the Financial Statements

For the year ended 31 December 2024

During the years ended 31 December 2024 and 2023, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

34.4 Financial assets and liabilities not reported at fair value

The carrying amounts of the Group's financial assets and liabilities (comprising trade receivables, deposits paid and other receivables, cash and deposits with banks, bank loans, trade and other payables and accrued charges and lease liabilities carried at amortised cost) approximate their fair values as at 31 December 2024 and 2023.

35 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2024

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

| | Effective for accounting periods beginning on or after |
|--|--|
| Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates: Lack of exchangeability</i> | 1 January 2025 |
| Amendments to HKFRS 9, <i>Financial instruments</i> and HKFRS 7, <i>Financial instruments: disclosures – Amendments to the classification and measurement of financial instruments</i> | 1 January 2026 |
| Annual improvements to HKFRSs – Volume 11 | 1 January 2026 |
| Amendments to Hong Kong Interpretation 5, <i>Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause</i> | 1 January 2027 |
| HKFRS 18, <i>Presentation and disclosure in financial statements</i> | 1 January 2027 |
| HKFRS 19, <i>Subsidiaries without public accountability: disclosures</i> | 1 January 2027 |

HKFRS 18 will replace HKAS 1 *Presentation of Financial Statements*, introducing new requirements that will help to achieve comparability of financial performance of similar entities and provide more relevant information and transparency. HKFRS 18 will not impact the recognition and measurement of financial statements items but the presentation of them. The Group is still in the process of assessing the impact of HKFRS 18 on the Group's consolidated financial statements.

There are no other new/amended HKFRSs not yet effective that are expected to have any material impact on the Group's consolidated financial statements.

36 COMPANY LEVEL STATEMENT OF FINANCIAL POSITION

| | Note | 2024 US\$'000 (Note 33) | 2024 HK\$'000 | 2023 HK\$'000 |
|------------------------------------|------|-------------------------------|------------------|------------------|
| Non-current assets | | | | |
| Interest in subsidiaries | | 216,081 | 1,685,428 | 1,633,707 |
| Current assets | | | | |
| Prepayments | | 75 | 583 | 497 |
| Cash and deposits with banks | | 448 | 3,499 | 4,220 |
| | | 523 | 4,082 | 4,717 |
| Current liabilities | | | | |
| Other payables and accrued charges | | 110 | 856 | 865 |
| Taxation payable | | 69 | 536 | 1,707 |
| | | 179 | 1,392 | 2,572 |
| Net current assets | | 344 | 2,690 | 2,145 |
| Net assets | | 216,425 | 1,688,118 | 1,635,852 |
| Equity | | | | |
| Share capital | 29.1 | 2,651 | 20,680 | 20,700 |
| Reserves | 29.2 | 213,774 | 1,667,438 | 1,615,152 |
| Total equity | | 216,425 | 1,688,118 | 1,635,852 |

On behalf of the board

CHAN, Helen
Director

CHAN Kong Keung, Stephen
Director

Five Year Financial Summary

The following table summarises the results, assets and liabilities of the Group for each of the five years ended 31 December:

| | 2024 HK\$'000 | 2023 HK\$'000 | 2022 HK\$'000 | 2021 HK\$'000 | 2020 HK\$'000 |
|--|------------------|------------------|------------------|------------------|------------------|
| Revenue | 1,092,218 | 1,271,590 | 719,629 | 860,763 | 536,320 |
| (Loss)/Profit before income tax | (258,587) | 169,507 | (176,868) | (4,779) | (481,791) |
| Income tax expense | (58,970) | (49,131) | (31,132) | (21,812) | (40,697) |
| (Loss)/Profit for the year | (317,557) | 120,376 | (208,000) | (26,591) | (522,488) |
| (Loss)/Profit for the year attributable to: | | | | | |
| Owners of the Company | (382,276) | 10,340 | (212,779) | (49,430) | (507,600) |
| Non-controlling interests | 64,719 | 110,036 | 4,779 | 22,839 | (14,888) |
| | (317,557) | 120,376 | (208,000) | (26,591) | (522,488) |
| Total assets | 6,067,926 | 6,777,605 | 6,652,758 | 7,538,111 | 7,453,167 |
| Total liabilities | (472,562) | (711,518) | (592,859) | (1,127,726) | (952,275) |
| Net assets | 5,595,364 | 6,066,087 | 6,059,899 | 6,410,385 | 6,500,892 |

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