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森美(集團)控股有限公司
Summi (Group) Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00756)

ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 30 JUNE 2025

FINANCIAL HIGHLIGHTS

	2025	2024	Change %
	RMB'000	RMB'000	(Approximate)
Consolidated statement of profit or loss and other comprehensive income			
Revenue	86,632	80,644	7.4%
Gross profit	12,376	21,248	(41.8%)
Loss for the year	(24,495)	(24,550)	(0.2%)
EBITDA <i>(note)</i>	5,054	11,813	(57.2%)
Basis and diluted EPS <i>(RMB cents)</i>	(7.24)	(7.98)	(9.3%)
Consolidated statement of financial position			
Cash and cash equivalents	23,527	4,796	390.6%
Inventories	3,614	36,616	(90.1%)
Trade receivables	2,637	4,315	(38.9%)
Borrowings	(187,786)	(211,436)	(11.2%)
Net liabilities	(270,163)	(252,543)	7.0%

Note: EBITDA: loss before tax + finance costs + depreciation – interest income

The board (the “Board”) of directors (the “Directors”) of Summi (Group) Holdings Limited (the “Company”) is pleased to announce the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 30 June 2025 (the “Reporting Period”). The consolidated financial statements of the Group have been reviewed by the audit committee of the Company (the “Audit Committee”).

BUSINESS REVIEW AND PROSPECT

For the Reporting Period, the Group recorded revenue of approximately RMB86,632,000 (2024: RMB80,644,000), representing an increase of approximately 7.4%. The increase in revenue was mainly due to the increase in sales of frozen concentrated orange juice (the “FCOJ”) and related products as the Group was focusing on the production of FCOJ and not-from-concentrated orange juice (the “NFC”) to B2B customers including promoting and growing the sales to juice trading companies during the Reporting Period. During the Reporting Period, the gross profit of the Group was approximately RMB12,376,000 (2024: RMB21,248,000) and the gross profit margin was approximately 14.3% (2024: 26.3%). The decrease in gross profit margin was mainly due to the performance of the FCOJ segment. A lower orange harvest during the Reporting Period has led to higher fruit procurement costs and insufficient in-house production capacity. In order to fulfill existing sales contracts and avoid potential defaults, the Group partially supplemented its supply through external purchases of concentrated orange juice. However, the purchase cost of externally sourced juice was higher than the Group’s own production, thereby compressing overall gross profit and resulting in a lower gross profit margin compared to last year.

The Company faced a difficult time for the Reporting Period. Amid the uncertain global economic outlook, the general business environment remains challenging in coming year. The Group has refocused on the FOCJ and related product business by promoting and strengthening the business relationship as a major supplier to corporate customers. The Group has also been maintaining “Summi” Fresh Orange Juice, “Be Juice” Fresh Juice series, “Kokonut” coconut water series and Summi low sugar juice series, leveraging the Group’s advantages in food and beverage industry to generate revenue from sale of Summi products.

DISCLAIMER OPINION

SFAI (HK) CPA Limited (“SFAI Hong Kong”), the auditors of the Company were engaged to audit the consolidated financial statements of the Company for the Reporting Period. However, SFAI Hong Kong was unable to form an audit opinion on the consolidated financial statements of the Group, reasons and details of which were set out in the Independent Auditor’s Report section of this announcement.

THE VIEW OF THE MANAGEMENT AND AUDIT COMMITTEE IN RELATION TO THE AUDIT QUALIFICATION

The Board and the Audit Committee concur with the view of the auditors. The management of the Company has been striving to improve the liquidity position of the Company and several measures have been implemented. During the Reporting Period, the management of the Company has met with the representatives of the banks to negotiate for extension of repayments for overdue principal amount of approximately US\$12.6 million together with interest accrued and reaching an agreement of settlement plan to prompt them of withdrawing the winding up petition filed against the Company. The Group also maintained active communication with other relevant lenders, financial institutions, third parties and related parties on renewal and extension for existing borrowings and corporate bonds. In addition, the Group has also implemented other plans and measures to mitigate the liquidity pressure and improve the Group's financial position. Furthermore, subsequent to the Reporting Period, the Company has reached a preliminary restructuring agreement with the banks, encompassing key terms such as an initial repayment extension to 48 months from the effective date (extendable to 72 months subject to certain conditions including no defaults and majority lender approval), interest accrual at a margin of 1% per annum plus a compounded reference rate based on daily non-cumulative RFR (with provisions for market disruption and cost of funds fallbacks), capitalization of unpaid accrued interest as a non-interest-bearing PIK amount, standstill obligations including withdrawal of the winding-up petition, and repayment in up to seven instalments as per an agreed amortization schedule. The Company is currently in the advanced stage of exchanging and finalizing documents and management is confident that this restructuring will be executed imminently, substantially enhancing the Company's financial stability and enabling focused growth in core operations. The management is of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis.

The Audit Committee has also discussed with the Board and the management regarding the going concern issue and understood the concerns of the auditors. The Audit Committee agreed with the position taken by the Board regarding the accounting treatment adopted by the Company. There is no disagreement by the Board, the management nor the Audit Committee with the position taken by the auditors regarding the going concern issue.

OPERATING PERFORMANCE

Summi Products

During the Reporting Period, the Group has been continuously improving its sales network and developing new products in relation to Summi Products to leverage the advantages of "Summi" brand. The sales of Summi Products decreased by approximately 56.4% from approximately RMB15,031,000 in last year to approximately RMB6,551,000.

FCOJ and related products

Sales of FCOJ and related products increased by approximately 22.1% from approximately RMB65,613,000 over the same period last year to approximately RMB80,081,000 in the Reporting Period. The increase in sales of FCOJ and related products was attributable to the strategy on focusing on the Group's production of FCOJ and NFC to B2B customers including promoting and growing the sales to juice trading companies.

Breakdown of revenue by product for the Reporting Period and the corresponding year are set out as follows:

	2025		2024	
	<i>RMB'000</i>	Approximate percentage of total revenue	<i>RMB'000</i>	Approximate percentage of total revenue
Summi brand products and other products	6,551	7.6%	15,031	18.6%
FCOJ and related products	80,081	92.4%	65,613	81.4%
	<u>86,632</u>	<u>100.0%</u>	<u>80,644</u>	<u>100.0%</u>

Selling, distribution costs and administrative expenses

The Group's distribution costs mainly included marketing expenses and transportation costs. Distribution costs decreased by approximately 43.4% from approximately RMB4,058,000 over the corresponding year to approximately RMB2,298,000 during the Reporting Period.

The Group's administrative expenses mainly included general office administrative expenses, salaries, amortisation, etc. Administrative expenses increased by approximately 2.1% from approximately RMB28,835,000 over the corresponding year to approximately RMB29,440,000 during the Reporting Period.

Finance costs

During the Reporting Period, the Group's finance costs decreased by approximately 14.2% from approximately RMB19,606,000 over the corresponding year to approximately RMB16,828,000 during the Reporting Period.

Net loss

During the Reporting Period, the Group's net loss was approximately RMB24,495,000, as compared to approximately RMB24,550,000 of the corresponding year.

LIQUIDITY, FINANCIAL RESOURCES, GEARING AND CAPITAL STRUCTURE

Liquidity

As at 30 June 2025, net current liabilities amounting to approximately RMB345,810,000 (2024: net current liabilities of approximately RMB335,134,000).

Financial resources

As at 30 June 2025, the Group had cash and cash equivalents of approximately RMB23,527,000 (2024: approximately RMB4,796,000) and total bank and other borrowings of approximately RMB187,786,000 (2024: approximately RMB211,436,000). The Group has corporate bonds of RMB39,021,000 (2024: RMB40,456,000).

As at 30 June 2025, trade and other receivables were approximately RMB9,483,000 (2024: approximately RMB8,166,000) and inventories were approximately RMB3,614,000 (2024: approximately RMB36,616,000).

Gearing

The Board's approach to manage the working capital is to ensure sufficient liquid assets to meet its matured liabilities so as to avoid any unacceptable losses or damage to the Group's reputation.

	2025	2024
Quick ratio (x)	0.09	0.03
Current ratio (x)	0.10	0.13
Gearing ratio (<i>note (a)</i>)	N/A	N/A

Note (a): Gearing ratio is defined as the sum of borrowings and corporate bonds over total equity.

FOREIGN EXCHANGE EXPOSURE

The Group is subject to foreign exchange risks arising primarily from currencies pegged to United States Dollar ("US\$"). Majority of our income source is denominated in RMB while partial of the repayment of interest and principals of our bank borrowings, are denominated in US\$. Any substantial fluctuation between the currencies may have significant effects on the Group.

Furthermore, the conversion of RMB into foreign currencies is subject to rules and regulations of exchange control enforced by the government. The Group has a standing foreign exchange risk management policy and uses forward contracts and various derivative instruments to mitigate the associated risks.

PLEDGE OF ASSETS

At the end of the Reporting Period, the Group had pledged certain assets to borrowers to secure credit facilities granted to the Group, of which the details are set out in note 15 to this announcement.

CONTINGENT LIABILITIES

In May 2019, the Company received a statement of claim from a former employee relating to the outstanding wages and end of year payment with an aggregate amount of HK\$2,520,000 (equivalent of approximately RMB2,298,000) and the Group has already made a full provision for such claim in prior years. As at the end of the Reporting Period and up to the date of approval of these consolidated financial statements, apart from expressly stated above, the Group is a party to a number of civil litigations cases, as either a plaintiff or defendant. In the opinion of the Directors, these cases are either premature and/or the Group has a very high likelihood of success in its action and, therefore will not have any adverse impact on the Group's results and financial position. In the opinion of the Directors, adequate provision has been made in these consolidated financial statements. Other than the above, the Group did not have any material contingent liabilities as at 30 June 2025.

CAPITAL EXPENDITURE

During the Reporting Period, the Group's capital expenditure amounting to approximately RMB7,318,000 (2024: approximately RMB2,213,000) which was used for acquisition of property, plant and equipment.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 30 June 2025, the Group employed 93 employees (2024: 98 employees). The Group offered competitive remuneration package, discretionary bonuses and social insurance benefits to its employees. Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. The Group also provides appropriate staff training and development, so as enhance the Group's sustainable development.

EVENT AFTER REPORTING PERIOD

Other than those disclosed elsewhere in this annual results announcement, the Group does not have other significant subsequent events.

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2025

		2025	2024
	Notes	RMB'000	RMB'000
Revenue	4	86,632	80,644
Cost of sales		(74,256)	(59,396)
Gross profit		12,376	21,248
Other income and expenses, net	6	13,517	10,425
Other operating expenses		(1,822)	(3,724)
Selling and distribution expenses		(2,298)	(4,058)
Administrative expenses		(29,440)	(28,835)
Finance costs	7	(16,828)	(19,606)
Loss before tax	8	(24,495)	(24,550)
Income tax	9	–	–
Loss for the year		(24,495)	(24,550)
<i>Other comprehensive (expense) income for the year</i>			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		6,859	(271)
Total comprehensive expense for the year, net of income tax		(17,636)	(24,821)
(Loss) profit for the year attributable to:			
– Owners of the Company		(24,660)	(24,545)
– Non-controlling interests		165	(5)
		(24,495)	(24,550)
Total comprehensive (expense) income attributable to:			
– Owners of the Company		(17,801)	(24,816)
– Non-controlling interests		165	(5)
		(17,636)	(24,821)
Loss per share	11		
– Basic and diluted (RMB cents)		(7.24)	(7.98)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2025

		2025	2024
	Notes	RMB'000	RMB'000
Non-current assets			
Property, plant and equipment		58,663	64,790
Right-of-use assets		16,984	17,998
		<u>75,647</u>	<u>82,788</u>
Current assets			
Inventories		3,614	36,616
Trade and other receivables	12	9,483	8,166
Financial assets at fair value through profit or loss		–	889
Cash and cash equivalents		23,527	4,796
		<u>36,624</u>	<u>50,467</u>
Current liabilities			
Trade and other payables	13	155,435	133,184
Borrowings		187,786	211,436
Lease liabilities		192	525
Corporate bonds		39,021	40,456
		<u>382,434</u>	<u>385,601</u>
Net current liabilities		<u>(345,810)</u>	<u>(335,134)</u>
Total assets less current liabilities		<u>(270,163)</u>	<u>(252,346)</u>
Non-current liability			
Lease liabilities		–	197
		<u>(270,163)</u>	<u>(252,543)</u>
Capital and reserves			
Share capital	14	29,842	29,842
Reserves		(300,005)	(282,204)
Deficit attributable to owners of the Company		<u>(270,163)</u>	<u>(252,362)</u>
Non-controlling interests		–	(181)
		<u>(270,163)</u>	<u>(252,543)</u>

1. GENERAL

Summi (Group) Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its parent and ultimate holding company is Rui Er Holdings Company Limited (“Rui Er”, the “Controlling Shareholder”), a company incorporated in the British Virgin Islands (the “BVI”). Mr. Wu Shaohao (“Mr. Wu”, the “Controlling Party”) owns the entire issued share capital of Rui Er who is also the Executive Director of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the *Corporate Information* section to the annual report.

The Company acts as an investment holding company.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) was involved in: (1) production and sale of frozen concentrated orange juice (“FCOJ”) and other related products (the “Production and Sale of FCOJ and Other Related Products Business”); and (2) production and sale of Summi 100% freshly squeezed orange juice (“Summi Fresh Orange Juice”) and other products (the “Production and Sale of Summi Fresh Orange Juice and Other Products Business”).

The Company’s functional currency is Hong Kong dollars (“HK\$”) while that for the major subsidiaries in the People’s Republic of China (the “PRC”) is Renminbi (“RMB”). As the operation of the Group is mainly held in the PRC, the directors of the Company (the “Directors”) consider that it is appropriate to present the consolidated financial statements in RMB.

The English names of all the companies established in the PRC presented in these consolidated financial statements represent the best efforts made by the Directors for the translation of the Chinese names of these companies to English names as they do not have official English names.

2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

Going concern assessment

The Directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

During the year ended 30 June 2025, the Group incurred a loss attributable to owners of the Company of approximately RMB24,660,000 (2024: RMB24,545,000). In addition, as at 30 June 2025, the Group had net current liabilities of approximately RMB345,810,000 (2024: RMB335,134,000) and a deficit attributable to owners of the Company of approximately RMB270,163,000 (2024: RMB252,362,000).

As at 30 June 2025, the Group had indebtedness, including borrowings, corporate bonds and lease liabilities were of approximately RMB187,786,000, RMB39,021,000 and RMB192,000 (2024: RMB211,436,000, RMB40,456,000 and RMB722,000), respectively. Out of which, the Group’s borrowings, corporate bonds and lease liabilities of approximately RMB187,786,000, RMB39,021,000 and RMB192,000 (2024: RMB211,436,000, RMB40,456,000 and RMB525,000), respectively will fall due within twelve months from the date of 30 June 2025, while its cash and cash equivalents amounting to approximately RMB23,527,000 (2024: RMB4,796,000) only.

As at 30 June 2025, certain of the Group's borrowings and corporate bonds amounting to approximately RMB90,130,000 and RMB39,021,000 (2024: RMB92,079,000 and RMB40,456,000), respectively were default due to the events of default of late and/or overdue payments of the principal and/or interest in accordance with the clauses of the respective borrowings and corporate bonds agreements, which, as a consequence, the amounts would be immediately repayable if and when requested by the lenders. In addition, the Company received a winding-up petition (the "Petition") which was filed against the Company on 10 January 2025 at the High Court of the Hong Kong Special Administrative Region (the "Court") by certain lenders (the "Petitioners"), for the winding up of the Company. Pursuant to the Company's announcement dated 15 September 2025, the Company announced that the hearing of the Petition has been adjourned to 6 October 2025.

The conditions described above indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and hence, its ability to realise its assets and discharge its liabilities in the normal course of business.

In view of aforementioned, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial sources to continue as a going concern. The following plans and measures (the "Plans and Measures") are formulated to mitigate the liquidity pressure and to improve the financial position of the Group:

- (1) The Company is continuing to identify potential fundraising opportunities and evaluate the suitable fundraising mechanisms such as share placement, rights issues or others (the "Capital Funding Plan");
- (2) In respect of the bank borrowings overdue, the management of the Company has met with the representatives of the banks in negotiating for extension for repayments and reaching an agreement of settlement plan to prompt them of withdrawing the Petition filed against the Company dated 10 January 2025, the negotiations between the Company and the banks are still ongoing (the "Overdue Borrowings Restructuring Plan");
- (3) The Group has also maintained active communication with other relevant lenders, financial institutions, third parties and related parties on renewal and extension for existing borrowings and corporate bonds with scheduled repayment dates within twelve months (the "Other Borrowings Restructuring Plan"); and
- (4) the Group has been maintaining a continuing and normal business relationship with major suppliers and customers to ensure the sales and delivery process operated as usual. The Group has also continued to take measures to control operation and administrative costs, as well as contain the capital expenditures with strict governance on investment decisions (the "Stringent Management Plan").

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board ("IASB") for the first time, which are mandatorily effective for the Group's annual period beginning on 1 July 2024 for the preparation of the consolidated financial statements:

Amendments to IFRS 16	Lease liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The application of the amendments to IFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

Amendment to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments ³
Amendment to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards – Volume 11 ³
Amendments to IAS 21	Lack of Exchangeability ²
IFRS 18	Presentation and Disclosure in Financial Statements ⁴

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2025.

³ Effective for annual periods beginning on or after 1 January 2026.

⁴ Effective for annual periods beginning on or after 1 January 2027.

Except for the new and amendments to IFRSs mentioned below, the Directors anticipate that the application of all other new and amendments to IFRSs will have no material impact on the Group's consolidated financial statements in the foreseeable future.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 *Presentation and Disclosure in Financial Statements* ("IFRS 18"), which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 *Presentation of Financial Statements* ("IAS 1"). This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* and IFRS 7 *Statement of Cash Flows* ("IAS 7"). Minor amendments to IAS 7 and IAS 33 *Earnings per Share* are also made.

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of IFRS 18 is expected to affect the presentation of the statement of profit or loss and disclosures in the future consolidated financial statements but is not expected to have material impact on the Group's consolidated financial positions and performance. The Group is in the process of assessing the detailed impact of IFRS 18 on the Group's future consolidated financial statements.

4. REVENUE

(a) Disaggregation of revenue from contracts with customers

During the years ended 30 June 2025 and 30 June 2024, the Group is mainly engaged in the production and sale of FCOJ and other related products and Summi Fresh Orange Juice and other products.

(i) *The Group derives revenue from transfer of goods and services by category of types of goods, sale channel/type of customers*

	FCOJ and other related products RMB'000	Summi Fresh Orange Juice and other products RMB'000	Total RMB'000
For the year ended 30 June 2024			
Revenue from contracts with customers within the scope of IFRS 15			
<i>Types of goods</i>			
– FCOJ	65,613	–	65,613
– Summi Fresh Orange Juice	–	14,482	14,482
– Summi brand products	–	549	549
Total	<u>65,613</u>	<u>15,031</u>	<u>80,644</u>
<i>Sales channel/type of customers:</i>			
– Food and beverages manufacturers	65,613	–	65,613
– Retail	–	14,481	14,481
– Restaurants	–	550	550
	<u>65,613</u>	<u>15,031</u>	<u>80,644</u>
For the year ended 30 June 2025			
Revenue from contracts with customers within the scope of IFRS 15			
<i>Types of goods</i>			
– FCOJ	80,081	–	80,081
– Summi Fresh Orange Juice	–	6,551	6,551
– Summi brand products	–	–	–
Total	<u>80,081</u>	<u>6,551</u>	<u>86,632</u>
<i>Sales channel/type of customers:</i>			
– Food and beverages manufacturers	80,081	–	80,081
– Retail	–	6,476	6,476
– Restaurants	–	75	75
	<u>80,081</u>	<u>6,551</u>	<u>86,632</u>

- (ii) *The Group derives revenue from transfer of goods and services by timing of revenue recognition*

	FCOJ and other related products RMB'000	Summi Fresh Orange Juice and other products RMB'000	Total RMB'000
For the year ended 30 June 2024			
Revenue from contracts with customers within the scope of IFRS 15			
Timing of revenue recognition:			
– A point in time	65,613	15,031	80,644

For the year ended 30 June 2025			
Revenue from contracts with customers within the scope of IFRS 15			
Timing of revenue recognition:			
– A point in time	80,081	6,551	86,632

- (iii) *The Group derives revenue from the transfer of goods and services by geographical markets*

	FCOJ and other related products RMB'000	Summi Fresh Orange Juice and other products RMB'000	Total RMB'000
For the year ended 30 June 2024			
Revenue from contracts with customers within the scope of IFRS 15			
Geographical markets			
– Mainland China	65,613	13,858	79,471
– Hong Kong	–	1,173	1,173
	65,613	15,031	80,644

For the year ended 30 June 2025			
Revenue from contracts with customers within the scope of IFRS 15			
Geographical markets			
– Mainland China	80,081	6,476	86,557
– Hong Kong	–	75	75
	80,081	6,551	86,632

(b) **Contract balances**

	As at 30 June 2025 RMB'000	2024 RMB'000	As at 1 July 2023 RMB'000
Trade receivables	2,637	4,315	1,018
Less: Impairments	<u>—</u>	<u>—</u>	<u>—</u>
	<u>2,637</u>	<u>4,315</u>	<u>1,018</u>
Contract liabilities	<u>3,706</u>	<u>6,654</u>	<u>2,595</u>

Information about the Group's trade receivables and contract liabilities are set out in notes 12 and 13, respectively.

(c) **Performance obligations for contracts with customers and revenue recognition policies**

The Group is mainly engaged in the production and sale of FCOJ and other related products and Summi Fresh Orange Juice and other products.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities.

The Group's performance obligations for contracts with customers and revenue and other income recognition policies are as follows:

Revenue from contracts with customers

(i) *Sale of FCOJ and other related products*

The Group sells FCOJ and other related products to the food and beverages manufacturers. Revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific location.

Revenue from trading of FCOJ and other related products are recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

(ii) *Sale of Summi Fresh Orange Juice and other products*

The Group sells Summi Fresh Orange Juice and other products to the (i) wholesale and distributors; (ii) retail; and (iii) restaurants.

For sales of Summi Fresh Orange Juice and other products to the wholesale and distributors, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the customers' specific location. Following the delivery, the wholesaler and distributors have full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods.

For sales of Summi Fresh Orange Juice and other products to the retail and restaurants, revenue is recognised when the goods have been delivered to the customers and the control of the goods has been transferred, being at the point the customer purchases the goods.

Revenue from trading of Summi Fresh Orange Juice and other products are recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products.

Other income

Interest income

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

Further information about the Group's accounting policies relating to revenue from contracts with customers is provided in note 4(b) to the consolidated financial statements.

(d) Transaction price allocated to remaining performance obligation

All revenue contracts are for period of one year or less. As permitted by IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5. OPERATING SEGMENTS INFORMATION

The Group determines its operating segments based on the information reported to the chief operating decision maker (i.e. "CODM"), being the senior executive management of the Group, for making strategic decisions and assessing the performance of each operating segment. The segments are managed separately as each operating segment offers different products which require different production information to formulate different strategies. No operating segment identified by the chief operating decision maker has been aggregated in arriving at the reportable segments of the Group.

The Group divided the business into two segments: (1) Production and Sale of FCOJ and Other Related Products Business segment; and (2) Production and Sale of Summi Fresh Orange Juice Business and Other Products Business segment.

The following is an analysis of the Group's revenue, results, assets and liabilities by reportable and operating segments are as follows:

Segment revenue and results

	Production and Sale of FCOJ and Other Related Products Business RMB'000	Production and Sale of Summi Fresh Orange Juice and Other Products Business RMB'000	Total RMB'000
<i>For the year ended 30 June 2024</i>			
Segment revenue			
– Sales to external customers	65,613	15,031	80,644
– Inter-segment sales	871	5,337	6,208
Segment revenue	66,484	20,368	86,852
Inter-segment sales			(6,208)
Consolidated revenue			80,644
Segment results	16,020	(11,998)	4,022
Corporate and other unallocated income and expenses			(8,966)
Finance costs			(19,606)
Loss before tax			(24,550)
<i>For the year ended 30 June 2025</i>			
Segment revenue			
– Sales to external customers	80,081	6,551	86,632
– Inter-segment sales	119	757	876
Segment revenue	80,200	7,308	87,508
Inter-segment sales			(876)
Consolidated revenue			86,632
Segment results	(3,359)	1,860	(1,499)
Corporate and other unallocated income and expenses			(6,168)
Finance costs			(16,828)
Loss before tax			(24,495)

Segment assets and liabilities

	Production and Sale of FCOJ and Other Related Products Business RMB'000	Production and Sale of Summi Fresh Orange Juice and Other Products Business RMB'000	Total RMB'000
As at 30 June 2024			
Assets and liabilities			
Segment assets	<u>70,513</u>	<u>51,616</u>	122,129
Corporate and other unallocated assets			<u>11,126</u>
Total assets			<u>133,255</u>
Segment liabilities	<u>207,429</u>	<u>27,521</u>	234,950
Corporate and other unallocated liabilities			<u>150,848</u>
Total liabilities			<u>385,798</u>
As at 30 June 2025			
Assets and liabilities			
Segment assets	<u>84,661</u>	<u>68,778</u>	153,439
Corporate and other unallocated assets			<u>(41,168)</u>
Total assets			<u>112,271</u>
Segment liabilities	<u>193,929</u>	<u>28,045</u>	221,974
Corporate and other unallocated liabilities			<u>160,460</u>
Total liabilities			<u>382,434</u>

Segment results represent the profit earned by (loss from) each segment without allocation of certain central administration costs, other operating expense, director's remuneration, certain other income and finance costs. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

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

- (a) all assets are allocated to operating segments other than cash and cash equivalents, certain property, plant and equipment, financial assets at FVTPL and other receivables which were managed in a centralised manner.
- (b) all liabilities are allocated to operating segments other than corporate bonds, certain lease liabilities, borrowings and certain other payables which were managed in a centralised manner.

Inter-segment sales are charged at prevailing market rates.

Other segment information

	Production and Sale of FCOJ and Other Related Products Business RMB'000	Production and Sale of Summi Fresh Orange Juice and Other Products Business RMB'000	Unallocated RMB'000	Total RMB'000
<i>For the year ended 30 June 2024</i>				
Amounts included in the measure of segment profit or loss or segment assets:				
Depreciation	4,218	12,518	28	16,764
Additions to non-current assets	1,168	1,566	89	2,823
Reversal of impairment losses recognised in respect of:				
– Inventories	(2,530)	(6,179)	–	(8,709)
Amounts regularly provided to the chief operating decision marker but not included in the measure of segment profit or loss or segment assets:				
Bank interest income	–	(7)	–	(7)
Losses on disposals of property, plant and equipment and right-of-use assets	12	–	–	12
Losses on derecognition of right-of-use assets and lease liabilities	–	–	66	66
Finance costs	–	–	19,606	19,606
<i>For the year ended 30 June 2025</i>				
Amounts included in the measure of segment profit or loss or segment assets:				
Depreciation	4,002	8,696	24	12,722
Additions to non-current assets	6,300	1,018	–	7,318
Reversal of impairment losses recognised in respect of:				
– Inventories	(1,263)	(1,591)	–	(2,854)
Amounts regularly provided to the chief operating decision marker but not included in the measure of segment profit or loss or segment assets:				
Bank interest income	(1)	–	–	(1)
Losses on disposals of property, plant and equipment and right-of-use assets	–	–	1,247	1,247
Finance costs	–	–	16,828	16,828

Geographical information

The Group's operations are mainly located in Hong Kong and Mainland China.

Information about the Group's revenue from external customers is presented based on the location of operations and details are as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Revenue		
Mainland China	86,557	79,471
Hong Kong	75	1,173
	<u>86,632</u>	<u>80,644</u>

Information about the Group's non-current assets is presented based on the geographical location of the assets and details are as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Non-current assets		
Mainland China	75,558	82,009
Hong Kong	89	779
	<u>75,647</u>	<u>82,788</u>

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group relating to Production and Sale of FCOJ and other Related Products Business segment are as follows:

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Customer A	44,109	23,819
Customer B	11,631	10,558
Customer C*	N/A	12,053
Customer D	–	8,635

* The corresponding revenue did not contribute 10% of the total revenue of the Group for the year.

6. OTHER INCOME AND EXPENSES, NET

		2025	2024
	Notes	RMB'000	RMB'000
Bank interest income		1	7
Government grants			
– Hong Kong	(a)	–	212
– PRC	(b)	200	1,537
Losses on disposals of property, plant and equipment and right-of-use assets		(1,247)	(12)
Losses on derecognition of right-of-use assets and lease liabilities		–	(66)
Gain on redemption/settlement on corporate bonds	(c)	449	–
Gain on deregistration of subsidiaries		218	–
Gains (losses) on disposals of financial assets at FVTPL		422	(2,199)
Fair value changes of financial assets at FVTPL		(293)	(24)
Written back of accrued charge payable to a third party		4,137	–
Waiver of accrued interest payables		9,034	10,264
Others		596	706
		13,517	10,425

Notes:

- (a) During the year ended 30 June 2025, the Group did not receive any government grants from the Hong Kong Government (2024: the Group received government grants of approximately RMB212,000, of which RMB90,000 related to the SME Export Marketing Fund and RMB122,000 related to the Technology Voucher Programme provided by the Hong Kong Government as there were no unfulfilled condition or contingencies relating to these grants).
- (b) During the year ended 30 June 2025, the Group received governments grants of approximately RMB200,000 (2024: RMB1,537,000) from the PRC government. The amount was recognised as other income for the year as there were no unfulfilled condition or contingencies relating to these subsidy.
- (c) On 24 September 2024, the Group entered into a corporate bonds redemption/settlement agreement (the “Redemption/Settlement Agreement”) with a corporate bonds holder and pursuant to which, the Group redeemed/settled corporate bonds with an outstanding principal of HK\$1,000,000 (equivalent to RMB912,000) and the accrued interest of approximately HK\$36,000 (equivalent to RMB33,000) at a consideration of HK\$550,000 (equivalent to RMB509,000). Accordingly, a gain on redemption/settlement of corporate bonds amounted to approximately RMB449,000, which was credited to profit or loss for the year ended 30 June 2025.

7. FINANCE COSTS

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Interest and default interest expenses on corporate bonds	4,154	3,422
Interest and default interest expenses on bank and other borrowings	12,633	16,149
Interest on lease liabilities	41	35
	<u>16,828</u>	<u>19,606</u>

8. LOSS BEFORE TAX

Loss before tax has been arrived at after charging (crediting):

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
Staff costs, including Directors' and Chief Executive Officer's remuneration		
– Wages, salaries and other benefits	4,906	5,114
– Discretionary bonus and performance incentive payments	123	195
– Contributions to defined contribution plans	548	501
	<u>5,577</u>	<u>5,810</u>
Cost of inventories recognised as an expense, including:	74,256	59,396
– Reversal of impairment losses recognised in respect of inventories	(2,854)	(8,709)
	<u></u>	<u></u>
Depreciation on:		
– Property, plant and equipment	11,718	15,719
– Right-of-use assets	1,004	1,045
	<u>12,722</u>	<u>16,764</u>
Others:		
Auditor's remuneration	555	1,110
Foreign exchange gains and losses, net	64	31
Short-term leases expenses	710	614
	<u></u>	<u></u>

9. INCOME TAX

	2025 RMB'000	2024 RMB'000
Current income tax	—	—
Deferred income tax	—	—
	<hr/>	<hr/>
	—	—
	<hr/>	<hr/>

Overseas income tax

Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI for both years.

Hong Kong Profit Tax

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

PRC Enterprise Income Tax

The provision for PRC Enterprise Income Tax (“EIT”) is based on the respective applicable rates on the estimated assessable profit of the Company’s subsidiaries in the PRC as determined in accordance with the relevant income tax rules and regulations of the PRC for both years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2024: 25%).

No provision has been made for PRC EIT as there are no assessable profits generated for both years.

Malaysia Income Tax

Income tax for the Group’s Malaysia operations is calculated at the rate of 24% (2024: 24%) on the estimated assessable profit derived from Malaysia for both years.

No provision has been made for Malaysia income tax as there are no assessable profits generated for both years.

10. DIVIDENDS

The Directors do not recommend the payment of any dividend for the years ended 30 June 2025 and 30 June 2024, nor has any dividend been proposed since the end of the reporting period.

11. LOSS PER SHARE

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

	2025 RMB'000	2024 RMB'000
<i>Loss for the year</i>		
Loss for the year attributable to the owners of the Company		
for the purpose of basic and diluted loss per share	<u>(24,660)</u>	<u>(24,545)</u>

The denominators used are the same as those detailed above for both basic and diluted loss per share.

	2025 '000	2024 '000
<i>Number of shares</i>		
Weighted average number of ordinary shares for the purpose		
of basic and diluted loss per share	<u>340,558</u>	<u>307,713</u>

	2025 RMB cents	2024 RMB cents
<i>Loss per share</i>		
– Basic and diluted	<u>(7.24)</u>	<u>(7.98)</u>

The weighted average number of ordinary shares for the purpose of basic and diluted loss for the year ended 30 June 2024 has been adjusted for the Subscription of New Shares for the year ended 30 June 2024 and details of which are set out in note 14(a).

As described in note 14(b), on 22 February 2024, an ordinary resolution passed at the extraordinary general meeting of the Company for the share consolidation of every 10 ordinary shares into 1 consolidated share, which was effective on 22 February 2024 (i.e. the “Share Consolidation”, as described in note 14(b)). The weighted average numbers of ordinary shares in issue for the purpose of calculating basic and diluted loss per share for the year ended 30 June 2024 have been adjusted for the Subscription of New Shares and Share Consolidation.

Diluted earnings per share amounts for the year ended 30 June 2025 and 30 June 2024 were the same as basic earnings per share amount as there were no potential dilutive ordinary shares outstanding for both years 2024 and 2025.

12. TRADE AND OTHER RECEIVABLES

Trade receivables

In respect of trade receivables, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Therefore, the Directors consider that the Group's credit risk is minimised and ECL allowance is considered insignificant. The Group generally grant credit period on sales ranging from 30 days to 120 days to its customers.

The Group did not hold any collateral over the trade receivables.

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

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
0 to 30 days	1,968	3,679
31 to 60 days	314	202
61 to 90 days	–	86
Over 90 days	355	348
	<u>2,637</u>	<u>4,315</u>

For the years ended 30 June 2025 and 30 June 2024, the management of the Group has assessed the ECL of all trade receivables as insignificant and therefore it did not result in an impairment allowance for both years.

13. TRADE AND OTHER PAYABLES

Trade payables

The following is an aged analysis of accounts payable presented based on the invoice dates.

	2025 <i>RMB'000</i>	2024 <i>RMB'000</i>
0-90 days	–	1,808
Over 365 days	67	378
	<u>67</u>	<u>2,186</u>

The Group had financial risk management policies in place to ensure all payables are settled within the credit timeframe. The credit period on purchase of goods is ranging from 90 to 150 days (2024: 90 to 150 days).

14. SHARE CAPITAL OF THE COMPANY

	Number of shares	Share capital	
		HK\$'000	RMB'000
Authorised			
As at 30 June 2023 and 1 July 2023 (ordinary share at HK\$0.01 per share)	3,000,000,000	30,000	26,376
Increase in Authorised Share Capital (note (a) below)	2,000,000,000	20,000	18,600
Share Consolidation (note (b) below)	(4,500,000,000)	–	–
As at 30 June 2024 and 30 June 2025 (ordinary share at HK\$0.1 per share)	500,000,000	50,000	44,976
	Number of shares	Share capital	
		HK\$'000	RMB'000
Issued and fully paid			
As at 30 June 2023 and 1 July 2023 (ordinary share at HK\$0.01 per share)	2,282,082,652	22,821	19,341
Subscription of New Shares (note (a) below)	1,123,500,000	11,235	10,501
Share Consolidation (note (b) below)	(3,065,024,387)	–	–
As at 30 June 2024 and 30 June 2025 (ordinary share at HK\$0.1 per share)	340,558,265	34,056	29,842

Movements of the Company's authorised and issued share capital during the year ended 30 June 2024 are as following:

(a) Subscription of New Shares and Increase in Authorised Share Capital

Pursuant to the announcement of the Company dated 10 July 2023, on 10 July 2023, the Company entered into the subscription agreement (the "Subscription Agreement") with the subscriber (the "Subscriber"), pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue 1,123,500,000 subscription shares (the "Subscription Shares") at the subscription price (the "Subscription Price") of HK\$0.067 per Subscription Share to the Subscriber (the "Subscription of New Shares"). The Subscription of New Shares is subject to various conditions set forth in the Subscription Agreement.

As at 10 July 2023, the Subscriber is an investment holding company incorporated in British Virgin Islands with limited liability, which is wholly owned by Mr. Wu, the Controlling Party. The Subscriber is the controlling shareholder which beneficially owns 1,309,881,110 Shares, representing 57.40% of the issued share capital of the Company, and hence a connected person of the Company under the Listing Rules.

The Subscription Price of HK\$0.067 per Subscription Share represents:

- (i) a discount of approximately 9.46% to the closing price of HK\$0.074 per share as quoted on the Stock Exchange on 10 July 2023, being the "Last Trading Day";

- (ii) a discount of approximately 9.46% to the average closing price of approximately HK\$0.074 per share as quoted on the Stock Exchange for the last five (5) trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 9.7% to the average closing price of approximately HK\$0.0742 per share as quoted on the Stock Exchange for the last ten (10) trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 9.46% to the closing price of HK\$0.074 per share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (v) a theoretical dilution effect represented by a discount of approximately 3.12%, calculated based on the theoretical diluted price of approximately HK\$0.0717 per share to the theoretical benchmarked price of HK\$0.074 per Share (taking into account the higher of (a) the closing price of the shares as quoted on the Stock Exchange on the Last Trading Day; and (b) the average of the closing prices of the shares as quoted on the Stock Exchange for the previous five consecutive trading days prior to the date of 10 July 2023).

The Subscription Shares represent approximately 49.23% of the existing issued shares as at 10 July 2023 and approximately 32.99% of the enlarged issued shares of 3,405,582,652 shares immediately following completion of the Subscription of New Shares (the “Completion”), assuming that there would be no change in the total number of issued shares (other than the issue of the Subscription Shares) between 10 July 2023 and Completion.

Pursuant to the announcement of the Company dated 24 July 2023, the Board proposed to increase the authorised share capital of the Company from HK\$30,000,000 divided into 3,000,000,000 shares of HK\$0.01 each to HK\$50,000,000 divided into 5,000,000,000 shares of HK\$0.01 each by the creation of an additional 2,000,000,000 new unissued shares (the “Increase in Authorised Share Capital”).

As at 24 July 2023, the authorised share capital of the Company was HK\$30,000,000 divided into 3,000,000,000 shares of HK\$0.01 each, of which 2,282,082,652 shares have been allotted and issued as fully paid or credited as fully paid.

Pursuant to the ordinary resolutions passes in the extraordinary general meeting of the Company on 19 September 2023, the Subscription Agreement and the transactions contemplated thereunder and Increase in Authorised Share Capital were approved by the shareholders of the Company.

Pursuant to the Company’s announcement dated 16 October 2023, all the conditions precedent set out in the Subscription Agreement had been fulfilled and the Completion took place on 16 October 2023. Upon the Completion, 1,123,500,000 Subscription Shares have been issued to the Subscriber at the Subscription Price of HK\$0.067 per Subscription Share.

The aggregate gross proceeds and net proceeds of the Subscription Shares, after the deduction of related fees and expenses, amounted to approximately HK\$75,274,500 (equivalent to approximately RMB70,349,000) and HK\$74,710,000 (equivalent to approximately RMB69,824,000), respectively.

The new issued of shares shall rank *pari passu* with the existing shares in all respects.

Details of the above are set out in the Company’s announcements dated 10 July 2023, 24 July 2023, 19 September 2023, 6 October 2023 and 16 October 2023 and the circular of the Company dated 31 August 2023.

During the year ended 30 June 2024, the Controlling Party settled the Subscription Shares of approximately RMB69,824,000 through the setting off the amount with the “amounts due to a director and related companies, net”.

(b) Share Consolidation

Pursuant to the Company's announcement dated 12 January 2024, the Board proposed that every ten (10) existing shares in the issued and unissued share capital of the Company be consolidated into one (1) consolidated share (the "Consolidated Share"). As at 12 January 2024, there are 3,405,582,652 existing shares in issue which are fully paid or credited as fully paid. Assuming no further Shares would be issued from 12 January 2024 up to the date of the extraordinary general meeting of the Company to be convened to approve, among other things, the proposed Share Consolidation, upon the Share Consolidation becoming effective, there would be 340,558,265 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK\$50,000,000 but will be divided into 500,000,000 Consolidated Shares of HK\$0.1 each.

Pursuant to an ordinary resolution passed in the extraordinary general meeting of the Company on 22 February 2024, the Share Consolidation was approved by the shareholders of the Company.

Details of the above are set out in the Company's announcements dated 12 January 2024, 25 January 2024 and 22 February 2024 and the circular of the Company dated 2 February 2024.

There was no movements of the Company's authorised and issued share capital during the year ended 30 June 2025.

15. PLEDGE OF ASSETS

At the end of the reporting period, the Group had pledged the following assets to the lenders to secure the credit facilities granted to the Group:

	2025 RMB'000	2024 <i>RMB'000</i>
Property, plant and equipment	52,414	52,917
Right-of-use assets	15,201	11,652
	<u>67,615</u>	<u>64,569</u>

Save as the pledged assets disclosed above, the issued shares of certain subsidiaries of the Company were also pledged to secure borrowings of the Group as at 30 June 2025 and 30 June 2024.

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

During the Reporting Period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to fulfilling its responsibilities to the Shareholders and protecting and enhancing Shareholders' value through good corporate governance.

The Board recognises the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company has adopted the principles and all relevant code provisions as set out under the Corporate Governance Code (the "CG code") contained in Appendix 14 to the Listing Rules.

To the best of the knowledge of the Board, the Company has complied with the CG code during the Reporting Period. The Board will periodically review the Company's corporate governance functions and will continuously improve the Company's corporate governance practices by assessing their effectiveness with evolving standards to meet changing circumstances and needs.

CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code. Specific enquiry has been made to all Directors and all Directors have confirmed that they had fully complied with the Model Code and the Company's code of conduct during the Reporting Period.

AUDIT COMMITTEE

The Audit Committee consists of three independent non-executive Directors, namely Mr. Pang Wai Ho (chairman of the Audit Committee), Ms. Chung Wing Yee and Ms. Yang Xuping. The primary duties of the Audit Committee are to review the Company's financial information, review and supervise the Company's financial reporting process, risk management system and internal control procedures, nominate and monitor external auditors and provide advices and comments to the Board. The Audit Committee is established with specific terms of reference which deal clearly with the committee's authority and duties and is available on the website of the Stock Exchange and the Company.

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of this announcement and the final result of the Group for the Reporting Period.

SCOPE OF WORK OF SFAI (HK) CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 30 June 2025 as set out in this announcement have been agreed by the Group's auditors, SFAI (HK) CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by SFAI (HK) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by SFAI (HK) CPA Limited on this announcement.

EXTRACT FROM INDEPENDENT AUDITOR'S REPORT

The following is an extract of the independent auditor's report on the consolidated financial statements of the Group for the year ended 30 June 2025.

Disclaimer of Opinion

We do not express an opinion on the consolidated financial statements of the Group. Because of the significant of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to form an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

Scope of limitation relating to appropriateness of the going concern basis of accounting

As described in note 2 to the consolidated financial statements, during the year ended 30 June 2025, the Group incurred a loss attributable to the owners of the Company of approximately RMB24,660,000. In addition, as at 30 June 2025, the Group had net current liabilities of approximately RMB345,810,000 and a deficit attributable to owners of the Company of approximately RMB270,163,000.

As at 30 June 2025, certain of the Group's borrowings and corporate bonds amounting to approximately RMB90,130,000 and RMB39,021,000, respectively were default due to the events of default of late and/or overdue payments of the principal and/or interest in accordance with the clauses of the respective borrowings and corporate bonds agreements, which, as a consequence, the amounts would be immediately repayable if and when requested by the lenders. In addition, the Company received a winding-up petition (the "Petition") which was filed against the Company on 10 January 2025 at the High Court of the Hong Kong Special Administrative Region by certain lenders, for the winding up of the Company. Pursuant to the Company's announcement dated 15 September 2025, the Company announced that the hearing of the Petition has been adjourned to 6 October 2025.

These conditions, together with other matters described in note 2 to the consolidated financial statements, exist that may cast significant doubt on the Group's ability to continue as a going concern and hence, its ability to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the Directors are in the process of implementing a number of plans and measures (the "Plans and Measures") to improve the Group's liquidity and financial position as set out in note 2 to the consolidated financial statements. The Directors have reviewed the cash flow forecast prepared by management covering a period of at least twelve months from 30 June 2025, which take into account these Plans and Measures. Based on such assessment, assuming the Plans and Measures can be successfully implemented as scheduled notwithstanding the inherent uncertainties associated with the outcome of these Plans and Measures, the Directors are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due within twelve months from 30 June 2025 and therefore, it is appropriate to prepare the consolidated financial statements on a going concern basis.

The validity of the going concern assumption on which the consolidated financial statements of the Group have been prepared depends on the successful execution and completion of the Plans and Measures, such as Capital Funding Plan, Overdue Borrowings Restructuring Plan, Other Borrowings Restructuring Plan and Stringent Management Plan as described in note 2 to the consolidated financial statements, all of which aim to provide the Group with adequate funds to settle existing financial obligations, commitments, and future operating and capital expenditures. The Directors have taken into account the likelihood of success of the Plans and Measures being implemented and are of the opinion that sufficient financial resources will be available to finance the Group's operations and to meet the Group's financial obligations as and when they fall due at least twelve months from 30 June 2025. Accordingly, the consolidated financial statements for the year ended 30 June 2025 have been prepared on a basis that the Group will be able to continue as a going concern.

Given the execution of the Plans and Measures by the Group are in preliminary stage or in progress and written contractual agreements and/or other documentary supporting evidences are not available to the Group as at the date of approval for issuance of the consolidated financial statements of the Group for the year ended 30 June 2025 for extending the going concern assessment, we are unable to obtain sufficient appropriate audit evidence we considered necessary to assess the likelihood of success of the Plans and Measures currently undertaken by the Group. There were no other satisfactory audit procedures that we could adopt to satisfy ourselves that the appropriateness of the Directors' use of the going concern basis of accounting and adequacy of the related disclosures in the consolidated financial statements of the Group.

Should the Group fail to achieve the above-mentioned Plans and Measures, it might not be able to continue to operate as a going concern, and adjustments might have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to reclassify non-current liabilities as current liabilities with consideration of the contractual terms or to recognise a liability for any contractual commitments that may have become onerous, where appropriate. The effects of these adjustments have not been reflected in the consolidated financial statements of the Group.

The possible effects on the consolidated financial statements of undetected misstatements, if any, could be both material and pervasive.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 30 June 2025 (2024: nil).

PUBLICATION OF 2025 FINAL RESULTS AND ANNUAL REPORT

This announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://hksummi.com>). The annual report of the Company for the year containing all the information required by the Listing Rules will be despatched to the Shareholders and available on the same websites in due course.

By Order of the Board
Summi (Group) Holdings Limited
WU Liantao
Chairman and Executive Director

Hong Kong, 29 September 2025

As at the date of this announcement, the Board comprises: Mr. WU Shaohao and Mr. WU Liantao as executive Directors; Ms. CHUNG Wing Yee, Mr. PANG Wai Ho and Ms. YANG Xuping as independent non-executive Directors.