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Wan Kei Group Holdings Limited

宏基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1718)

**ANNOUNCEMENT OF INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025**

FINANCIAL HIGHLIGHTS

- Revenue of the Group for the Reporting Period amounted to approximately HK\$186,846,000 (six months ended 30 September 2024: approximately HK\$178,596,000).
- Profit attributable to the owners of the Company for the Reporting Period amounted to approximately HK\$1,080,000 (six months ended 30 September 2024: loss attributable to owners of the Company approximately HK\$10,563,000).
- Basic and diluted earnings per share of the Company for the Reporting Period amounted to approximately HK cents 0.50 (six months ended 30 September 2024: restated basic and diluted loss per share HK cents 9.46).
- The Board does not recommend the declaration of any interim dividend for the Reporting Period (six months ended 30 September 2024: nil).

RESULTS

The board (the “**Board**”) of directors (the “**Directors**”) of Wan Kei Group Holdings Limited (the “**Company**”) announces the unaudited consolidated interim results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30 September 2025 (the “**Reporting Period**”) together with comparative figures for the corresponding period in 2024 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2025

		For the six months ended 30 September	
		2025	2024
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
Revenue	4	186,846	178,596
Cost of sales	6(c)	(145,157)	(140,066)
Gross profit		41,689	38,530
Other income, other gains and losses, net	5	3,904	1,512
Selling expenses		(2,856)	(2,947)
General and administrative expenses		(36,467)	(41,906)
Reversal of impairment/(Impairment losses) on financial and contract assets, net	6(c)	227	(725)
Profit/(Loss) from operations		6,497	(5,536)
Finance costs	6(a)	(5,188)	(5,113)
Profit/(Loss) before tax	6	1,309	(10,649)
Income tax credit/(expense)	7	30	(1,090)
Profit/(Loss) for the period		1,339	(11,739)
Profit/(Loss) attributable to:			
Owners of the Company		1,080	(10,563)
Non-controlling interests		259	(1,176)
		1,339	(11,739)
		HK cents	HK cents (Restated)
Earnings/(Loss) per share			
– Basic	9	0.50	(9.46)
– Diluted	9	0.50	(9.46)

	For the six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Profit/(Loss) for the period	<u>1,339</u>	<u>(11,739)</u>
Other comprehensive income		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of financial statements of foreign operations	81	148
Reclassification adjustment for the release of exchange fluctuation reserve upon disposal and deregistration of subsidiaries	54	—
Other comprehensive income that will not reclassified to profit or loss in subsequent periods:		
Equity investment at fair value through other comprehensive income:		
– Change in fair value	<u>—</u>	<u>(1,211)</u>
Other comprehensive income for the period, net of tax	<u>135</u>	<u>(1,063)</u>
Total comprehensive income for the period	<u>1,474</u>	<u>(12,802)</u>
Attributable to:		
Owners of the Company	1,215	(11,656)
Non-controlling interests	<u>259</u>	<u>(1,146)</u>
	<u>1,474</u>	<u>(12,802)</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2025

		As at 30 September 2025 (Unaudited) <i>HK\$'000</i>	As at 31 March 2025 (Audited) <i>HK\$'000</i>
	<i>Notes</i>		
Non-current assets			
Property, plant and equipment	10	16,014	18,603
Intangible assets		1,219	1,224
Loan and interest receivables	12	–	2,771
Total non-current assets		17,233	22,598
Current assets			
Inventories		6,460	9,447
Contract assets		119,703	88,266
Trade and other receivables	11	75,639	36,429
Loan and interest receivables	12	3,294	1,088
Financial assets at fair value through profit or loss		–	2,480
Cash and cash equivalents		86,449	106,965
Total current assets		291,545	244,675
Current liabilities			
Trade and other payables and accruals	13	51,716	34,636
Due to a related company	14	57,350	56,017
Due to directors of subsidiaries	14	111,820	114,234
Lease liabilities		3,518	5,723
Tax payable		1,191	1,191
Total current liabilities		225,595	211,801
Net current assets		65,950	32,874
Total assets less current liabilities		83,183	55,472

		As at 30 September 2025 (Unaudited) <i>Notes</i> HK\$'000	As at 31 March 2025 (Audited) <i>HK\$'000</i>
Non-current liabilities			
Long service payment liabilities		1,486	1,486
Lease liabilities		1,574	2,909
Deferred tax liabilities		<u>1,171</u>	<u>1,376</u>
Total non-current liabilities		<u>4,231</u>	<u>5,771</u>
Net assets		<u>78,952</u>	<u>49,701</u>
Capital and reserves attributable to the owners of the Company			
Share capital	15	25,344	11,520
Reserves		<u>53,608</u>	<u>39,383</u>
		78,952	50,903
Non-controlling interests		<u>–</u>	<u>(1,202)</u>
Total equity		<u>78,952</u>	<u>49,701</u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 7 October 2014 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's principal place of business in Hong Kong is Offices 5 and 6, 28/F., Bank of America Tower, No. 12 Harcourt Road, Hong Kong.

The Group is principally engaged in the provision of (i) foundation construction works; (ii) ground investigation services; (iii) financial services; (iv) trading of consumer products; and (v) e-commerce sales, live streaming and promotion business in the social media.

The Company is an investment holding company and the Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The unaudited condensed consolidated interim financial statements is presented in Hong Kong Dollars (**HK\$**) and all values are rounded to the nearest thousand except otherwise stated. The unaudited condensed consolidated interim financial statements was approved for issue by the Board on 28 November 2025.

The unaudited condensed consolidated interim financial statements has not been audited, but has been reviewed by the Company's audit committee (the "**Audit Committee**").

2. BASIS OF PRESENTATION

The unaudited condensed consolidated interim financial statements has been prepared in accordance with the Hong Kong Accounting Standard ("**HKAS**") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") as well as with the applicable disclosure requirements of Appendix D2 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

3. CHANGES IN ACCOUNTING POLICIES

Except as described below, the accounting policies applied in the preparation of the interim financial statements for the current period are consistent with those of the annual financial statements for the year ended 31 March 2025, as described in those annual financial statements.

Application of new/revised HKFRS Accounting Standards

In the current period, the Group has applied, for the first time, the following revised HKFRS Accounting Standards issued by the HKICPA which are effective for the annual period beginning on or after 1 April 2025 for the preparation of the Group's unaudited condensed consolidated interim financial statements:

Amendment to HKAS 21, Lack of Exchangeability

The Group has not applied any new standard or interpretation that is not yet effective for the current period. The application of the new and amendments to HKFRS Accounting Standards in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated interim financial statements.

4. REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the provision of foundation construction works, ground investigation services, financial services, trading of consumer products and e-commerce business.

Disaggregation of revenue from contracts with customers of each significant category during the respective periods is as follows:

	Six months ended	
	30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue from contracts with customers within the scope of HKFRS 15:		
Revenue from foundation construction works	155,688	119,280
Revenue from ground investigation services	22,162	24,583
Trading of consumer products	1,924	2,808
Revenue from e-commerce business	5,257	28,511
Other revenue	1,570	3,297
	186,601	178,479
Revenue from other sources		
Interest income from financial services	245	117
	186,846	178,596

Disaggregation of revenue from contracts with customers by the timing of revenue recognition is disclosed in note 4(b).

(b) Segment reporting

The Group manages its businesses by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior management for the purposes of resource allocation and performance assessment, the Group has presented the following five reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Foundation construction works: this segment provides foundation construction works to customers.
- Ground investigation services: this segment provides ground investigation services to customers.
- Financial services: this segment provides investment, financing and money lending business.
- Trading of consumer products: this segment engages in the trading of consumer products.
- E-commerce business: this segment engages in the provision of e-commerce live streaming and promotion services in the social media.

(i) *Segment results, assets and liabilities*

For the purpose of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all current and non-current assets with the exception of (i) unallocated head office and corporate assets, and (ii) financial assets at fair value through profit or loss ("FVTPL"), if any. Segment liabilities include all current and non-current liabilities with the exception of (i) unallocated head office and corporate liabilities, (ii) tax payable and (iii) deferred tax liabilities.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation of assets attributable to those segments. The measure used for reporting segment results is profit/(loss) before tax.

Disaggregation of revenue from contracts with customers by the time of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the six months ended 30 September 2025 and 2024 are as follows:

	Six months ended 30 September 2025						Total
	Foundation	Ground	Financial	Trading of	E-commerce	Others	
	construction	investigation	services	consumer	business		
	works	services		products			
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Disaggregated by timing of revenue recognition							
– over time	155,688	22,162	245	–	–	–	178,095
– at a point in time	–	–	–	1,924	5,257	1,570	8,751
Revenue from external customers	155,688	22,162	245	1,924	5,257	1,570	186,846
Reportable segment revenue	<u>155,688</u>	<u>22,162</u>	<u>245</u>	<u>1,924</u>	<u>5,257</u>	<u>1,570</u>	<u>186,846</u>
Reportable segment gross profit/(loss)	<u>32,986</u>	<u>6,306</u>	<u>245</u>	<u>(424)</u>	<u>2,332</u>	<u>244</u>	<u>41,689</u>
Reportable segment profit/(loss) before tax	<u>17,531</u>	<u>1,283</u>	<u>(3,462)</u>	<u>(1,361)</u>	<u>(805)</u>	<u>(1,284)</u>	<u>11,902</u>
Interest income from bank deposits	–	–	–	–	1	7	8
Interest expense	3,453	–	53	–	196	33	3,735
Depreciation and amortisation for the period	1,129	878	521	17	122	41	2,708
Impairment losses/(Reversal of impairment losses) on financial and contract assets, net	<u>1,103</u>	<u>296</u>	<u>(1,728)</u>	<u>158</u>	<u>15</u>	<u>(7)</u>	<u>(163)</u>

	Six months ended 30 September 2024						
	Foundation construction works	Ground investigation services	Financial services	Trading of consumer products	E-commerce business	Others	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Disaggregated by timing of revenue recognition							
– over time	119,280	24,583	117	–	–	–	143,980
– at a point in time	–	–	–	2,808	28,511	3,297	34,616
Revenue from external customers	119,280	24,583	117	2,808	28,511	3,297	178,596
Reportable segment revenue	<u>119,280</u>	<u>24,583</u>	<u>117</u>	<u>2,808</u>	<u>28,511</u>	<u>3,297</u>	<u>178,596</u>
Reportable segment gross profit	<u>25,173</u>	<u>10,531</u>	<u>117</u>	<u>338</u>	<u>2,142</u>	<u>229</u>	<u>38,530</u>
Reportable segment profit/(loss) before tax	<u>9,964</u>	<u>4,556</u>	<u>(8,771)</u>	<u>276</u>	<u>(4,818)</u>	<u>(1,117)</u>	<u>90</u>
Interest income from bank deposits	–	–	365	368	1	6	740
Interest expense	3,356	–	306	8	84	–	3,754
Depreciation and amortisation for the period	539	860	1,696	81	174	32	3,382
Impairment losses/(Reversal of impairment losses) on financial and contract assets, net	<u>3,220</u>	<u>32</u>	<u>(2,211)</u>	<u>27</u>	<u>36</u>	<u>14</u>	<u>1,118</u>

As at 30 September 2025						
Foundation construction works	Ground investigation services	Financial services	Trading of consumer products	E-commerce business	Others	Total
<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Reportable segment assets	305,036	71,722	15,025	62,986	9,146	470,083
Capital expenditure	1,138	333	2,057	–	3	4,623
Reportable segment liabilities	(206,912)	(15,483)	(117,333)	(58,637)	(11,587)	(411,750)

As at 31 March 2025						
Foundation construction works	Ground investigation services	Financial services	Trading of consumer products	E-commerce business	Others	Total
<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
Reportable segment assets	263,981	69,757	185,691	65,276	9,073	600,421
Capital expenditure	6,168	2,279	1,275	167	128	10,610
Reportable segment liabilities	(183,389)	(14,626)	(327,290)	(59,567)	(10,574)	(596,551)

(ii) **Reconciliations of reportable segment revenue, profit or loss, assets and liabilities**

		Six months ended	
		30 September	
		2025	2024
		<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Unaudited)
Revenue			
Reportable segment revenue and consolidated revenue		186,846	178,596
Profit/(Loss)			
Reportable segment profit		11,902	90
Net change in fair value of financial assets at FVTPL (<i>note 5</i>)		–	(397)
Gain on disposal of financial assets at FVTPL (<i>note 5</i>)		1,339	–
Unallocated head office and corporate expenses		(11,932)	(10,342)
Consolidated profit/(loss) before tax		1,309	(10,649)

	As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)
Assets		
Reportable segment assets	470,083	600,421
Elimination of inter-segment and head office's receivables	<u>(215,017)</u>	<u>(342,195)</u>
	255,066	258,226
Financial assets at FVTPL	–	2,480
Unallocated head office and corporate assets	<u>53,712</u>	<u>6,567</u>
Consolidated total assets	<u>308,778</u>	<u>267,273</u>
Liabilities		
Reportable segment liabilities	411,750	596,551
Elimination of inter-segment and head office's payables	<u>(243,762)</u>	<u>(439,362)</u>
	167,988	157,189
Tax payable	1,191	1,191
Deferred tax liabilities	1,171	1,376
Unallocated head office and corporate liabilities	<u>59,476</u>	<u>57,816</u>
Consolidated total liabilities	<u>229,826</u>	<u>217,572</u>

(iii) Geographical information

(i) Revenue from external customers

	Six months ended 30 September 2025 <i>HK\$'000</i> (Unaudited)	2024 <i>HK\$'000</i> (Unaudited)
Hong Kong	180,485	146,788
Chinese Mainland	<u>6,361</u>	<u>31,808</u>
	<u>186,846</u>	<u>178,596</u>

(ii) *Non-current assets*

	As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)
Hong Kong	15,764	22,399
Chinese Mainland	1,469	199
	<u>17,233</u>	<u>22,598</u>

5. **OTHER INCOME, OTHER GAINS AND LOSSES, NET**

	Six months ended 30 September 2025 <i>HK\$'000</i> (Unaudited)	2024 <i>HK\$'000</i> (Unaudited)
Rental income from lease of machinery	–	40
Bank and other interest income	323	814
Gain on disposal of property, plant and equipment	108	500
Net changes in fair value of financial assets at FVTPL	–	(397)
Gain on disposal of financial assets at FVTPL	1,339	–
Sales of raw materials	579	380
Gain on disposal and deregistration of subsidiaries	985	–
Others	570	175
	<u>3,904</u>	<u>1,512</u>

6. PROFIT/(LOSS) BEFORE TAX

Profit/(Loss) before tax is arrived at after charging/(crediting):

	Six months ended 30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
(a) Finance costs		
Interest on borrowing from a related company	1,333	1,333
Interest on borrowing from directors of subsidiaries	3,614	3,419
Interest on lease liabilities	241	361
	<u>5,188</u>	<u>5,113</u>
(b) Staff costs (including directors' remuneration)		
Salaries, wages and other benefits	38,902	41,156
Contributions to defined contribution retirement plans	1,457	1,576
	<u>40,359</u>	<u>42,732</u>
(c) Other items		
Cost of sales:		
– cost of construction	122,701	108,159
– cost of services provided	15,952	19,062
– cost of goods sold	6,504	12,845
	<u>145,157</u>	<u>140,066</u>
Depreciation and amortisation:		
– property, plant and equipment	2,008	1,640
– right-of-use assets	1,761	2,162
– intangible assets	5	2
	<u>3,774</u>	<u>3,804</u>
Impairment losses/(Reversal of impairment losses) on financial and contract assets, net		
– loan and interest receivables	(1,730)	(1,353)
– trade receivables and contract assets	1,623	3,281
– other receivables	(120)	(1,203)
	<u>(227)</u>	<u>725</u>
Gain on disposal of property, plant and equipment	(108)	(500)
Gain on disposal and deregistration of subsidiaries	(985)	–
	<u>(985)</u>	<u>–</u>

7. INCOME TAX (CREDIT)/EXPENSE

	Six months ended	
	30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax		
Charge for the period	175	702
Deferred tax	(205)	388
	<u>(30)</u>	<u>1,090</u>

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands.
- (ii) The provision for Hong Kong Profits Tax is calculated at 16.5% (six months ended 30 September 2024: 16.5%) of the estimated assessable profits for the Reporting Period. Except for one subsidiary the Group selected as qualifying corporation under the two-tiered Profits Tax regime, in which, the first HK\$2 million of assessable profits is taxed at 8.25% and the remaining assessable profits is taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in both periods.
- (iii) According to the relevant announcements of income tax relief policy for small low-profit enterprises issued by the State Administration of Taxation, a lower corporate income tax (“CIT”) rate is applicable to small scale enterprises with low profitability that meet certain conditions, pursuant to which, the subsidiaries qualified as small-scale enterprises with assessable profits not over RMB3,000,000 are effectively taxable at 5% (i.e. 20% CIT rate on the 25% of the assessable profits) for the Reporting Period and the six months ended 30 September 2024.

8. DIVIDEND

The Board does not recommend the payment of interim dividend for the Reporting Period (six months ended 30 September 2024: nil).

9. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share

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

	Six months ended	
	30 September	
	2025	2024
	(Unaudited)	(Unaudited)
Profit/(Loss)		
Profit/(Loss) attributable to owners of the Company (<i>HK\$'000</i>)	<u>1,080</u>	<u>(10,563)</u>
		(Restated)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share (in thousand)	<u>213,903</u>	<u>111,700</u>
		(Restated)
Basic earnings/(loss) per share (<i>HK cents</i>)	<u><u>0.50</u></u>	<u><u>(9.46)</u></u>

For the six months ended 30 September 2025 and 2024, the calculation of the basic earnings/(loss) per share attributable to owners of the Company was based on (i) the profit/(loss) attributable to owners of the Company and (ii) the weighted average number of ordinary shares in issue which was adjusted by the effect of (a) 3,164,500 shares held for the Group's share award scheme (note 16); and (b) the rights issue which was completed on 9 May 2025 (note 15(b) (iii)).

Comparative figure has also been restated on the assumption that the rights issue has been effective as at 1 April 2024.

Diluted earnings/(loss) per share

There were no diluted potential shares in existence during the Reporting Period and the six months ended 30 September 2024.

10. PROPERTY, PLANT AND EQUIPMENT

During the Reporting Period, apart from the depreciation, the movements in the Group's property, plant and equipment are mainly as follows:

- (i) Additions to property, plant and equipment amounted to approximately HK\$1,814,000 during the Reporting Period (six months ended 30 September 2024: approximately: HK\$7,074,000), which mainly represented the additions to machinery;
- (ii) The Group entered into 2 tenancy agreements with independent third parties for a term from 2 to 3 years during the Reporting Period. The present value of the right-of-use assets and lease liabilities amounting to approximately HK\$2,809,000 were initially recognised during the Reporting Period (six months ended 30 September 2024: HK\$9,000,000); and
- (iii) Disposal of property, plant and equipment of approximately HK\$3,425,000 (six months 30 September 2024: nil) through the disposal and deregistration of subsidiaries.

11. TRADE AND OTHER RECEIVABLES

	As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)
Trade receivables (<i>note</i>)	65,723	19,326
Deposits, prepayments and other receivables	<u>45,232</u>	<u>51,213</u>
	<u>110,955</u>	<u>70,539</u>
Less: Impairment		
– trade receivables (<i>note</i>)	(6,349)	(5,023)
– other receivables	<u>(28,967)</u>	<u>(29,087)</u>
	<u>(35,316)</u>	<u>(34,110)</u>
	<u>75,639</u>	<u>36,429</u>

Note: The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. Trade receivables are normally due within 30 to 60 days from the certificate date or 60 to 90 days from the invoice date.

Aging analysis

At the end of the Reporting Period, the aging analysis of trade receivables, net of impairment, based on the date of progress certificates issued by customers or date of invoice issued to customers and net of allowance is as follows:

	As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)
Less than 30 days	10,831	8,807
31 to 60 days	22,338	3,882
61 to 90 days	19,793	–
Over 90 days	6,412	1,614
	<u>59,374</u>	<u>14,303</u>

The movements in the loss allowance for impairment of trade receivables are as follows:

	As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)
At beginning of period/year	5,023	1,177
Impairment provided during the period/year	<u>1,326</u>	<u>3,846</u>
At end of period/year	<u>6,349</u>	<u>5,023</u>

12. LOAN AND INTEREST RECEIVABLES

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Fixed-rate loan and interest receivables, unsecured	5,405	7,700
Less: Impairment	<u>(2,111)</u>	<u>(3,841)</u>
	<u>3,294</u>	<u>3,859</u>
Less: classified as non-current portion	<u>–</u>	<u>(2,771)</u>
Current portion	<u><u>3,294</u></u>	<u><u>1,088</u></u>

As at 30 September 2025, the balance consisted of the Loan A (as defined below) and another loan with principal amount of HK\$2,800,000 which is unsecured, bears interest at 15% per annum and is repayable on or before 7 July 2026.

As at 30 September 2025, the Group's loan receivable (the "Loan A") amounting to approximately HK\$2,500,000 is guaranteed by the sole shareholder and director and certain business associates of the borrower, interest bearing at 12% per annum and has been overdue for repayment. In accordance with a settlement agreement entered into between the Group and the borrower in prior years, the Group agreed with the borrower to settle the outstanding amount by instalments up to 30 September 2025. During the Reporting Period, the Group further agreed with the borrower to extend the final settlement date to 25 December 2025. The interest thereon has been waived save for default in repayment as scheduled.

Provision for impairment on loan and interest receivables of approximately HK\$2,111,000 (31 March 2025: approximately HK\$3,841,000) were provided for the outstanding balances as at 30 September 2025.

The movements in the loss allowance for impairment of loan and interest receivables are as follows:

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
At beginning of period/year	3,841	8,138
Reversal of impairment during the period/year	<u>(1,730)</u>	<u>(4,297)</u>
At end of period/year	<u><u>2,111</u></u>	<u><u>3,841</u></u>

An aging analysis of loan and interest receivables (net of impairment), determined based on time to maturity of the loan and interest receivables, as at the end of the reporting period is as follows:

	As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)
Past due	104	279
To be due within 90 days	419	–
To be due within 91 days to 180 days	–	–
To be due within 181 days to 365 days	2,771	809
To be due within 1 year to 2 years	–	2,771
	<u>3,294</u>	<u>3,859</u>

13. TRADE AND OTHER PAYABLES AND ACCRUALS

	As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)
Trade payables	31,979	18,070
Retention payables	9,287	6,926
Other payables and accruals	10,450	9,640
	<u>51,716</u>	<u>34,636</u>

Aging analysis

As at the end of the Reporting Period, aging analysis of trade payables based on the invoice date is as follows:

	As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)
Less than 30 days	16,955	11,010
31 to 60 days	13,429	5,718
61 to 90 days	200	98
Over 90 days	1,395	1,244
	<u>31,979</u>	<u>18,070</u>

14. DUE TO A RELATED COMPANY/DIRECTORS OF SUBSIDIARIES

Due to a related company

The amount is owed by Hong Kong Wan Wai Company Limited (“**Wan Wai**”), a subsidiary of the Company, to a related company, Bright Dynasty Trading Limited (“**Bright Dynasty**”), which is unsecured, bearing interest at 5% per annum and is repayable on demand. Bright Dynasty is beneficially owned by Mr. Fong Hon Hung (“**Mr. Fong**”), who is a key management personnel of the Group and a director of a principal subsidiary. In addition, Bright Dynasty agreed, for a period up to 25 March 2026, not to demand for repayment of up to HK\$53,325,000 until Wan Wai is in a position to do so.

Due to directors of subsidiaries

The amount due to a director of a subsidiary, Mr. Lau Woon Si (“**Mr. Lau**”), in the amount of approximately HK\$111,061,000 (31 March 2025: approximately HK\$107,637,000) is owed by Wan Kei Machinery Company Limited (“**Wan Kei**”), a subsidiary of the Company, which is unsecured, bearing interest at 6.5% per annum and is repayable on demand. Mr. Lau is a director of a subsidiary. In addition, Mr. Lau agreed, for a period up to 25 March 2026, not to demand for repayment of up to HK\$102,000,000, until Wan Kei is in a position to do so.

The amount due to a director of a subsidiary, Mr. Chen Yu (“**Mr. Chen**”), in the amount of approximately HK\$759,000 as at 30 September 2025 (31 March 2025: approximately HK\$6,597,000) is unsecured, bearing interest at 4.5% per annum and is repayable on demand. Mr. Chen is a key management personnel of the Group and a director of a subsidiary.

15. SHARE CAPITAL

	As at 30 September 2025 (Unaudited) HK\$'000	As at 31 March 2025 (Audited) HK\$'000
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Share capital of the Company

Authorised:

1,000,000,000 (31 March 2025: 1,000,000,000) ordinary shares of HK\$0.1 each	100,000	100,000
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Issued and fully paid:

253,440,000 (31 March 2025: 115,200,000) ordinary shares of HK\$0.1 each	25,344	11,520
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(a) A summary of movements in the Company's authorised share capital is as follows:

	30 September 2025 (Unaudited)		31 March 2025 (Audited)	
	Number of ordinary shares	Nominal value HK\$'000	Number of ordinary shares	Nominal value HK\$'000
Authorised:				
At beginning of period/year, ordinary shares of HK\$0.1 each	1,000,000,000	100,000	200,000,000	20,000
Increase in authorised share capital (note (i))	–	–	800,000,000	80,000
At end of period/year, ordinary shares of HK\$0.1 each	1,000,000,000	100,000	1,000,000,000	100,000

(b) A summary of movements in the Company's issued and fully paid share capital is as follows:

	30 September 2025 (Unaudited)		31 March 2025 (Audited)	
	Number of ordinary shares	Nominal value HK\$'000	Number of ordinary shares	Nominal value HK\$'000
Issued and fully paid:				
At beginning of period/year, ordinary shares of HK\$0.1 each	115,200,000	11,520	96,000,000	9,600
Issue of shares				
– Placing of shares (note(ii))	–	–	19,200,000	1,920
– Rights issue of shares (note(iii))	115,200,000	11,520	–	–
– Subscription of shares (note(iv))	23,040,000	2,304	–	–
At end of period/year, ordinary shares of HK\$0.1 each	<u>253,440,000</u>	<u>25,344</u>	<u>115,200,000</u>	<u>11,520</u>

Notes:

(i) Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company on 13 March 2025, the authorized share capital of the Company was increased from 200,000,000 to 1,000,000,000 shares of HK\$0.1 each. The increase in the authorised share capital has been effective on 13 March 2025.

(ii) On 3 April 2024, the Company entered into a placing agreement (the “**Placing Agreement**”) with a placing agent, pursuant to which, the placing agent has conditionally agreed, as the placing agent of the Company, to procure, on a best effort basis, not less than six placees to subscribe for (the “**Placing**”) up to 19,200,000 placing shares (the “**Placing Shares**”) at a placing price of HK\$1.00 per Placing Share.

Upon the completion of the Placing on 16 April 2024, the net proceeds from the Placing were approximately HK\$18,708,000, which were used for the headquarters' administration and operating expenses.

(iii) Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company on 13 March 2025, the Company offered the rights issue (the “**Rights Issue**”) by issuing 115,200,000 rights shares (the “**Rights Share(s)**”) to the qualifying shareholders at the subscription price of HK\$0.2 per Rights Share on the basis of one Rights Share for every one existing share of the Company held on 25 March 2025. Upon the completion of the Rights Issue on 9 May 2025, the net proceeds from the Rights Issue were approximately HK\$22,000,000, which were used for the Group's foundation construction works and ground investigation services segments and the general working capital of the headquarters as and when required.

- (iv) On 15 August 2025, the Company entered into a subscription agreement (the “**Subscription Agreement**”) with a subscriber (the “**Subscriber**”), pursuant to which, the Company allotted and issued (the “**Share Subscription**”) a total of 23,040,000 subscription shares at a subscription price of HK\$0.215 per subscription share.

Upon the completion of the Share Subscription on 26 August 2025, the net proceeds from the Share Subscription were approximately HK\$4,800,000, which will be used for general working capital of the Group.

16. SHARE AWARD SCHEME

In prior years, the Group has repurchased 3,164,500 (after adjusting the effect from share consolidation) of its own shares through the trustee from open market, which are being held under the share award scheme. During the Reporting Period, the Company did not award any shares to any eligible participant under the share award scheme.

17. COMMITMENTS

As at 30 September 2025, the Group had no significant capital commitments (31 March 2025: nil).

18. MATERIAL RELATED PARTY TRANSACTIONS

During the Reporting Period, the related parties that had transactions with the Group were as follows:

Name of related parties	Relationship with the Group
Chung Hang Enterprises Holdings Limited	A related company owned by Mr. Lau
Chung Wah Investment Company Limited	A related company owned by Mr. Lau
Mr. Cheung Kit Shing (“ Mr. Cheung ”)	A director of a subsidiary (Resigned on 3 May 2024)
Mr. Chen Yu (“ Mr. Chen ”)	A director of subsidiaries
Cheer Trend Limited	Non-controlling interest of a subsidiary until the completion of the Pure Luck Acquisition (defined herein below), wholly-owned by Mr. Cheung
Etoiles Consultancy Limited	A related company owned by Mr. Cheung

In addition to the transactions and balances disclosed in notes 6(a) and 14 in this announcement, the Group had the following transactions with related parties which were carried out in accordance with the terms agreed between the Group and the related parties and in the ordinary and usual course of business:

	Six months ended	
	30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Repayment of lease liabilities		
– Chung Hang Enterprises Holdings Limited	360	360
– Chung Wah Investment Company Limited	690	690
Acquisition of additional interest in subsidiaries		
– Cheer Trend Limited	–	5,000
Annual retainer of investor relation service		
– Etoiles Consultancy Limited	–	96
Disposal of a subsidiary		
– Mr. Chen [#]	13	–
	1,063	6,146

[#] In September 2025, the Group entered into a sale and purchase agreement with Mr. Chen, pursuant to which, the Group disposed one of its subsidiary (“**Subsidiary A**”) to Mr. Chen at a consideration of RMB12,000 (equivalent to approximately HK\$13,000). As at the disposal date, the net liabilities of Subsidiary A attributable to the Group was RMB378,000 (equivalent to approximately HK\$413,000). The principal assets and liabilities of Subsidiary A comprised inventories of approximately RMB6,003,000 (equivalent to approximately HK\$6,560,000) and amount due to Mr. Chen and other payables of approximately RMB4,761,000 (equivalent to approximately HK\$5,202,000) and RMB2,952,000 (equivalent to approximately HK\$3,226,000), respectively.

Key management personnel remuneration

	Six months ended	
	30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Short-term employee benefits	6,468	7,379
Post-employment benefits	54	54
	6,522	7,433

19. EVENTS AFTER REPORTING PERIOD

Subsequent to the end of the Reporting Period on 25 November 2025, the Group entered into a sale and purchase agreement with an independent third party (the “**Vendor**”), pursuant to which, the Vendor has conditionally agreed to sell and the Group has conditionally agreed to acquire (the “**Wanyou Acquisition**”) 51% equity interest in Wanyou Technology (HK) Limited (the “**Target Company**”) and its subsidiaries (collectively, the “**Target Group**”), at a consideration of HK\$15,000,000. As at the date of this announcement, the Wanyou Acquisition has not yet completed. Further details of the Wanyou Acquisition are set out in the announcement of the Company dated 25 November 2025.

Save as disclosed above, there were no other significant events subsequent to the end of the Reporting Period and up to the date of this announcement.

20. COMPARATIVE FIGURES

Certain comparative amounts have been reclassified to conform with the current period’s presentation and the Rights Issue set out in note 9 to this announcement.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the Reporting Period, the Group was principally engaged in the provision of (i) foundation construction works; (ii) ground investigation services; (iii) financial services; (iv) trading of consumer products; and (v) e-commerce sales, live streaming and promotion business in social media (the “E-Commerce Business”).

Foundation Construction Works

During the Reporting Period, the Group was principally engaged in the provision of foundation construction works in Hong Kong. The foundation construction works undertaken by the Group mainly consisted of the construction of socketed H-piles, mini piles, soldier piles, pipe piles and king posts. The Group undertook foundation construction projects in both public and private sectors. Revenue from foundation construction works amounted to approximately 83.3% of the total revenue of the Group during the Reporting Period (six months ended 30 September 2024: approximately 66.8%).

Ground Investigation Services

During the Reporting Period, the Group also acted as a contractor to provide ground investigation services in both public and private sectors in Hong Kong. Revenue from ground investigation services amounted to approximately 11.9% of the total revenue of the Group during the Reporting Period (six months ended 30 September 2024: approximately 13.8%).

Financial Services

During the Reporting Period, revenue from financial services amounted to approximately 0.1% of the total revenue of the Group (six months ended 30 September 2024: approximately 0.1%).

Trading of consumer products

During the Reporting Period, revenue from trading of consumer products amounted to approximately 1.0% of the total revenue of the Group (six months ended 30 September 2024: approximately 1.6%).

E-Commerce Business

During the Reporting Period, revenue from E-Commerce Business contributed approximately 2.8% to the total revenue of the Group (six months ended 30 September 2024: approximately 16.0%).

FINANCIAL REVIEW

Revenue

The Group's total revenue for the Reporting Period increased by approximately HK\$8,250,000 or approximately 4.6%, from approximately HK\$178,596,000 for the six months ended 30 September 2024 to approximately HK\$186,846,000 for the Reporting Period, primarily as a net effect of the following:

Foundation Construction Works

The revenue from foundation construction works increased by approximately 30.5%, from approximately HK\$119,280,000 for the six months ended 30 September 2024 to approximately HK\$155,688,000 for the Reporting Period, mainly due to a sizeable foundation construction project was performed by the Group during the Reporting Period.

Ground Investigation Services

The revenue from ground investigation services decreased by approximately 9.8%, from approximately HK\$24,583,000 for the six months ended 30 September 2024 to approximately HK\$22,162,000 for the Reporting Period, mainly due to the decrease in number of sizeable ground investigation projects tendered by the Group during the Reporting Period.

Financial Services

The revenue for financial services amounted to approximately HK\$245,000 for the Reporting Period (six months ended 30 September 2024: approximately HK\$117,000).

Trading of Consumer Products

The revenue for trading of consumer products amounted to approximately HK\$1,924,000 for the Reporting Period (six months ended 30 September 2024: approximately HK\$2,808,000).

E-Commerce Business

During the Reporting Period, revenue from E-Commerce Business amounted to approximately HK\$5,257,000 (six months ended 30 September 2024: approximately HK\$28,511,000). The decrease in revenue was mainly due to regional market conditions and operational issues in specific subsidiaries, as well as the Group's reassessment of its business model and performance, contributing to weaker overall results for the Reporting Period.

Gross Profit and Gross Profit Margin

The Group's gross profit amounted to approximately HK\$41,689,000 for the Reporting Period (six months ended 30 September 2024: approximately HK\$38,530,000). The Group's overall gross profit margin during the Reporting Period was approximately 22.3% (six months ended 30 September 2024: approximately 21.6%).

Gross profit of the Group's foundation construction works segment was approximately HK\$32,986,000 for the Reporting Period (six months ended 30 September 2024: approximately HK\$25,173,000). Gross profit margin of the foundation construction works segment was approximately 21.2% for the Reporting Period (six months ended 30 September 2024: approximately 21.1%).

Gross profit of the Group's ground investigation services segment was approximately HK\$6,306,000 for the Reporting Period, representing a decrease of approximately 40.1% from approximately HK\$10,531,000 as compared to the six months ended 30 September 2024. Gross profit margin of the ground investigation services segment decreased from approximately 42.8% for the six months ended 30 September 2024 to approximately 28.5% for the Reporting Period. The decrease in gross profit margin was mainly due to the decrease in the bidding price of the new tenders.

Gross profit of the Group's financial services was approximately HK\$245,000 for the Reporting Period (six months ended 30 September 2024: approximately HK\$117,000). Gross profit margin of the financial services amounted to approximately 100.0% for the Reporting Period (six months ended 30 September 2024: approximately 100.0%).

Gross loss of the Group's trading of consumer products was approximately HK\$424,000 for the Reporting Period (six months ended 30 September 2024: gross profit of approximately HK\$338,000). Gross loss margin of the trading of consumer products amounted to approximately 22.0% for the Reporting Period (six months ended 30 September 2024: gross profit margin of approximately 12.0%). The gross loss is due to the high costs incurred during the Reporting Period.

Gross profit of the Group's E-Commerce Business segment was approximately HK\$2,332,000 for the Reporting Period (six months ended 30 September 2024: approximately HK\$2,142,000). Gross profit margin of E-Commerce Business segment amounted to approximately 44.4% for the Reporting Period (six months ended 30 September 2024: approximately 7.5%). The increase in gross profit margin was mainly due to the addition of higher gross profit margin products to the existing product line.

Other Income, Other Gains and Losses, Net

The other income, other gains and losses, net increased by approximately HK\$2,392,000 from approximately HK\$1,512,000 for the six months ended 30 September 2024 to approximately HK\$3,904,000 for the Reporting Period. The increase was mainly due to (i) the gain on disposal of financial assets at fair value through profit or loss (“FVTPL”) of approximately HK\$1,339,000 (six months ended 30 September 2024: nil); and (ii) the gain on disposal and deregistration of subsidiaries of approximately HK\$985,000 (six months ended 30 September 2024: nil).

Selling expenses

The Group’s selling expenses for the Reporting Period were approximately HK\$2,856,000 (six months ended 30 September 2024: approximately HK\$2,947,000). The expenses were mainly derived by the E-Commerce Business.

General and administrative expenses and impairment losses on the financial and contract assets, net

The Group’s general and administrative expenses and impairment losses on the financial and contract assets, net for the Reporting Period were approximately HK\$36,240,000 (six months ended 30 September 2024: approximately HK\$42,631,000), representing a decrease of approximately 15.0% as compared to the corresponding period in 2024. The lower general and administrative expenses incurred during the Reporting Period as compared to that of the six months ended 30 September 2024 was mainly due to (i) the decrease in staff cost by approximately HK\$2,373,000 and (ii) one-off consultancy fee and legal and professional fee in the six month ended 30 September 2024 was not recurred in the Reporting Period. In addition, a reversal of impairment losses on financial and contract assets was recorded during the Reporting Period while a provision for impairment losses on financial and contract assets was recorded in the corresponding period in 2024.

Finance Costs

For the Reporting Period, the finance costs were approximately HK\$5,188,000 (six months ended 30 September 2024: approximately HK\$5,113,000).

Income Tax

The tax credit for the Reporting Period was approximately HK\$30,000 (six months ended 30 September 2024: tax expense of approximately HK\$1,090,000). The turnaround from tax expense to tax credit was mainly due to the decrease of assessable profits of the Group.

Financial assets at fair value through profit or loss

The financial assets at FVTPL represents the listed equity investments.

The fair value of listed equity investments is determined with reference to the quoted market bid price from The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and within level 1 of the fair value hierarchy. The fair value loss of approximately HK\$397,000 was recognised in the condensed consolidated statement of profit or loss for the six months ended 30 September 2024.

In July 2025, the Group disposed the entire equity interest in the listed equity investments. A gain on disposal of the financial assets at FVTPL of approximately HK\$1,339,000 was recognised in the condensed consolidated statement of profit or loss for the Reporting Period. Upon completion of the disposal, the Group did not hold any equity investment classified as the financial assets at FVTPL.

Material provision for expected credit losses in relation to specific corporate loan receivable and other receivable from subscription

In relation to the specific corporate loan receivable for the money lending business (the “**Corporate Loan Receivable**”) and the other receivable from subscription, the Group recognised reversal of expected credit losses of the Corporate Loan Receivable of approximately HK\$1,730,000 due to the partial subsequent settlement of the outstanding balances for the Reporting Period. The aggregate amount of expected credit losses was approximately HK\$29,008,000 (after reversal was made) as at 30 September 2025 (the “**Impairment Loss**”).

(a) Corporate Loan Receivable

Prior to the grant of the Corporate Loan Receivable, the Group performed various due diligence and credit assessment work on each of the borrowers and guarantors, which include (i) obtaining of the latest management financial statements, statutory records and credit history (where applicable) to assess the background and financial position of the borrowers and to identify any indicators of high default risks (ii) considering the key terms by referencing the prevailing market interest rate and the financial position of the borrowers to compensate the associated credit risk (the “**Credit Risk Assessments**”); and (iii) performing an assessment to ensure compliance with the relevant requirements and regulations of anti-money laundering and counter-terrorist financing. The Group, having not identified any indication of high default risk of the loans and having assessed the terms and conditions for the grant of the Corporate Loan Receivable based on Credit Risk Assessments, considered that the initial grant of the loans based on such terms and conditions was fair and reasonable and in the interest of the Company and its shareholders as a whole.

The Corporate Loan Receivable was past due since June 2020. The Group has commenced the winding up process against the customer company responsible for the non-payment of the Corporate Loan Receivable in April 2023. The hearing of the winding-up petition originally fixed on 28 June 2023 was adjourned to 7 August 2023, and the Group has been liaising with the borrower in the interim with the view of settling the outstanding repayment amount. The Group subsequently entered into a settlement agreement and deed of guarantee with the borrower of the Corporate Loan Receivable and related guarantors on 31 July 2023, with the last instalment repayable on or before 30 September 2025, which was further extended to 25 December 2025, based on the repayment scheme. Following the settlement agreement, the winding-up petition has been withdrawn on 7 August 2023. As at 30 September 2025, the outstanding principal was HK\$2,500,000.

(b) Other receivable from subscription

Other receivable from subscription represented an outstanding redemption amount arising from the redemption of a debt instrument which was expired on 18 March 2023. The debt instrument is represented by certain class C shares in a fixed-income focused fund portfolio company (the “**Fund**”) managed by an external manager (the “**Manager**”) and a delegated investment manager (the “**Investment Manager**”) (all being independent third parties) which were subscribed by Sino Topper Holdings Limited (“**Sino Topper**”), a wholly-owned subsidiary of the Company, on 20 April 2020 at a total subscription amount of HK\$60,000,000 with a term of 36 months after first issuance of any class B shares and class C shares (the “**Subscription**”). The Subscription was made at the material time as an investment to utilize the idle cash balance of the Group. For details of the Subscription, please refer to the announcements of the Company dated 20 April 2020 and 8 May 2020.

Prior to the Subscription, the Group performed various due diligence work on the Fund, the Manager and the Investment Manager, which include (i) conducting the necessary “know your customer” checks by obtaining their constitutional documents and statutory records to assess their background, (ii) reviewing the experience, qualifications and licenses of the Manager, the Investment Manager and the personnel in charge of the day-to-day operation of the Fund to consider their competence, (iii) reviewing the nature, composition, historical performance and future prospects of the target investments of the Fund to consider its risk profile and (iv) reviewing the material terms and conditions of the Fund including but not limited to rate of returns, target investment size, maturity period and exit mechanisms to consider their commercial reasonableness (the “**Investment Risk Assessments**”). The Group, having not identified any indication of high default risk of the Fund, and having assessed the terms and conditions for the Subscription based on the Investment Risk Assessments, considered that the Subscription based on such terms and conditions was fair and reasonable and was in the interest of the Company and its shareholders as a whole.

After the expiry date of the debt instrument (i.e. 18 March 2023), and taking into account the repayments received by Sino Topper for the partial redemption made prior to the expiry date, Sino Topper has received an aggregate of approximately HK\$40,181,000 (inclusive of accrued interest) as repayments for redemption of its subscription amount with the last batch of repayments received in December 2023, after which no further repayments have been received. Despite repeated efforts made by the Directors throughout the Reporting Period to communicate with the Fund, the Manager and the Investment Manager to demand for settlement of the outstanding redemption amount, Sino Topper has not received any explanation for the delay in repayment, and no further reply has been received since June 2023.

Between April 2024 and July 2024, Sino Topper has issued demand letters against the Fund, the Manager, the Investment Manager, and the former Responsible Officer of the Investment Manager. Sino Topper has engaged BVI lawyers in September 2024, issued a Statutory Demand against the Fund in October 2024 and completed the winding up proceedings against the Fund in the BVI on 14 April 2025. Joint liquidators have been appointed to conduct investigations into the affairs of the Fund. As at the date of this announcement, a total redemption amount of approximately HK\$26,926,000 remains outstanding and payable to Sino Topper by the Fund and/or others.

(c) *Impairment loss and key value of inputs used and assumptions adopted in impairment assessment*

The Group has conducted a valuation in relation to impairment assessment over the financial and contract assets (including loan receivable and other receivable) as at 30 September 2025 (the “**Impairment Assessment**”).

The calculation adopted in expected credit loss model (the “**ECL Model**”) to measure the ECL of the loan receivable and other receivable. The ECL Model was adopted in accordance with Hong Kong Financial Reporting Standards 9. Major inputs of the ECL Model include (i) probability of default (the “**PD**”) of the borrowers/debtors which in turn affecting the credit specific factor by, inter alia, assessing the loss stages and checking forward looking assumptions involved; (ii) loss given default; (iii) exposure at default; and (iv) discount factor reflecting time value of money. There is no significant change in the calculation methodology and major inputs.

The expected credit loss rate (the “**ECL rate**”) for the Corporate Loan Receivable was 83.3% (as at 31 March 2025: 77.8%), and the provision for ECL for the Corporate Loan Receivable was approximately HK\$2,082,000 with gross carrying amount of approximately HK\$2,500,000 as at 30 September 2025.

The ECL rate for other receivable from subscription in respect of the outstanding redemption amount was relatively high in the Reporting Period due to significant increase in credit risks since initial recognition due to (i) the debt instrument has matured for more than a year since March 2023, and (ii) it is uncertain whether Sino Topper is able to enter into any settlement agreements with the Fund, the Manager and the Investment Manager to secure the repayment of the outstanding redemption amount as the Fund, the Manager and the Investment Manager have not been responsive, and (iii) between April and July 2024, Sino Topper has issued demand letters to the Fund, the Manager, the Investment Manager and the former Responsible Officer of the Investment Manager for the non-payment of the outstanding redemption amount, Sino Topper has engaged BVI lawyers in September 2024, issued a Statutory Demand against the Fund in October 2024 and completed the winding up proceedings against the Fund in the BVI on 14 April 2025. Joint liquidators have been appointed to conduct investigations into the affairs of the Fund. Accordingly, the Group has provided a full provision of approximately HK\$26,926,000 for other receivable in respect of the outstanding redemption amount with gross carrying amount of approximately HK\$26,926,000 as at 30 September 2025.

Money lending business

Within the Group's money lending business, prospective borrowers are sourced from the management's business networks. A credit committee ("**Credit Committee**") was established and the primary responsibility of this committee is to assess and approve loans. During the credit assessment phase, multiple approval criteria are considered, including the client's income source, outstanding debt, credit history, loan history with our company and relevant assessment results obtained during the application procedure.

As of 30 September 2025, the combined outstanding balances of the top two clients (as of 31 March 2025: two clients) in the money lending business equated to 100% of the Group's total loan receivables (as of 31 March 2025: 100%).

Business model of the Group's money lending business

The Group's money lending business is managed through a wholly-owned subsidiary, Fortune Shiny (Hong Kong) Limited ("**Fortune Shiny**"), which holds a money lenders license issued under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). Fortune Shiny provides loan financing services to both individual and corporate clients who are third parties independent of the Company and its connected persons (as defined in the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange). Corporate loans are offered to corporate clients requiring loan financing for their corporate needs, while individual loans are provided to clients who require loan financing for their personal needs.

Fortune Shiny is capable of granting loan financing services to both corporate and individual clients with greater flexibility compared to licensed banks and was established to generate interest income by providing loan financing services in Hong Kong. The Group's money lending business is primarily financed through internal resources.

Credit assessment policy

Loan applications are evaluated and processed on a case-by-case basis, with each application assessed based on its individual merit. Prior to granting loans, the management conducts a financial background and credit check procedure.

The process for loan application involves collecting customer information including identity and financial documents, performing a customer due diligence check to verify identity and understand the purpose of the loan, conducting a background check including legal and property ownership searches, performing a valuation check on the collateral, conducting a credit assessment to determine the borrower's ability to repay, and performing an assessment to ensure compliance with the relevant requirements and regulations of anti-money laundering and counter-terrorist financing. The details of each step may vary depending on the specific circumstances of the loan application.

Overall, the loan application process involves a thorough evaluation of the borrower's financial standing, legal and financial history, collateral, and ability to repay the loan. By performing these checks and assessments, the Group can reduce the risk of default and ensure that their loans are being used for legitimate purposes.

Ongoing monitoring of loan recoverability and loan collection

To ensure recoverability, the Group places particular emphasis on the financial background, assets or capital base, repayment ability, and reputation of the borrower when establishing loan terms. The manager communicates with borrowers regularly to monitor the recoverability of loans and assess the conditions of the borrowers. Any delays in payment or defaults on significant terms of the loan agreement are reported to the management. To mitigate risk and potential credit losses, various measures may be implemented, including but not limited to revising repayment terms, executing a settlement agreement, and/or initiating legal proceedings against the borrower to recover any late payments and default interest. These measures are taken after considering the normal market practice and the actual circumstances during the credit collection processes and negotiations with the relevant customers with the ultimate goal of reducing the possibility of credit losses.

Credit committee

To manage credit risk and operations, the Credit Committee has been established. As at 30 September 2025, the Credit Committee consisted Mr. Bai Huawei and Ms. Xia Liping, with full authority to handle all credit-related matters of Fortune Shiny. All loans must be approved by the Credit Committee, following the authorization matrix for final approval.

The primary responsibilities of the Credit Committee include approving and supervising the Group's money lending business and monitoring the loan portfolio. The Credit Committee is also responsible for overseeing compliance and governance matters such as regularly reviewing and modifying the money lending policy to be in line with changes in the market environment.

Major terms of loans granted

Under the Group's money lending business for the Reporting Period, the loans were granted with a credit period of 6–24 months for the loan to its personal customers with interest rate of 8%–15% per annum (as at 31 March 2025: 6–24 months for the loan to its personal customers with interest rate of 8%–15% per annum). The loan to a corporate customer is interest-free, and secured by personal guarantee.

Breakdowns of material loan receivables

As of 30 September 2025, the Group had a total outstanding loan principal amount of approximately HK\$5,300,000 (as at 31 March 2025: approximately HK\$7,700,000) before taking into account the ECL. The outstanding principal amounts relate to the Corporate Loan Receivable, which was a corporate loan, and one other personal loan (as at 31 March 2025: one corporate loan and one other personal loan). The corporate loan accounted for 47.2% of the outstanding principal amounts of HK\$5,300,000 (as at 31 March 2025: the corporate loan accounted for 63.6% of the outstanding principal amount of HK\$7,700,000).

The interest rate for the principal amount of the personal loan was 15% per annum (as at 31 March 2025: the interest rate for the principal amount of the two personal loans were 8% to 15% per annum). The corporate loan receivable accounts as of 30 September 2024 was secured by personal guarantees.

Loan interest income

For the Reporting Period, the total loan interest income from the Group's money lending business was approximately HK\$245,000 (six months ended 30 September 2024: approximately HK\$117,000).

Profit attributable to owners of the Company

For the Reporting Period, the Group recorded a net profit attributable to the owners of the Company of approximately HK\$1,080,000, as compared with net loss attributable to owners of the Company of approximately HK\$10,563,000 for the corresponding period in 2024. The turnaround from loss to profit was mainly attributable to (i) a sizable foundation construction project was performed by the Group; (ii) a decrease in general and administrative expenses; (iii) a gain on disposal of financial assets at FVTPL approximately HK\$1,339,000; and (iv) gain on disposal and deregistration of subsidiaries of approximately HK\$985,000 was recognised.

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

References are made to the Company's announcements dated 15 August 2025 and 26 August 2025 (the **"2025 Announcements"**). In order to broaden the shareholder and capital base of the Company and strengthen the financial position of the Group, the Company entered into a subscription agreement with Zhongshen Xihe Enterprise Limited as the subscriber to allot and issue 23,040,000 Shares (the **"Subscription Shares"**) at a subscription price of HK\$0.215 per Subscription Share (the **"2025 Subscription"**) which raised net proceeds of approximately HK\$4.8 million (the **"2025 Net Proceeds A"**), representing a net issue price (i.e. the subscription price less cost and expenses incurred in the 2025 Subscription) of approximately HK\$0.208 per Subscription Share. The closing price per Share as quoted on the Stock Exchange on 15 August 2025 was HK\$0.239. The aggregate nominal value of the Subscription Shares issued was HK\$2,304,000. The 2025 Subscription was completed on 26 August 2025.

The Company intends to apply the 2025 Net Proceeds A by 31 December 2025 as the funding of general working capital of the Group as disclosed in the 2025 Announcements.

	Planned use of proceeds as disclosed in the 2025 Announcements <i>HK\$'000</i> (approximately)	Amount utilised during the Reporting Period <i>HK\$'000</i> (approximately)	Unutilised 2025 Net Proceeds A as at 30 September 2025 <i>HK\$'000</i> (approximately)	Expected timeline for unutilised proceeds
Intended use of 2025 Net Proceeds A				
General working capital of the Group				31 December 2025
– director’s fee, remuneration and staff salaries	3,600	2,965	635	
– legal and professional fees	700	226	474	
– rental expense	500	475	25	
	<u>4,800</u>	<u>3,666</u>	<u>1,134</u>	

The remaining unutilised 2025 Net Proceeds A as at 30 September 2025 were placed as bank balances with a licensed bank in Hong Kong and will be applied in the manner consistent with the intended use as disclosed in the 2025 Announcements.

RIGHTS ISSUE

References are made to the Company’s announcements dated 17 January 2025 and 8 May 2025, and the prospectus dated 26 March 2025 (the “**Prospectus**”). In order to bolster its working capital and to ensure 12 months of operational funding amid a sluggish Hong Kong construction market, the Company (pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company on 13 March 2025) issued 115,200,000 ordinary Shares (the “**Rights Share(s)**”) to qualifying Shareholders at the subscription price of HK\$0.2 per Rights Share on the basis of one Rights Share for every one existing ordinary Share of the Company held on 25 March 2025 (the “**Rights Issue**”), which raised net proceeds of approximately HK\$21.7 million (“**2025 Net Proceeds B**”). The said subscription price represented a discount of approximately 29.82% to the closing price of HK\$0.285 per Share as quoted on the Stock Exchange on 17 January 2025. The aggregate nominal value of the Rights Shares issued was HK\$11,520,000, and the net subscription price per Rights Share (i.e. the subscription price less cost and expenses incurred in the Rights Issue) was approximately HK\$0.1881.

The Rights Issue was completed on 9 May 2025. The Company had received a total of 14 valid applications and acceptances for a total of 40,491,810 Rights Shares provisionally allotted under the Rights Issue (representing approximately 35.15% of the total number of Rights Shares offered under the Rights Issue). There were 74,708,190 unsubscribed Rights Shares (representing approximately 64.85% of the total number of Rights Shares offered under the Rights Issue), which were all subsequently placed to independent third parties by the placing agent at the price of HK\$0.2 per Share (equivalent to the Subscription Price). The Company intends to apply the 2025 Net Proceeds B by 31 December 2025 as the funding of the construction segment of the Group and general working capital of the headquarter as disclosed in the Prospectus.

	Planned use of proceeds as disclosed in the Prospectus <i>HK\$'000</i> (approximately)	Amount utilised during the Reporting Period <i>HK\$'000</i> (approximately)	Unutilised 2025 Net Proceeds B as at 30 September 2025 <i>HK\$'000</i> (approximately)	Expected timeline for unutilised proceeds
Intended use of 2025 Net Proceeds B				
Funding of the construction segment of the Group and general working capital of the headquarter	21,672	21,672	–	N/A

USE OF NET PROCEEDS FROM THE PLACING IN 2016

References are made to the Company's announcement on 29 November 2016 (the “**2016 Announcement**”) in relation to placing of 160,000,000 new ordinary shares of the Company (the “**2016 Placing**”) which raised net proceeds of approximately HK\$134.0 million (the “**2016 Net Proceeds**”) and the announcements in relation to change in use of proceeds from the 2016 Placing dated 2 October 2018 (the “**2018 Announcement**”), 17 August 2021 (the “**2021 Announcement**”), 3 January 2023 (the “**2023 Announcement**”), 17 November 2023 and the annual reports of the Company for the years ended 31 March 2019, 31 March 2022, 31 March 2023, 31 March 2024 and 31 March 2025.

Part of the 2016 Net Proceeds from the 2016 Placing were utilised up to 30 September 2024 and are intended to be applied in accordance with the revised proposed application set out in the announcement dated 3 January 2023.

The below table sets out the details of the application of the 2016 Net Proceeds:

		Unutilised		Unutilised		Unutilised	Unutilised	Unutilised		Unutilised	
Planned use	Revised	2016	Revised	2016	Revised	2016	2016	2016	Amount	2016	
of proceeds	allocation	Net Proceeds	allocation	Net Proceeds	allocation	Net Proceeds	Net Proceeds	Net Proceeds	utilised	Net Proceeds	
as disclosed	as at	as at	as at	as at	as at	as at	as at	as at	during the	as at	Expected
in the 2016	2 October	31 March	17 August	31 March	3 January	31 March	31 March	31 March	Reporting	30 September	2025
Announcement	2018	2021	2021	2022	2023	2023	2024	2025	Period	2025	timeline
HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
(approximately)	(approximately)	(approximately)	(approximately)	(approximately)	(approximately)	(approximately)	(approximately)	(approximately)	(approximately)	(approximately)	(approximately)
	(Note 1)		(Note 2)		(Note 3)						
Investment, financing and money lending services	134.0	57.3	-	-	-	-	-	-	-	-	N/A
Funding the Acquisition (as defined below)	-	76.7	76.7	-	-	-	-	-	-	-	N/A
Funding further possible acquisition(s) (note 4)	-	-	-	70.7	70.7	25.7	25.7	25.7	20.7	-	20.7 By 30 September 2026
General working capital	-	-	-	6.0	-	45.0	31.4	-	-	-	N/A
	134.0	134.0	76.7	76.7	70.7	70.7	57.1	25.7	20.7	-	20.7

Notes:

- As disclosed in the 2018 Announcement, (i) the Group had used approximately HK\$20.8 million of the proceeds of the 2016 Placing for investment and financial services and for setting up a subsidiary with a money lenders licence and the Group intended to utilise up to approximately HK\$36.5 million of the 2016 Net Proceeds in developing the Group's money lending business in the next 12 months; and (ii) the Group intended to change the use of up to approximately HK\$76.7 million of the outstanding 2016 Net Proceeds to fund the acquisition of approximately 51.315% of the issued share capital of Blue Marble Limited at a total consideration of HK\$320,000,000 (the "**Acquisition**"). The Acquisition then lapsed on 2 April 2020. For details, please refer to the 2018 Announcement and the announcement of the Company dated 2 April 2020.
- On 17 August 2021, the Company resolved to change the use of the outstanding 2016 Net Proceeds, being approximately HK\$76,700,000 as at 31 March 2021 as follows: (i) as to approximately HK\$70,700,000, to fund further possible acquisition(s), including possible exercising of the right to acquire 16% of the issued share capital of Matsu Gami; and (ii) as to the remaining balance of approximately HK\$6,000,000, for general working capital. As at 31 March 2022, the Board has not exercised the call option to acquire 16% of the issued share capital of Matsu Gami. For details, please refer to the 2021 Announcement and the announcement of the Company dated 10 September 2021.
- On 3 January 2023, the Company resolved to change the use of the outstanding 2016 Net Proceeds, being approximately HK\$70,700,000 as at 31 March 2022 as follows: (i) as to approximately HK\$25,700,000, to fund further possible acquisition(s) and (ii) as to the remaining balance of approximately HK\$45,000,000, for general working capital. As at 31 March 2023, the Board has not exercised the call option to acquire 16% of the issued share capital of Matsu Gami. For details, please refer to the 2023 Announcement.

4. On 17 November 2023, the Company published the announcement and wishes to supplement that the unutilised 2016 Net Proceeds for further acquisitions are intended to be fully utilised by 31 March 2025 in the acquisition of equity interests in target company(ies) engaged in the food and beverage and/or the construction sectors, provided that, if any such opportunity(ies) arise in the meantime, the Group may also utilise the unutilised 2016 Net Proceeds for further acquisitions (or part thereof) in the acquisition of target company(ies) engaged in other sector(s) if such acquisition is considered by the Board to be conducive in broadening the source of the revenue for the Group or otherwise in the best interest of the Company and its shareholders as a whole.

On 30 April 2024, the Group entered into an agreement and supplemental agreement with the non-controlling interest, pursuant to which, the Group acquired (i) the remaining 49% equity interests of Pure Luck from the non-controlling interest; and (ii) assumed the outstanding indebtedness due from the non-controlling interest for a cash consideration of HK\$5,000,000.

5. On 28 March 2025, the Company resolved to extend the expected timeline of the use of the unutilized 2016 Net Proceeds to 30 September 2026.

The remaining unutilised 2016 Net Proceeds as at 30 September 2025 were placed as bank balances with a licensed bank in Hong Kong and will be applied in the manner consistent with the proposed allocations.

Prospects

The 2025-26 Budget reinforces the government's commitment to infrastructure and housing, channeling funds into key projects such as the Northern Metropolis. Nevertheless, the near-term outlook for land sales remains subdued, with commercial sales on hold. Although a long-term growth framework is established, the actual pace of delivery continues to face market volatility and execution risks. These uncertainties are further compounded by intense tender competition amid a shrinking project pipeline, particularly in the private sector, where aggressive bidding continues to erode industry margins.

Against this challenging backdrop, a conservative stance is being judiciously maintained toward the Group's core construction operations. At the same time, we are actively diversifying our business focus to enhance overall resilience.

Beyond construction, we are optimising the E-Commerce Business through operational refinements and strategic adjustments aimed at lowering costs and improving profitability. These efforts are designed to sharpen our competitive edge and capture emerging opportunities.

Leveraging our established expertise, resources, and skilled team, we will pursue strategic collaborations and investments in high-quality companies, including potential opportunities in the food and beverage sector, to strengthen our market position and drive sustainable value.

Debts and charge on assets

The total interest-bearing borrowings of the Group mainly consisted of lease liabilities, borrowing from directors of subsidiaries and borrowing from a related company of the Group, decreased from approximately HK\$178,883,000 as at 31 March 2025 to approximately HK\$174,262,000 as at 30 September 2025, which were mainly denominated in Hong Kong Dollars. Interest on borrowings are charged at fixed rates. The Group currently does not have any interest rate hedging policy and the Group monitors interest risks continuously and considers hedging any excessive risk when necessary. As at 30 September 2025, the Group did not have any charge on its assets (31 March 2025: nil).

Net current assets

As at 30 September 2025, the Group's net current assets amounted to approximately HK\$65,950,000, which was approximately HK\$33,076,000 higher than its net current assets of approximately HK\$32,874,000 as at 31 March 2025. The increase was mainly due to (i) the increase in contract assets of approximately HK\$31,437,000; (ii) increase in trade and other receivables of approximately HK\$39,210,000; (iii) decrease in cash and cash equivalents of approximately HK\$20,516,000; and (iv) increase in trade and other payables and accruals of approximately HK\$17,080,000.

Liquidity and financial resources

As at 30 September 2025, the Group had cash and bank balances of approximately HK\$86,449,000 (31 March 2025: approximately HK\$106,965,000), which were mainly denominated in Hong Kong Dollars.

During the Reporting Period, the Group did not employ any financial instrument for hedging purposes.

Cash flow

The Group's net cash used in operating activities was approximately HK\$44,046,000 during the Reporting Period, which was mainly related to (i) increase in trade and other receivables of approximately HK\$42,625,000; (ii) increase in contract assets of approximately HK\$31,734,000; (iii) increase in trade and other payables and accruals of approximately HK\$20,486,000; and (iv) the proceeds from disposal of financial assets at FVTPL amounted to approximately HK\$3,819,000. Net cash used in investing activities during the Reporting Period was approximately HK\$5,000, which was mainly related to (i) additions of property, plant and equipment of approximately HK\$1,800,000; (ii) the proceeds from disposal and deregistration subsidiaries of approximately HK\$1,400,000; and (iii) interest received of approximately HK\$350,000. The net cash generated from financing activities during the Reporting Period was approximately HK\$23,551,000. It was mainly related to the proceeds from shares issued under Rights Issue and subscription of new shares under general mandate.

The gearing ratio of the Group as at 30 September 2025 (defined as total interest-bearing liabilities divided by the Group's total equity) was approximately 220.7% (as at 31 March 2025: approximately 351.4%). The gearing ratio of the Group decreased is mainly due to the increase in share capital and reserve upon completion of the Rights Issue and Share Subscription.

The current ratio of the Group as at 30 September 2025 was approximately 1.29 (as at 31 March 2025: approximately 1.16).

Treasury policy

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy position of liquidity throughout the Reporting Period. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Foreign exchange exposure

Since the Group mainly operates in Hong Kong and most of the revenue and transactions arising from its operations are settled in Hong Kong Dollars, and the Group's assets and liabilities are primarily denominated in Hong Kong Dollars.

The Group also has operations in the Chinese Mainland and is exposed to currency risk primarily through its principal activities which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate.

The Directors believe that the Group's risk in foreign exchange is insignificant and that the Group has sufficient foreign exchange to meet its foreign exchange requirements. The Group has not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates; and it has not adopted any currency hedging policy or other hedging instruments during the Reporting Period. However, the Group's management regularly monitors the Group's foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

Capital structure

As at 30 September 2025, the Company's issued share capital was HK\$25,344,000 (as at 31 March 2025: HK\$11,520,000) and the number of its issued ordinary shares was 253,440,000 (as at 31 March 2025: 115,200,000) of HK\$0.1 each.

Significant Investment Held, Material Acquisitions and Disposal of Subsidiaries, Associated Companies and Joint Ventures

Save as disclosed below and the paragraph “Event after the Reporting Period” in this announcement, there were no significant investments held, nor were there any material acquisitions or disposals of subsidiaries, associated companies and joint ventures by the Company during the Reporting Period and up to the date of this announcement.

Disposal of financial asset at FVTPL

On 11 July 2025, 14 July 2025 and 15 July 2025, an indirect wholly-owned subsidiary of the Company disposed of an aggregate of 2,480,000 shares in Zhongshen Jianye Holding Limited (“**Zhongshen Jianye**”), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2503), on the open market at an aggregate consideration of approximately HK\$3,800,000 and a gain on disposal of approximately HK\$1,339,000 was recognised. Upon completion of the disposal, the Group did not hold any equity investments classified as the financial assets at FVTPL.

Contingent liabilities

The Group had no contingent liabilities as at 30 September 2025 and 31 March 2025.

Event after the reporting period

Subsequent to the end of the Reporting Period on 25 November 2025, the Group entered into a sale and purchase agreement with an independent third party (the “**Vendor**”), pursuant to which, the Vendor has conditionally agreed to sell and the Group has conditionally agreed to acquire (the “**Wanyou Acquisition**”) 51% equity interest in Wanyou Technology (HK) Limited (the “**Target Company**”) and its subsidiaries (collectively, the “**Target Group**”), at a consideration of HK\$15,000,000. As at the date of this announcement, the Wanyou Acquisition has not yet completed. Further details of the Wanyou Acquisition are set out in the announcement of the Company dated 25 November 2025.

Save as disclosed above, there were no other significant events subsequent to the end of the Reporting Period and up to the date of this announcement.

Employees and remuneration policy

As at 30 September 2025, the Group had 169 full-time employees (31 March 2025: 174 full-time employees).

The Group determines the remuneration of its employees mainly based on each employee’s qualification, relevant experience, position and seniority.

The remuneration policy and packages of the Group’s employees are periodically reviewed. Apart from mandatory provident fund and in-house training programmes, salary increment and discretionary bonuses may be awarded to employees according to the assessment of individual performance. The total remuneration cost incurred by the Group for the Reporting Period was approximately HK\$40,359,000 compared to approximately HK\$42,732,000 for the six months ended 30 September 2024.

INTERIM DIVIDEND

The Board did not recommend the declaration of any interim dividend for the Reporting Period (six months ended 30 September 2024: nil).

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the Reporting Period and up to the date of this announcement.

CORPORATE GOVERNANCE

The Company had complied with all applicable code provisions as set out in the Corporate Governance Code (the “**Code**”) contained in Appendix C1 to the Listing Rules during the Reporting Period and up to the date of this announcement.

The Group commits to continuously improving its corporate governance practices by periodic review to ensure that the Group continues to meet the requirements of the Code.

Code of Conduct Regarding Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transaction by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code throughout the Reporting Period.

Audit Committee and Review of Financial Information

The audit committee of the Company (the “**Audit Committee**”) has reviewed with the Company's management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including the review of the unaudited interim financial statements for the Reporting Period. The Group's unaudited condensed consolidated interim financial statements for the Reporting Period had been reviewed by the Audit Committee. The Audit Committee was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements as well as the Listing Rules and that adequate disclosures have been made.

PUBLICATION OF INFORMATION ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

The results announcement is published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.hkex1718.hk, and the interim report of the Company containing all the information required by the Listing Rules will be despatched to the Company's shareholders and published on the Company's and the Stock Exchange's websites in due course.

By order of the Board
WAN KEI GROUP HOLDINGS LIMITED
Xu Lin
Chairman

Hong Kong, 28 November 2025

As at the date of this announcement, the executive Directors are Mr. Bai Huawei and Mr. Wang Yu; the non-executive Directors are Mr. Lui Kwok Wai and Mr. Xu Lin; and the independent non-executive Directors are Mr. Jiang Senlin, Mr. Zhang Yi and Ms. Dan Xi.