# 長江製衣有限公司 YANGTZEKIANG GARMENT LIMITED

股份代號 Stock code: 294

2025/26

For the Six Months Ended 30th September, 2025 截至二零二五年九月三十日止六個月

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## **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

Executive Directors

Chan Wing Fui, Peter, MA (Chairman) Chan Suk Man, MSc (Managing Director) Chan Wing To, PhD (Deputy Managing Director)

Chan Wing Kee, GBM, GBS, OBE, JP

Chan Wing Sun, Samuel

Chan Suk Ling, Shirley, BBS, JP

Independent Non-executive Directors Choi Ting Ki So Stephen Hon Cheung

Li Guangming

### **AUDIT COMMITTEE**

So Stephen Hon Cheung (Chairman) Choi Tina Ki Li Guangming

### REMUNERATION COMMITTEE

Li Guangming (Chairman) Chan Wing Fui, Peter Chan Wing Kee Choi Ting Ki So Stephen Hon Cheung

#### NOMINATION COMMITTEE

Choi Ting Ki (Chairman) Chan Wing Fui, Peter Chan Suk Man So Stephen Hon Cheung Li Guangming

## **RISK MANAGEMENT COMMITTEE**

Chan Wing Fui, Peter (Chairman) Chan Wing Kee Chan Suk Man

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited Bank of China (Hong Kong) Limited

### SOLICITORS (as to Hong Kong law)

Loeb & Loeb LLP

## **AUDITORS**

**KPMG** 

Certified Public Accountants

Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance

## **COMPANY SECRETARY**

Hui Sau Ling, FCCA, CPA

## REGISTERED OFFICE

22 Tai Yau Street San Po Kong Kowloon

### SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited Shops 1712 - 1716 17th Floor, Hopewell Centre Hong Kong

### WEBSITE

www.ygm.com.hk

## 公司資料

### 董事會

執行董事 陳永奎(主席) 劉陳淑文(董事總經理) 陳永滔(副董事總經理) 陳永棋 陳永燊 周陳淑玲

獨立非執行董事 蔡廷基 蘇漢章 李光明

### 審核委員會

蘇漢章(主席) 蔡廷基 李光明

### 薪酬委員會

李光明(主席) 陳永奎 陳永棋 蔡廷基 蘇漢章

**提名委員會** 蔡廷基(主席) 陳永奎 劉陳淑文 蘇漢章 李光明

## 風險管理委員會

陳永奎(主席) 陳永棋 劉陳淑文

### 主要往來銀行

香港上海匯豐銀行有限公司 中國銀行(香港)有限公司

### 律師(香港法律)

樂博律師事務所有限法律責任合夥

### 核數師

畢馬威會計師事務所 執業會計師 根據會計及財務滙報局條例註冊的 公眾利益實體核數師

### 公司秘書

許秀玲

## 註冊辦事處

九龍 新蒲崗 大有街二十二號

### 股份登記及過戶處

香港中央證券登記有限公司 香港 合和中心十七樓 1712 - 1716室

### 公司網址

www.ygm.com.hk

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the six months ended 30 September 2025 – unaudited (Expressed in Hong Kong dollars)

截至二零二五年九月三十日止六個月-未經審核 (以港元計)

> Six months ended 30 September 截至九月三十日止六個月

		Note 附註	2025 二零二五年 \$'000 千元	2024 二零二四年 <i>\$'000</i> <i>千元</i>
Revenue	收入	3 & 4	85,593	75,301
Cost of sales	銷售成本		(70,504)	(61,790)
Gross profit	毛利		15,089	13,511
Other income	其他收益		7,376	8,836
Selling and distribution expenses	銷售及分銷費用		(9,138)	(9,946)
Administrative expenses	行政費用		(13,503)	(15,223)
Other operating expenses	其他經營費用	5(c)	(5,261)	(4,929)
Loss from operations	經營虧損		(5,437)	(7,751)
Finance costs	融資成本	5(a)	(271)	(345)
Share of losses of joint ventures	應佔合營企業虧損		(47,737)	(15,127)
Net valuation losses on	投資物業估值虧損淨額			
investment properties		9(c)	(243)	(8,957)
Loss before taxation	除税前虧損	5	(53,688)	(32,180)
Income tax credits	所得税抵免	6	374	407
Land for the control	-1- भेरा भार के≤ भर		(50.044)	(04.770)
Loss for the period	本期間虧損		(53,314)	(31,773)
Attributable to:	應撥歸於:			
Equity shareholders of the Company	本公司股權持有人		(53,314)	(31,773)
Loss per share	每股虧損			
Basic and diluted	基本及攤薄	8	(\$0.26)	(\$0.15)

Details of dividends payable to equity shareholders of the Company attributable to the period are set out in Note 7. The notes on pages 8 to 22 form part of this interim financial report.

應付本公司股權持有人本期間股息的詳情載於 附註7。第8頁至22頁的附註屬本中期財務報告 之一部份。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2025 – unaudited (Expressed in Hong Kong dollars)

## 綜合損益及其他全面收益表

截至二零二五年九月三十日止六個月-未經審核 (以港元計)

> Six months ended 30 September 截至九月三十日止六個月

		截至九月三十日止六個	
		2025 二零二五年 \$'000 千元	2024 二零二四年 \$'000 千元
Loss for the period	本期間虧損	(53,314)	(31,773)
Other comprehensive income for the period (after tax and reclassification adjustments)	本期間其他全面收益 (扣除税項及分類調整後)		
Item that will not be reclassified subsequently to profit or loss:	將不會被重新分類至損益的項目:		
Equity investments at fair value through other comprehensive income: net movement in the investment revaluation reserve (non-recycling)	透過其他全面收益按公平價值 入賬的股權證券投資: 投資重估儲備變動淨額 (不可轉回)	1,148	30
Items that are or may be reclassified subsequently to profit or loss:	重新分類/其後可重新分類至 損益的項目:		
Exchange differences on translation of:  - financial statements of subsidiaries     outside Hong Kong  - share of joint ventures' net assets	匯兑差額: - 換算香港境外附屬公司財務 報表 - 換算應佔合營企業資產淨值	1,379 8,057	3,141 14,457
		9,436	17,598
Other comprehensive income for the period	本期間其他全面收益	10,584	17,628
Total comprehensive income for the period	本期間全面收益總額	(42,730)	(14,145)
Attributable to: Equity shareholders of the Company	<b>應撥歸於:</b> 本公司股權持有人	(42,730)	(14,145)

The notes on pages 8 to 22 form part of this interim financial report.

第8頁至22頁的附註屬本中期財務報告之一部份。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2025 – unaudited (Expressed in Hong Kong dollars)

## 綜合財務狀況表

於二零二五年九月三十日-未經審核 (以港元計)

		Note 附註	At 30 September 2025 於二零二五年 九月三十日 \$'000 千元	At 31 March 2025 於二零二五年 三月三十一日 <i>\$'000</i> <i>千元</i>
Non-current assets Investment properties Other property, plant and equipment Interest in leasehold land held for own use	<b>非流動資產</b> 投資物業 其他物業、廠房及設備 持作自用之租賃土地權益	9 9	196,893 35,810 869	197,136 36,529 877
Intangible assets Interests in joint ventures Other financial assets	無形資產 合營企業權益 其他金融資產		233,572 2,045 370,278 13,512	234,542 2,092 409,860 12,536
			619,407	659,030
Current assets Inventories Trade and other receivables Bank deposits Cash and cash equivalents	流動資產 存貨 應收賬款及其他應收款 銀行存款 現金及現金等價物	10 11 11	17,582 32,145 207,777 111,147	8,734 24,375 209,226 122,910
			368,651	365,245
Current liabilities Trade and other payables Contract liabilities Lease liabilities Current tax payable	流動負債 應付賬款及其他應付款 合約負債 租賃負債 應付本期税項	12	43,391 9,206 14 11,280	30,889 7,750 64 11,064
			63,891	49,767
Net current assets	流動資產淨值		304,760	315,478
Total assets less current liabilities	資產總額減流動負債		924,167	974,508
Non-current liabilities Provision for employee benefits Deferred tax liabilities	<b>非流動負債</b> 僱員福利費用撥備 遞延税項負債		5,616 5,134	8,815 5,411
			10,750	14,226
NET ASSETS	資產淨值		913,417	960,282
CAPITAL AND RESERVES Share capital Reserves	<b>資本及儲備</b> 股本 儲備		208,418 704,999	208,418 751,864
	權益總額		913,417	

The notes on pages 8 to 22 form part of this interim financial report.

第8頁至22頁的附註屬本中期財務報告之一部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2025 – unaudited (Expressed in Hong Kong dollars)

## 綜合權益變動表

截至二零二五年九月三十日止六個月-未經審核 (以港元計)

			Share capital	Exchange reserve	Goodwill arising on consolidation	Investment revaluation reserve (non-recycling) 投資	Land and buildings revaluation reserve	Other reserve	Retained profits	Total equity
		Note 附註	<b>股本</b> \$*000 <i>千元</i>	<b>匯兑儲備</b> \$'000 <i>千元</i>	<b>綜合賬目所</b> 產 <b>生之商譽</b> \$'000 千元	重估儲備 (不可轉回) \$*000 千元	土地及樓宇 重估儲備 \$'000 千元	<b>其他儲備</b> \$'000 千元	<b>保留溢利</b> \$'000 <i>千元</i>	權益總額 \$'000 千元
Balance at 1 April 2024	於二零二四年四月一日之結餘		208,418	49,441	(42,174)	12,977	33,329	7,236	753,961	1,023,188
Changes in equity for the six months ended 30 September 2024: Loss for the period Other comprehensive income	截至二零二四年九月三十日止 六個月之權益變動: 本期間虧損 其他全面收益		- -	- 17,598	- -	- 30	- -	- -	(31,773)	(31,773) 17,628
Total comprehensive income	全面收益總額		-	17,598	-	30	_	_	(31,773)	(14,145)
Dividends approved in respect of the previous year	本期內批准屬於上一年度 的股息	7	-						(4,135)	(4,135)_
Balance at 30 September 2024	於二零二四年九月三十日之結餘		208,418	67,039	(42,174)	13,007	33,329	7,236	718,053	1,004,908
Balance at 1 April 2025	於二零二五年四月一日之結餘		208,418	52,940	(42,174)	7,837	30,053	7,236	695,972	960,282
Changes in equity for the six months ended 30 September 2025: Loss for the period Other comprehensive income	截至二零二五年九月三十日止 六個月之權益變動: 本期間虧損 其他全面收益		- -	- 9,436	- -	- 1,148	<u>-</u>	- -	(53,314)	(53,314) 10,584
Total comprehensive income	全面收益總額		_	9,436	-	1,148	-		(53,314)	(42,730)
Dividends approved in respect of the previous year	本期內批准屬於上一年度 的股息	7	<u>-</u>			<u> </u>	·		(4,135)	(4,135)_
Balance at 30 September 2025	於二零二五年九月三十日之結餘		208,418	62,376	(42,174)	8,985	30,053	7,236	638,523	913,417

Details of dividends payable to equity shareholders of the Company attributable to the period are set out in Note 7. The notes on pages 8 to 22 form part of this interim financial report.

應付本公司股權持有人本期間股息的詳情載於 附註7。第8頁至22頁的附註屬本中期財務報告 之一部份。

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2025 – unaudited (Expressed in Hong Kong dollars)

## 簡明綜合現金流量表

截至二零二五年九月三十日止六個月-未經審核 (以港元計)

> Six months ended 30 September 截至九月三十日止六個月

			(棋玉儿月二	日正八個月
			2025	2024
		N 1 - 4 -	二零二五年	二零二四年
		Note 附註	\$'000 <i>千元</i>	\$'000 千元
		M1 IIT	1 /6	1 70
Operating activities	經營活動			
Cash used in operations	經營業務所用現金		(19,246)	(8,726)
Tax paid, net	已付所得税淨額		(10,210)	(0,120)
	214%114 2014 84			
Net cash used in operating activities	經營活動所用的現金淨額		(19,246)	(8,726)
Investing activities	投資活動			
Payment for the purchase of other	購買其他物業、廠房及			
property, plant and equipment	設備付款		-	(13)
Interest received	已收利息		4,912	6,315
Dividends received from equity securities	已收股權證券之利息		565	547
Decrease in bank deposits	銀行存款減少		1,449	2,192
Other cash flows arising from investing activities	其他投資活動的現金流量		253	_
Net cash generated from investing activities	投資活動所得的現金淨額		7,179	9,041
Financing activities	融資活動			
Capital element of lease rentals paid	已付租賃租金之資本部份		(49)	(49)
Interest element of lease rentals paid	已付租賃租金之利息部份		(1)	(3)
Other cash flows arising from financing	其他融資活動的現金流量		( )	(-7
activities			(270)	(342)
Net cash used in financing activities	融資活動所用的現金淨額		(320)	(394)
Net decrease in cash and	現金及現金等價物減少淨額			
cash equivalents	TO DE JA DE DE DE DE DE DE DE DE		(12,387)	(79)
Cash and cash equivalents at the	於期初之現金及現金等價物		(12,001)	(10)
beginning of the period	AT 177 M ISO DE DE DE DE DE DE DE DE	11	122,910	188,987
Effect of foreign exchange rate changes	外幣兑換率變動之影響		624	1,192
				, -
Cash and cash equivalents	於期末之現金及現金等價物			
at the end of the period		11	111,147	190,100

The notes on pages 8 to 22 form part of this interim financial report.

第8頁至22頁的附註屬本中期財務報告之一部份。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

#### 1. BASIS OF PREPARATION

This interim financial report for the six months ended 30 September 2025 comprises the Company and its subsidiaries (together referred to as the "Group") and the Group's interests in joint ventures.

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") (the "Listing Rules"), including compliance with Hong Kong Accounting Standard ("HKAS") 34 Interim financial reporting, issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). It was authorised for issue on 21 November 2025.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the annual financial statements of the Group for the year ended 31 March 2025, except for the accounting policy changes that are expected to be reflected in the annual financial statements of the Group for the year ending 31 March 2026. Details of these changes in accounting policies are set out in note 2.

The preparation of this interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the annual financial statements of the Group for the year ended 31 March 2025. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with HKFRS Accounting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards ("HKFRS"), HKASs and Interpretations issued by HKICPA and the requirements of the Hong Kong Companies Ordinance.

The interim financial report is unaudited, but has been reviewed by the Company's Audit Committee.

未經審核中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

#### 1. 編製基準

截至二零二五年九月三十日止六個月的中期財務報告涵蓋本公司及其附屬公司(統稱為「本集團」)及本集團於合營企業權益。

本中期財務報告根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」) 中適用的披露規定編製,並符合香港會計師公會所頒佈的《香港會計準則》(「香港會計準則」)第34號「中期財務報告」的規定。本中期財務報告已於二零二五年十一月二十一日獲授權發佈。

除依據預期於截至二零二六年三月三十一 日止年度本集團年度財務報表中反映的會 計政策變動外,本中期財務報告已採納於 截至二零二五年三月三十一日止年度本集 團年度財務報表中所採用的相同會計政 策。該等會計政策變動詳情列載於附註2。

本中期財務報告的編製符合《香港會計準則》第34號,要求管理層須就影響政策應用和呈報資產、負債、收入及支出的數額作出至目前為止的判斷、估計和假設。實際結果可能有別於估計數額。

本中期財務報告乃未經審核,但已由本公司之審核委員會審閱。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

### 1. BASIS OF PREPARATION (continued)

The financial information relating to the financial year ended 31 March 2025 that is included in the interim financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 March 2025 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on these financial statements for the year ended 31 March 2025. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

### 2. CHANGES IN ACCOUNTING POLICIES

The Group has applied the following amendments to HKFRS Accounting Standards issued by the HKICPA to this interim financial report for the current accounting period:

 Amendments to HKAS 21, The effects of changes in foreign exchange rates – Lack of exchangeability

The amendments do not have a material impact on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report as the Group has not entered into any foreign currency transactions in which the foreign currency is not exchangeable into another currency. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

#### 1. 編製基準(續)

本中期財務報告內所載有關截至二零二五年三月三十一日止財政年度之財務資料乃為比較資料,並不構成本公司於該財政年度之法定年度綜合財務報表,但該等資料乃摘錄自該財務報表。按照公司條例(第622章)第436條,依據法定財務報表披露有關資料如下:

本公司已根據公司條例第662(3)條及附表6 第3部規定向公司註冊處處長呈交截至二零 二五年三月三十一日止年度之財務報表。

本公司核數師已就截至二零二五年三月三十一日止年度之該等財務報表作出報告。該核數師報告並無保留意見;並無載有核數師在不對其報告出具保留意見之情況下,以強調的方式提請使用者注意的任何事項;亦不載有根據公司條例第406(2)條、第407(2)或(3)條作出的陳述。

### 2. 會計政策變動

本集團已於本會計期間對本中期財務報告 應用下列由香港會計師公會所頒佈的香港 財務報告準則會計準則之修訂:

香港會計準則第21號之修訂,外幣匯率變動之影響-缺乏可兑換性

由於本集團並無進行任何以外幣結算且該外幣不能兑換成其他貨幣的交易,因此該等修訂並無對本集團在本中期財務報告中編製或呈列本期間或過往期間的業績及財務狀況的方式產生重大影響。本集團並無應用於本會計期間尚未生效之任何新準則或詮釋。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

#### 3. REVENUE

The principal activities of the Group are the manufacture and sale of garments and textiles, provision of processing services and rental of properties.

Revenue represents the invoiced value of goods supplied to customers, processing service income and rental income. Disaggregation of revenue by category is analysed as follows:

## 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

### 3. 收入

本集團之主要業務是製造及銷售成衣及紡 織品、提供加工服務和物業租賃。

收入為供應給客戶貨品的銷售價值、加工 服務收益及租金收益。按類別劃分之收入 分析如下:

> Six months ended 30 September 截至九月三十日止六個月

	2025	2024
	二零二五年	二零二四年
	\$'000	\$'000
	千元	<b>手</b> 元
11 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	k thi /// _ = W.E	
Under the scope of HKFRS 15, Revenue 根據香港財務報告等 from contracts with customers: 來自客戶合約之收	7 T T T T T T T T T T T T T T T T T T T	
- Manufacture and sale of garments - 製造及銷售成社	84,064	73,088
- Manufacture and sale of textiles - 製造及銷售紡績	<b>32</b>	21
- Processing service income - 加工服務收益	-	356
	84,086	73,465
Under the scope of HKFRS 16, Leases: 根據香港財務報告準 <i>租賃</i> 的範圍內:	則第16號,	
Gross rentals from investments properties 投資物業租金總額	1,507	1,836
	85,593	75,301

Disaggregation of revenue from contracts with customers by geographic markets is disclosed in note 4(c).

按地區市場劃分之客戶合約收入分析披露 於附註4(c)。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

#### 4. SEGMENT REPORTING

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

- Manufacture and sale of garments and textiles: this segment covers the manufacture and sale of garment and textile products, and provision of garment processing services.
- Interests in joint ventures: the Group's joint ventures engage in the manufacture and sale of textile yarn products.
- Property leasing: this segment leases commercial and industrial premises to generate rental income.

## (a) Information about profit or loss, assets and liabilities

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 period is set out below:

# 未經審核中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

### 4. 分部報告

本集團以分部來管理其業務。本集團以向 本集團最高行政管理人員內部呈報資料(為 分配資源及評估表現)一致的方式呈列以 下三個須予呈報分部。本集團並無將任何 經營分部合計以形成下列須予呈報分部:

- 製造及銷售成衣及紡織品:此分部包括製造及銷售成衣及紡織產品,及提供成衣加工服務。
- 合營企業權益:本集團合營企業從事 生產及銷售紡織紗線產品。
- 物業租賃:此分部出租商業及工業樓 宇以收取租金收益。

## (a) 有關損益、資產及負債的資料

本期間,本集團提供予本集團最高行政管理人員用作資源分配和分部表現評估的須予呈報分部資料如下:

		Manufacture and sale of garments and textiles 製造及節售成衣及紡織品		and textiles Interests in joint ventures Property le					
		2025 二零二五年 \$'000 <i>千元</i>	2024 二零二四年 \$'000 <i>千元</i>	2025 二零二五年 \$'000 <i>千元</i>	2024 二零二四年 \$'000 <i>千元</i>	2025 二零二五年 \$'000 <i>千元</i>	2024 二零二四年 \$'000 <i>千元</i>	2025 二零二五年 \$'000 <i>千元</i>	2024 二零二四年 \$'000 <i>千元</i>
For the six months ended 30 September	截至九月三十日止六個月								
Revenue from external customers Inter-segment revenue	來自外界客戶的收入 分部業務間收入	84,086 -	73,465 -	-	-	1,507 383	1,836 383	85,593 383	75,301 383
Reportable segment revenue	<b>須予呈報的分部收入</b>	84,086	73,465	-	-	1,890	2,219	85,976	75,684
Reportable segment (loss)/profit (adjusted EBITDA)	須予呈報的分部(虧損)/溢利 (調整扣除利息、稅項、 折舊及攤銷前的盈利)	(9,241)	(12,981)	(47,737)	(15,127)	1,570	1,938	(55,408)	(26,170)
		30 September 2025 二零二五年 九月三十日	31 March 2025 二零二五年 三月三十一日	30 September 2025 二零二五年 九月三十日	31 March 2025 二零二五年 三月三十一日	30 September 2025 二零二五年 九月三十日	31 March 2025 二零二五年 三月三十一日	30 September 2025 二零二五年 九月三十日	31 March 2025 二零二五年 三月三十一日
Reportable segment assets Additions to non-current segment assets during the period Reportable segment liabilities	<b>須予呈報的分部資產</b> 期內增置非流動分部資產 <b>須予呈報的分部負債</b>	404,917 - 57,501	402,361 615 46,938	370,278 - -	409,860	236,401	237,349	1,011,596 - 57,501	1,049,570 615 46,938

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

### 4. SEGMENT REPORTING (continued)

### (a) Information about profit or loss, assets and liabilities (continued)

The measure used for reporting segment profit/loss is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and finance cost and "depreciation and amortisation" is regarded as including impairment losses on non-current assets, depreciation and amortisation. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as net valuation gains/losses on investment properties, auditors' remuneration and other head office or corporate administration costs.

#### (b) Reconciliations of reportable segment profit or loss

# 未經審核中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

### 4. 分部報告(續)

## (a) 有關損益、資產及負債的資料(續)

用於呈報分部溢利/虧損之計算方法為 「調整扣除利息、税項、折舊及攤銷前的盈 利」,「利息」視為包括投資收益及融資 本,而「折舊及攤銷」視為包括非流動資產 的減值虧損、折舊及攤銷。在計算「調整 的減值虧損、折舊及攤銷前的盈利」時, 本集團會就並無明確歸於個別分部之項目 (例如投資物業估值收益/虧損淨額、核數 師酬金及其他總辦事處或企業行政成本)進 一步調整盈利。

## (b) 須予呈報的分部溢利或虧損之對賬

Six months ended 30 September 截至九月三十日止六個月

		2025	2024
		二零二五年	二零二四年
		\$'000	\$'000
		千元	<i>手元</i>
Departable accoment loss derived from	來自集團外界客戶的須予呈報		
Reportable segment loss derived from Group's external customers	的分部虧損(調整扣除利息、		
(adjusted EBITDA)	税項、折舊及攤銷前的盈利)	(55,408)	(26,170)
Finance costs	融資成本	(271)	(345)
	利息收益	` '	` /
Interest income		4,912	6,315
Depreciation and amortisation	折舊及攤銷	(832)	(1,442)
Net valuation losses on investment properties	投資物業估值虧損淨額	(243)	(8,957)
Unallocated head office and corporate expenses	未分類總部及企業費用	(1,846)	(1,581)
Canadidated lass before toyetian	<b>经</b>	(E2 600)	(20.100)
Consolidated loss before taxation	綜合除税前虧損	(53,688)	(32,180)

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

### 4. SEGMENT REPORTING (continued)

#### (c) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's investment properties, other property, plant and equipment and interest in leasehold land held for own use, intangible assets and interests in joint ventures ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of investment properties, other property, plant and equipment and interest in leasehold land held for own use, the location of the operation to which they are allocated, in the case of intangible assets, and the location of operations, in the case of interests in joint ventures.

# 未經審核中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

#### 4. 分部報告(續)

### (c) 地區分部資料

Revenue from
external customers
來自外界客戶的收入
Six months ended
30 September
截至九月三十日止六個月

Specified non-current assets 特定非流動資產

		<b>似玉儿月二</b>	日正八個月 特定升		伽則貝性	
		2025	2024	30 September 2025 二零二五年	31 March 2025 二零二五年	
		二零二五年	二零二四年	九月三十日	三月三十一日	
		\$'000	\$'000	\$'000	\$'000	
		<b>千元</b>	千元	<b>手</b> 元	<i>手元</i>	
Hong Kong (place of domicile)	香港(本集團所在地)	2,620	2,977	224,923	225,838	
Europe	歐洲					
<ul><li>United Kingdom</li></ul>	- 英國	26,242	29,672	-	_	
- Italy	- 意大利	640	341	_	_	
- Spain	- 西班牙	7,935	10,095	-	_	
<ul><li>Germany</li></ul>	- 德國	12,408	6,010	-	_	
<ul> <li>Other European countries</li> </ul>	- 其他歐洲國家	12,977	4,999	-	_	
Mainland China North America	中國大陸 北美洲	343	1,094	380,973	420,656	
<ul> <li>United States</li> </ul>	- 美國	9,778	5,595	_	_	
- Canada	- 加拿大	273	990	-	_	
Others	其他	12,377	13,528	-	_	
		82,973	72,324	380,973	420,656	
		85,593	75,301	605,896	646,494	

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

## 5. LOSS BEFORE TAXATION

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

## 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

## 5. 除税前虧損

除税前虧損已扣除/(抵免):

Six months ended 30 September 截至九月三十日止六個月

				<b>(概至儿月二丁日止ハ</b> )	
				2025	2024
				二零二五年	二零二四年
				\$'000	\$'000
				千元	千元
(a)	Finance costs	(a)	融資成本		
	Interest on bank advances		銀行墊款利息		
	(including bank charges)		(包括銀行費用)	270	342
	Interest on lease liabilities		租賃負債之利息	1	3
				271	345
(b)	Other items	(b)	其他項目		
` '	Depreciation charges	. ,	折舊		
	<ul> <li>owned property, plant and equipment</li> </ul>		- 自用物業、廠房及設備	310	291
	- right-of-use assets		- 使用權資產	475	1,104
	Total minimum lease payments for		就短期/低價值資產租賃之		
	short-term leases/low-value assets		最低租賃付款總額	61	57
	Loss on disposal of other property,		出售其他物業、廠房及設備		
	plant and equipment		虧損	121	1
	Rentals receivable from investment		投資物業應收租金減直接		·
	properties less direct outgoings of		支出679,000元(二零二四		
	\$679,000 (2024: \$640,000)		年: 640,000元)	(828)	(1,195)
	Dividends income and interest income		股息收益及利息收益	(5,477)	(6,862)
			- Demonstrate	(2,111)	(*,***)
(c)	Other operating expenses	(c)	其他經營費用		
` '	Legal and professional fee	` ,	法律及專業費用	808	584
	Security fee		保安費	788	744
	Auditors' remuneration		核數師酬金	767	805
	Repair and maintenance fee		維修及保養費	537	365
	Insurance		保險	516	605
	Other taxes and surcharges		其他税項及附加費	431	347
	Consultancy fee		顧問費	428	421
	Motor vehicle expenses		汽車開支	262	294
	Amortisation of intangible assets		無形資產攤銷	47	47
	Sundry expenses		雜項支出	677	717
	•				
				5,261	4,929

## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

#### 6. INCOME TAX

Income tax in the consolidated statement of profit or loss represents:

## 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月(以港元計)

### 6. 所得税

綜合損益表所示的所得税為:

Six months ended 30 September 截至九月三十日止六個月

		2025 二零二五年 \$'000 千元	2024 二零二四年 \$'000 千元
Current tax – Hong Kong Profits Tax Current tax – Outside Hong Kong Deferred tax relating to the origination and reversal of temporary differences	本期税項 - 香港利得税 本期税項 - 香港境外 有關遞延税項暫時差異的 產生及撥回	- - (374)	- - (407)
		(374)	(407)

No provision for Hong Kong Profits Tax has been made for the six months ended 30 September 2025 and 30 September 2024 as the Company and its Hong Kong subsidiaries sustained losses for taxation purpose during the period.

Taxation for subsidiaries outside Hong Kong is charged at the appropriate current rates of taxation ruling in the relevant countries.

## 7. DIVIDENDS

(a) Dividends payable to equity shareholders of the Company attributable to the interim period:

No interim dividend declared and paid after the interim period end (2024: nil).

(b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved during the interim period:

Final dividend of \$0.02 per ordinary share in respect of the year ended 31 March 2025 amounted to \$4,135,000 was approved in the Company's Annual General Meeting on 26 September 2025. The dividends were paid on 22 October 2025.

Final dividend of \$0.02 per ordinary share in respect of the year ended 31 March 2024 amounted to \$4,135,000 was approved during the period ended 30 September 2024 and paid on 23 October 2024.

由於本公司及其香港附屬公司於期內錄得 税務虧損,故並無就截至二零二五年九月 三十日及二零二四年九月三十日止六個月 期間香港利得稅作出撥備。

香港境外附屬公司之税項則以相關國家適 用之現行税率計算。

## 7. 股息

(a) 應付本公司股權持有人中期股息:

於本六個月期間後不宣派及支付中期股息 (二零二四年:無)。

(b) 應付本公司股權持有人屬於上一財政年度,並於中期報告期間核准的股息:

截至二零二五年三月三十一日止年度 之末期股息為每股普通股0.02元,合共 4,135,000元,有關建議已於本公司在二 零二五年九月二十六日召開的股東週年 大會中核准。該股息已於二零二五年十月 二十二日支付。

截至二零二四年三月三十一日止年度 之末期股息為每股普通股0.02元,合共 4,135,000元,該股息已於截至二零二四年 九月三十日止期間核准及於二零二四年十 月二十三日支付。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

#### 8. LOSS PER SHARE

### (a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of \$53,314,000 (2024: \$31,773,000) and the weighted average number of 206,748,000 (2024: 206,748,000) ordinary shares in issue during the period.

### (b) Diluted loss per share

The diluted loss per share is the same as the basic loss per share as there were no dilutive potential ordinary shares in existence during the periods ended 30 September 2025 and 2024.

## 9. INVESTMENT PROPERTIES AND OTHER PROPERTY, PLANT AND EQUIPMENT

#### (a) Right-of-use assets

During the six months ended 30 September 2025 and 2024, the Group did not enter into any lease agreement.

## (b) Acquisitions and disposal of owned assets

During the six months ended 30 September 2025, the Group did not acquire any other property, plant and equipment (six months ended 30 September 2024: cost of \$13,000). Items of other property, plant and equipment with a net book value of \$124,000 were disposed of during the six months ended 30 September 2025 (six months ended 30 September 2024: \$1,000), resulting in a net loss on disposal of \$121,000 (six months ended 30 September 2024: net loss on disposal of \$1,000).

### (c) Valuation

The valuations of investment properties carried at fair value were updated at 30 September 2025 by the Group's independent valuer using the same valuation techniques as were used by this valuer when carrying out in the March 2025 valuations.

The Group has also made reference to, if any, subsequent sales of corresponding investment properties in order to reflect its fair value as at 30 September 2025.

As a result of the update, net valuation losses of \$243,000 (six months ended 30 September 2024: net valuation losses of \$8,957,000) has been recognised in profit or loss for the period in respect of investment properties.

## 未經審核中期財務報告附註

截至二零二五年九月三十日止六個月(以港元計)

#### 8. 每股虧損

### (a) 每股基本虧損

每股基本虧損乃根據應撥歸於本公司普通股股權持有人應佔虧損53,314,000元(二零二四年:31,773,000元)及期內已發行普通股之加權平均數206,748,000股(二零二四年:206,748,000股)計算。

### (b) 每股攤薄虧損

截至二零二五年及二零二四年九月三十日 止期間,本公司並無具有潛在攤薄能力之 普通股;故此每股基本虧損與每股攤薄虧 損相同。

### 9. 投資物業及其他物業、廠房及設備

### (a) 使用權資產

截至二零二五年及二零二四年九月三十日 止六個月,本集團概無簽訂任何租賃協議。

## (b) 購入及出售自有資產

截至二零二五年九月三十日止六個月,本集團並無購入任何其他物業、廠房及設備項目(截至二零二四年九月三十日止六個月:成本13,000元)。於截至二零二五年九月三十日止六個月內,本集團出售賬面淨值為124,000元之其他物業、廠房及設備項目(截至二零二四年九月三十日止六個月:1,000元),產生出售虧損淨額121,000元(截至二零二四年九月三十日止六個月:出售虧損淨額1,000元)。

### (c) 估值

本集團的獨立測量師於二零二五年九月 三十日使用了與二零二五年三月同樣的估 值技術更新了以公平價值計量的投資物業 的估值。

本集團亦參考了對應投資物業的後續銷售 (如有),以反映其於二零二五年九月三十 日的公平價值。

根據結果,本期錄得與投資物業有關的估值虧損淨額為243,000元(截至二零二四年九月三十日止六個月:估值虧損淨額8,957,000元)。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

#### 10. TRADE AND OTHER RECEIVABLES

As of the end of the reporting period, the ageing analysis of trade debtors and bills receivable (which are included in trade and other receivables), based on the invoice date and net of loss allowance, is as follows:

# 未經審核中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

### 10. 應收賬款及其他應收款

於結算日,根據發票日期及扣除虧損撥備 後的應收賬款及應收票據(已計入應收賬 款及其他應收款)的賬齡分析如下:

		30 September 2025 二零二五年 九月三十日 \$'000 千元	31 March 2025 二零二五年 三月三十一日 \$'000 千元
Within 1 month Over 1 month but within 2 months Over 2 months but within 3 months Over 3 months but within 4 months Over 4 months	一個月以內	5,566	5,176
	一個月以上但兩個月以內	6,948	4,654
	兩個月以上但三個月以內	5,394	3,335
	三個月以上但四個月以內	2,423	2,033
	四個月以上	1,846	1,819
Trade debtors and bills receivable Deposits, prepayments and other debtors Amounts due from related companies Derivative financial instruments	應收賬款及應收票據	22,177	17,017
	訂金、預付款及其他應收款	9,830	7,169
	應收關連公司款項	138	132
	衍生金融工具	-	57

Substantially all of the Group's trade and other receivables are expected to be recovered or recognised as an expense within one year.

Trade debtors and bills receivable are due between 0 to 180 days (2024: 0 to 180 days) from the date of billing.

The amounts due from related companies are unsecured, interest-free and recoverable on demand except for those trade related items under normal trade terms.

本集團之絕大部份應收賬款及其他應收款 均預期於一年內收回或確認為支出。

應收賬款及應收票據在發單日期後0至180 日內(二零二四年:0至180日內)到期。

除了在正常貿易條款下所進行之交易,應 收關連公司款項是沒有抵押、不帶利息, 並可按通知即時收回。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

## 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

## 11. BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

### 11. 銀行存款及現金及現金等價物

		30 September 2025 二零二五年 九月三十日 \$'000 千元	31 March 2025 二零二五年 三月三十一日 \$'000 千元
Cash at bank and in hand Bank deposits  – within three months to maturity	銀行存款及現金 銀行存款 - 存款時於3個月內到期	44,238	69,132
when placed		66,909	53,778
<ul> <li>more than three months to maturity when placed</li> </ul>	- 存款時超過3個月到期	207,777	209,226
		318,924	332,136
Represented by:	代表:		
Cash and cash equivalents	現金及現金等價物	111,147	122,910
Bank deposits	銀行存款	207,777	209,226
		318,924	332,136

## 12. TRADE AND OTHER PAYABLES

As of the end of the reporting period, the ageing analysis of trade creditors and bills payable (which are included in trade and other payables), based on the invoice date, is as follows:

## 12. 應付賬款及其他應付款

於結算日,根據發票日期的應付賬款及應付票據(已計入應付賬款及其他應付款)的 賬齡分析如下:

		30 September	31 March
		2025	2025
		二零二五年	二零二五年
		九月三十日	三月三十一日
		\$'000	\$'000
		千元	千元
Within 1 month	一個月以內	9,965	3,861
Over 1 month but within 2 months	一個月以上但兩個月以內	4,362	2,001
Over 2 months but within 3 months	兩個月以上但三個月以內	290	520
Over 3 months	三個月以上	1,201	811
Trade creditors and bills payable	應付賬款及應付票據	15,818	7,193
Accrued charges and other creditors	應計費用及其他應付款	22,349	23,493
Derivative financial instruments	衍生金融工具	1,019	_
Dividends payable	應付股息	4,135	_
Amounts due to related companies	應付關連公司款項	70	190
Amount due to a joint venture	應付一合營企業款項	-	13
		43,391	30,889

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

#### 13. FAIR VALUE MEASUREMENT

#### (a) Financial instruments measured at fair value

### (i) Fair value hierarchy

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

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

## 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

#### 13. 公平價值計量

### (a) 按公平價值計量的金融工具

### (i) 公平價值層級

下表列載本集團經常性地於結算日按公平價值計量的金融工具,並根據《香港財務報告準則》第13號「公平價值計量」所界定的公平價值層級分類為三個級別。公平價值計量級別之分類乃按估值方法中所用數據之可觀察性及重要性所釐定:

- 第一級別估值:僅採用第一級別數據,即相同資產或負債於計量日於活躍市場上的報價(不作調整)來計算公平價值
- 第二級別估值:採用第二級別數據, 即未能符合第一級別的可觀察數據, 且不採用重大不可觀察數據來計算公 平價值。不可觀察數據為無法獲得市 場資料的數據
- 第三級別估值:採用重大不可觀察數 據來計量公平價值

		於二零二五年		Fair value at 31 March 2025 於二零二五年 三月三十一日 之公平價值	31 March 於二零二	measurements 2025 categorise 二五年三月三十一 計量分類為以下	d into		
		\$'000 千元	Level 1 第一級別 \$'000 <i>千元</i>	Level 2 第二級別 \$'000 <i>千元</i>	Level 3 第三級別 \$'000 千元	\$'000 千元	Level 1 第一級別 \$'000 <i>千元</i>	Level 2 第二級別 \$'000 <i>千元</i>	Level 3 第三級別 \$'000 <i>千元</i>
Recurring fair value measurements	<i>經常性公平價值計量</i>								
Assets/(liabilities):  - Non-trading listed securities  - Unlisted equity securities  - Derivative financial instruments	資產/(負債): - 非交易上市證券 - 非上市股權證券 - 衍生金融工具	3,583 9,929 (1,019)	3,583 - -	- - (1,019)	- 9,929 -	3,636 8,900 57	3,636 - -	- - 57	8,900 -

During the six months ended 30 September 2025 and 2024, there were no transfers between Level 1 and Level 2 or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零二五年及二零二四年九月三十日 止六個月內,並沒有金融工具在第一級別 與第二級別之間作轉移、或於第三級別轉 入或轉出。按本集團之政策,當公平價值 級別發生轉撥時於結算日予以確認。

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

### 13. FAIR VALUE MEASUREMENT (continued)

### (a) Financial instruments measured at fair value (continued)

(ii) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of forward foreign exchange contracts in Level 2 is marked to market by discounting the contractual forward price and deducting the forward rate at the end of the reporting period. The discount rate used is derived from the prevailing market interest rate at the end of the reporting period.

(iii) Information about Level 3 fair value measurements

## 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月(以港元計)

### 13. 公平價值計量(續)

### (a) 按公平價值計量的金融工具(續)

(ii) 採用於第二級別公平價值計量的估值方法 及所用數據

遠期外匯合約公平價值(第二級別)乃貼現 合約遠期價格,並於結算日扣除現行的遠 期匯率。貼現率乃參照於結算日現行市場 利率而釐定。

(iii) 有關第三級別公平價值計量之資料

	Valuation techniques 估值方式	Significant unobservable inputs 重大不可觀察數據	Range 範圍
Unlisted equity securities 非上市股權證券	Market-comparison approach 市場比較法	Discount for lack of marketability 缺乏市場流通性折扣率	30% (31 March 2025: 30%)

The fair value of unlisted equity investments is determined using the price/earnings and enterprise value/EBITDA ratios of comparable listed companies adjusted for lack of marketability discount. The fair value is negatively correlated to the discount for lack of marketability.

It is estimated that an increase/decrease of 5% in each of the unobservable inputs, with all other variables held constant, would have decreased/increased the Group's other comprehensive income as follows:

非上市股權證券的公平價值是以可比較上市公司的價格/收益和企業價值/EBITDA比率並調整缺乏市場流通性折扣率計算。公平價值對缺乏市場流通性折扣率成逆向相互關聯。

預計以下各項不可觀察數據增加/減少 5%,其他變數保持不變,將對本集團其他 全面收益減少/增加如下:

## Six months ended 30 September 截至九月三十日止六個月

		202 二零二	<del>-</del> ~	2024 二零二四年		
		Increase/	Increase/			
		(decrease) in	Effect on other	(decrease) in	Effect on other	
		unobservable comprehensive		unobservable	comprehensive	
		inputs income		inputs	income	
		不可觀察數據	其他全面	不可觀察數據	其他全面	
		增加/(減少)	收益影響	增加/(減少)	收益影響	
		%	\$'000	%	\$'000	
		百分比	千元	百分比	<i>手元</i>	
Discount for lack of	缺乏市場流通性					
marketability	折扣率	5	(709)	5	(1,035)	
		(5)	709	(5)	1,035	

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

### 13. FAIR VALUE MEASUREMENT (continued)

#### (a) Financial instruments measured at fair value (continued)

(iii) Information about Level 3 fair value measurements (continued)

The movements during the period in the balance of Level 3 fair value measurements are as follows:

# 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月(以港元計)

### 13. 公平價值計量(續)

## (a) 按公平價值計量的金融工具(續)

(iii) 有關第三級別公平價值計量之資料(續)

第三級別公平價值計量結餘於期內變動如下:

		30 September 2025 二零二五年 九月三十日 \$'000 千元	31 March 2025 二零二五年 三月三十一日 <i>\$'000</i> 千元
Unlisted equity securities: At beginning of the period/year Net unrealised gains/(losses) recognised in other comprehensive income	非上市股權證券: 於期/年初 期/年內未變現收益/(虧損) 淨額於其他全面收益中確認	8,900	14,942
during the period/year Disposal during the period/year	期/年內出售	1,029 -	(2,384) (3,658)
At end of the period/year	於期/年末	9,929	8,900

Any gains or losses arising from the remeasurement of the Group's unlisted equity securities held for strategic purposes are recognised in the investment revaluation reserve (non-recycling) in other comprehensive income. Upon disposal of the equity securities, the amount accumulated in other comprehensive income is transferred directly to retained earnings.

(b) Fair value of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 September 2025 and 31 March 2025.

### 14. COMMITMENTS

Capital commitments outstanding at 30 September 2025 not provided for in the consolidated financial statements are as follows:

本集團持作策略用途的非上市股權證券之 重新計量產生之任何收益或虧損於其他全 面收益投資重估儲備(不可轉回)中確認。 待出售股權證券後,於其他全面收益之累 計金額直接轉讓至保留溢利。

### (b) 以非公平價值列賬之金融工具之公平價值

本集團於二零二五年九月三十日及二零 二五年三月三十一日以成本或經攤銷成本 列賬的金融工具之賬面值與其公平價值並 無重大差異。

### 14. 承擔

於二零二五年九月三十日,仍未在綜合財 務報表作出撥備之資本承擔如下:

		30 September 2025 二零二五年 九月三十日 \$'000 千元	31 March 2025 二零二五年 三月三十一日 \$'000 千元
The Group's share of the capital commitments of joint ventures: Contracted for	本集團應佔合營企業的 資本承擔: 已訂約	1,380	816

# NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2025 (Expressed in Hong Kong dollars)

#### 15. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

## (a) Transactions with YGM Trading Limited and its subsidiaries ("YGMT Group")

## 未經審核 中期財務報告附註

截至二零二五年九月三十日止六個月 (以港元計)

### 15. 與關連人士之重大交易

除在本財務報表其他地方所披露之交易及 結餘外,本集團訂立以下重大關連人士交 易:

## (a) 與YGM貿易有限公司及其附屬公司 (「YGMT集團」)之交易

Six months ended 30 September 截至九月三十日止六個月

		2025 二零二五年 \$'000 千元	2024 二零二四年 \$'000 <i>千元</i>
Sales of garment products Rental income received and receivable Management fee received and receivable Building management fee received and receivable	銷售成衣產品	44	244
	已收及應收物業租金收益	1,440	1,500
	已收及應收管理費	360	360
	已收及應收樓宇管理費	43	45

As certain directors and their associates are collectively the controlling shareholders (as defined in the Listing Rules) of YGMT Group and the Group, the related party transactions in respect of sales of garment products to YGMT Group and rental income received and receivable from YGMT Group above constitute the connected transactions as defined in Chapter 14A of the Listing Rules. Other transactions with YGMT Group are exempt from the disclosure requirements in Chapter 14A of the Listing Rules.

集團及本集團之控股股東(定義見上市規則),根據上市規則第14A章,以上向YGMT集團銷售成衣產品、已收及應收自YGMT集團租金收益之聯繫人士交易構成關連交易。與YGMT集團之其他交易為獲豁免不須遵照上市規則第14A章之規定予以披露。

若干董事及彼等之聯繫人士同時為YGMT

## (b) Balances due from/(to) related companies and joint ventures:

### (b) 應收/(應付)關連公司及合營企業款項:

			30 September 2025 二零二五年 九月三十日	31 March 2025 二零二五年 三月三十一日
		Note 附註	\$'000 千元	\$'000 千元
Amount due from YGMT Group  Amount due to WTC07 Holdings	應收YGMT集團款項 應付WTC07 Holdings		138	132
Pte Ltd. Amount due to Allied Textiles	Pte Ltd.款項 應付新聯興紡織	(i)	(70)	(190)
Co., Ltd.	有限公司款項	(ii)	-	(13)

### Notes:

- WTC07 Holdings Pte Ltd. is related to the Group as it is held by a director of the Group.
- (ii) Allied Textiles Co., Ltd. is a wholly owned subsidiary of Wuxi No.1 Cotton Investment Co., Ltd., a joint venture of the Group.

#### 附註:

- (i) WTC07 Holdings Pte Ltd.由本集團一位董事 擁有。因此,WTC07 Holdings Pte Ltd.為本 集團之關連人士。
- (ii) 新聯興紡織有限公司為本集團之合營企業無 錫一棉投資有限公司之全資擁有附屬公司。

## INTERIM DIVIDEND

The Board has resolved not to declare the payment of interim dividend for the six months ended 30 September 2025 (2024: nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

### **Key Performance Indicators**

## 中期股息

董事會決議不宣派截至二零二五年九月三十日止六個月之中期股息(二零二四年:無)。

## 管理層討論及分析

### 主要表現指標

Six months ended 30 September 截至九月三十日止六個月

		2025	2024	
		二零二五年	二零二四年	+/-
		HK\$'000	HK\$'000	Change
		港幣千元	港幣千元	變動
				_
Revenue	收入	85,593	75,301	14%
Gross profit	毛利	15,089	13,511	12%
Gross profit margin	毛利率	18%	18%	_
Loss from operations	經營虧損	(5,437)	(7,751)	-30%
Operating margin	經營溢利率	-6%	-10%	4pp
Loss attributable to equity shareholders	本公司股權持有人應佔虧損			
of the Company		(53,314)	(31,773)	68%
Net profit margin	純利率	-62.3%	-42.2%	-20pp
Earnings before interest, taxes,	扣除利息、税項、折舊及			
depreciation and amortisation (EBITDA)	攤銷前的盈利「EBITDA」	(57,497)	(36,708)	57%
EBITDA margin	EBITDA率	-67%	-49%	-18pp
Loss per share – basic	每股虧損 - 基本	(\$0.26)	(\$0.15)	73%

### **Business Review and Prospects**

For the period under review, our company recorded a loss of HK\$53,314,000 (2024-25 first six months a loss of HK\$31,773,000). Again, a great majority of these losses was from booking the loss (HK\$47,737,000) of our investment in Wuxi No. 1 Cotton Investment Co., Ltd. in which we have a 49% shareholding. However, such losses do not have negative impact on our cash flow.

Our core garment business for the 6 months under review comparing to last year same period had actually improved, revenue was up and losses were down. However, we expect the garment business would continue to be challenging for the remaining year and our Wuxi investment would continue to bring us huge losses.

### 業務回顧及前景

於回顧期內,本集團錄得虧損53,314,000港元 (二零二四/二五年首六個月虧損31,773,000港 元)。此虧損再度由於計入本集團於無錫一棉投 資有限公司(本集團擁有49%股權)之投資錄得 虧損47,737,000港元所致。然而,此虧損並不 會對集團的現金流量產生負面影響。

於本回顧期間六個月內,我們的核心成衣業務與去年同期相比實際有所改善,收入增加而虧損減少。惟預期成衣業務於本年度餘下時間將持續面對挑戰,以及無錫一棉投資將持續為我們帶來重大虧損。

## MANAGEMENT DISCUSSION AND ANALYSIS

### **Liquidity and Financial Position**

During the period under review, the Group's operations continued to be mainly financed by the internal resources.

As at 30 September 2025, the aggregated cash and cash equivalents and bank deposits of the Group were approximately HK\$318,924,000 (as at 31 March 2025: HK\$332,136,000). As at 30 September 2025 and 31 March 2025, the Group did not have any short term and long term borrowings.

The Group adopts a prudent policy to hedge the fluctuation of foreign exchange rates. As most of the Group's sales, purchases, cash and bank balances are denominated in Hong Kong dollars, United States dollars, Euros, Pounds Sterling or Renminbi, the Group may enter into forward foreign exchange contracts to hedge its committed future sales denominated in the above foreign currencies against the exchange rate fluctuation when the exposure is significant. As at 30 September 2025, the Group has forward foreign exchange contracts hedging forecast transactions with net fair value of HK\$1,019,000 (liabilities) (as at 31 March 2025: HK\$57,000 (assets)), recognised as derivative financial instruments.

The share capital of the Company remained unchanged during the period under review.

## Pledge of Assets

As at 30 September 2025, none of the assets of the Group was pledged.

## **Employment and Remuneration Policies**

As at 30 September 2025, the Group, including its subsidiaries but excluding joint ventures, employed approximately 133 employees. Remuneration packages are determined by reference to employees' performance and the prevailing salary levels in the market. In addition, the Group provides year end double pay, provident fund scheme, medical insurance and training to staff.

## 管理層討論及分析

## 流動資金及財務狀況

於回顧期間內,本集團仍主要以其內部資源作 為營運資金。

於二零二五年九月三十日,本集團之現金及現金等價物及銀行存款結餘約為318,924,000港元(於二零二五年三月三十一日:332,136,000港元)。於二零二五年九月三十日及二零二五年三月三十一日,本集團並沒有任何短期及長期借貸。

本集團採用審慎政策以對沖匯率波動。由於本集團大部份銷售、採購、現金及銀行結餘均算、以港元、美元、歐羅、英鎊或人民幣結算。當風險重大時,本集團或會就以上外幣結算之承諾未來銷售訂立遠期合約,以對沖外所與對應。於二零二五年九月三十日,本集團用以對預期交易之遠期外匯合約之公平價值等額為1,019,000港元(負債)(於二零二五年三月三十一日:57,000港元(資產)),並已確認為衍生金融工具。

本公司之股本於回顧期間內並無任何變動。

### 資產抵押

於二零二五年九月三十日,本集團並無以任何 資產作抵押。

## 僱員及薪酬政策

於二零二五年九月三十日,除合營企業外,本 集團(包括其附屬公司)聘用約133名僱員。薪 酬組合乃參照員工之表現及市場當時之薪金 水平而釐定。此外,本集團為僱員提供年終雙 薪、公積金計劃、醫療保險及培訓。

## OTHER INFORMATION

### **Directors' Interests in Shares**

(a) As at 30 September 2025, the interests and short positions of the directors and their associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") and which were required to be entered in the register kept by the Company under section 352 of the SFO were as follows:

## 其他資料

### 董事之股份權益

(a) 於二零二五年九月三十日,本公司各董事及彼等之聯繫人士於本公司或任何聯營公司(按證券及期貨條例(「證券條例」)第XV部之涵義)之股份、相關股份及債券中擁有根據證券條例第XV部第7及8分部、上市公司董事進行證券交易標準守則(「標準守則」)之規定須知會本公司及聯交所之權益及淡倉(包括彼等根據該等證券條例規定被視作或當作擁有之權益及淡倉),並須登記於根據證券條例第352條存置之登記冊之權益及淡倉如下:

#### 

		首題版版份數目				
		Personal	Family	Corporate	Other	
		interests	interests	interests	interests	
Name of director	董事姓名	個人權益	家族權益	公司權益	其他權益	
Chan Wing Fui, Peter	陳永奎	486,102	11,771,955	_	(i)	
Chan Wing Kee	陳永棋	8,986,874	319,691	_	(i)	
Chan Wing To	陳永滔	10,470,639	_	_	(i)	
Chan Wing Sun, Samuel	陳永燊	8,707,734	250,000	3,604,415	(i)	
Chan Suk Man	劉陳淑文	3,835,716	_	_	(i)	
Chan Suk Ling, Shirley	周陳淑玲	7,654,306	524,000	_	(i)	
Choi Ting Ki	蔡廷基	_	_	_	_	
So Stephen Hon Cheung	蘇漢章	_	_	_	_	
Li Guangming	李光明	_	_	_	_	

#### Notes:

- (i) 48,032,240 shares of the Company were held by Chan Family Investment Corporation Ltd. (which is owned by Messrs Chan Wing Kee, Chan Wing To, Chan Wing Sun, Samuel, Madam Chan Suk Man and Madam Chan Suk Ling, Shirley and other members of the Chan Family) and its subsidiaries.
- (b) Save as disclosed above, as at 30 September 2025, none of the directors or their associates had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and its holding company, subsidiaries or other associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under section 352 of the SFO; or as notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 of the Rules Governing the Listing of Securities in the Stock Exchange (the "Listing Rules"). Furthermore, save as disclosed above, at no time during the period ended 30 September 2025 was the Company or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.
- 附註:
- (i) 合共48,032,240股本公司股份乃由Chan Family Investment Corporation Ltd. (由陳永 棋先生、陳永滔先生、陳永粲先生、劉陳淑文 女士及周陳淑玲女士及其他陳氏家族成員擁 有)及其附屬公司所持有。

## OTHER INFORMATION

#### **Equity-linked Agreement**

Details of the equity-linked agreement subsisting at the end of the period are set out in the section "Share option scheme" below.

### **Share Option Scheme**

The Company adopted a share option scheme (the "share option scheme") at the Annual General Meeting held on 18 September 2019, for the purpose of providing incentives or rewards to eligible participants who contribute to the growth of the Group's operations.

According to the share option scheme, the directors of the Company are authorised, at their discretion, to invite any director (including executive, non-executive or independent non-executive directors), employee, customer, supplier, any person or entity that provides research, development, other technological support to the Group, adviser or consultant of the Group and the shareholder to take up options to subscribe for shares of the Company. An offer of the grant of share options may be accepted within 21 days from the date of offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

The share option scheme became effective on 18 September 2019 and remains in force for 10 years from that date. The subscription price of the options shall be a price determined by the directors, but shall not be less than the highest of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of the offer of grant, which must be a business day; (ii) the average of the closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares. An option may be exercised in accordance with the terms of the share option scheme at any time during a period to be determined and notified by the directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the directors of the Company, there is no minimum period required for the holding of an option before it can be exercised.

The total number of shares available for issue under the share option scheme as at 30 September 2025 was 20,674,768 shares which represented 10% of the issued share capital of the Company as at the date of adoption of the share option scheme. In respect of the maximum entitlement of each participant under the share option scheme, the total number of shares issued and to be issued upon exercise of the options granted to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

During the period, no share options were granted, exercised or cancelled or lapsed under the share option scheme. As at 1 April 2025 and 30 September 2025, there were no outstanding share options, and the number of share options available for grant under the share option scheme was 20,674,768 and 20,674,768 respectively.

## 其他資料

### 股票掛勾協議

於期終有效的股票掛勾協議之詳情載於下文「購 股權計劃」。

#### 購股權計劃

本公司於二零一九年九月十八日舉行之股東 周年大會上採納一項購股權計劃(「購股權計 劃」),旨在向為本集團業務發展作出貢獻之合 資格參與者提供獎勵或回報。

根據購股權計劃,本公司董事獲授權酌情邀請任何董事(包括執行董事,非執行董事或獨立非執行董事)、僱員、客戶、供應商、任何向向個人人工,與提供研究、開發、其他技術支援之任何何,與實體、本集團的顧問或諮詢者以及股東人人接受購股權來認購本公司股份。對於授出之購股權要約,可於授出要約日期二十一日內被接納。接納所授出的購股權時須繳付1港元的象徵式代價。

於二零二五年九月三十日,根據購股權計劃可供發行的證券總數為20,674,768股,佔本公司於採納購股權計劃日的已發行股本10%。該計劃的每名參與人在任何十二個月期間內因行使所獲購股權而已發行和將發行的證券數目,不得超逾本公司當時已發行股本的1%。

於本期間內,概無購股權根據購股權計劃授出、行使、註銷或失效。於二零二五年四月一日及二零二五年九月三十日,並無尚未行使之購股權,且依購股權計劃可供授出的購股權數目分別為20,674,768股及20,674,768股。

## OTHER INFORMATION

## Substantial Shareholders' and Other Persons' Interests

Other than the interests disclosed in the section "Directors' Interests In Shares" in respect of the directors, the following shareholder had interests in 5% or more of the ordinary share of the Company in issue as at 30 September 2025, according to the register of interests and short positions required to be kept by the Company under section 336 of the SFO:

## 其他資料

### 主要股東及其他人士權益

於二零二五年九月三十日,除在上述「董事之股份權益」所披露之權益外,根據證券條例第336條規定存置之股份權益及淡倉登記冊所示,持有本公司已發行普通股股份5%或以上權益之股東記錄如下:

		Capacity	Number of ordinary shares held 持有普通股	Percentage of ordinary shares in issue 佔已發行普通股
Name of shareholder	股東名稱	權益性質	股份數目	股份百分比
Guangzhou Textiles Industry & Trade Holdings Ltd.	廣州紡織工貿企業 集團有限公司	Beneficial owner 實益擁有人	17,806,000 <i>(note)</i> <i>(附註)</i>	8.61%

Note: The shares were directly held by Yue Xiu Textiles Co., Ltd., a 100% owned subsidiary of Guangzhou Textiles Industry & Trade Holdings Ltd.

Save as disclosed above, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

## **Connected Transactions and Directors' Interests in Transactions, Arrangements or Contracts**

Details of connected transactions under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") are set out in Note 15 to the interim financial report. In the opinion of the independent non-executive directors, these connected transactions were entered into by the Group:

- (i) in the ordinary and usual course of its business;
- (ii) conducted either on normal commercial terms (which expression will be applied by reference to transactions of a similar nature and to be made by similar entities) or where there is no available comparison, on terms that are fair and reasonable so far as the independent shareholders of the Company are concerned;
- (iii) in accordance with the terms of the agreements governing the transactions; and
- (iv) in accordance with the pricing policies of the Group, where applicable.

Apart from the foregoing, no transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, subsisted at the end of the period or at any time during the period.

附註: 股份由廣州紡織工貿企業集團有限公司之全資擁 有附屬公司越秀紡織品有限公司直接持有。

除上文所披露外,本公司並無獲知會任何其他 須記錄在根據證券條例第336條規定存置之登 記冊的權益。

## 關連交易及董事之交易、安排或合約權益

根據香港聯合交易所有限公司證券上市規則 (「上市規則」)第14A章所列的關連交易詳情載 於本中期財務報告附註15內。獨立非執行董事 認為,本集團所進行之關連交易均:

- (i) 於一般及日常業務過程中進行;
- (ii) 按正常商業條款 (所指之「正常商業條款」 將參考與類似機構進行性質相若之交易時 所依據之條款) 或倘並無可供比較之條款, 則按對本公司之獨立股東而言屬公平合理 之條款進行;
- (iii) 符合規管該等交易之協議條款;及
- (iv) 根據集團之定價政策(如有)進行。

除以上所述者外,本公司各董事概無於本公司 或其任何附屬公司所訂立,而於期末或期內任 何時間仍屬有效之交易、安排或重大合約中佔 有重大權益。

## OTHER INFORMATION

### Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the period ended 30 September 2025.

#### **Audit Committee**

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises three independent non-executive directors of the Company.

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and the unaudited interim financial statements of the Group for the period ended 30 September 2025.

### Compliance with the Code of Best Practice

In the opinion of the Board, the Company has complied throughout the period with the Code of Best Practice as set out in Appendix C1 to the Listing Rules.

### **Directors' Securities Transactions**

The Company has adopted a Securities Dealing Code regarding directors' securities transactions on terms no less exacting than required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix C3 of the Listing Rules. All directors have confirmed, upon specific enquiry by the Company, that they have complied with the required standard set out in the Model Code and the Securities Dealing Code throughout the period under review.

By Order of the Board Chan Wing Fui, Peter Chairman 其他資料

## 收購、出售或贖回股份

截至二零二五年九月三十日止期間內,本公司 或其任何附屬公司概無收購、出售或贖回本公 司任何上市證券。

### 審核委員會

本公司依照上市規則第3.21條成立審核委員會,旨在審閱及監察本集團之財務申報程序及內部控制。該審核委員會由本公司三位獨立非執行董事組成。

本公司之審核委員會已與管理層審閱本集團所 採納的會計原則及慣例,以及本集團截至二零 二五年九月三十日止期間之未經審核財務報表。

### 遵守《最佳應用守則》

董事會認為,本公司在整個期間均有遵守在上市規則附錄C1所載《最佳應用守則》。

### 董事之證券交易

本公司已採納有關董事證券交易的證券買賣守則,其條款不遜於上市規則附錄C3所載上市公司董事進行證券交易標準守則(「標準守則」) 載列的規定準則。經過本公司向所有董事作出具體查詢後,本公司董事已確認彼等於回顧期間內一直遵守標準守則載列的規定準則及其有關董事證券交易的證券買賣守則。

承董事會命 *主席* **陳永奎** 

Criairman

Hong Kong, 21 November 2025

香港,二零二五年十一月二十一日

