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# **POLYFAIR**

## Polyfair Holdings Limited

寶發控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8532)

## INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This announcement, for which the directors (the "Directors") of Polyfair Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

#### **Interim Results**

The board (the "**Board**") of Directors is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the "**Group**") for the six months ended 30 September 2025 (the "**Reporting Period**"), together with the unaudited comparative figures for the corresponding period in 2025 as follows:

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2025

		Six month 30 Septe	
	NOTES	2025 <i>HK</i> \$'000 (Unaudited)	2024 <i>HK</i> \$'000 (Unaudited)
Revenue Cost of services	4	51,320 (50,365)	185,663 (175,298)
Gross profit Other income, gains and losses Impairment losses under expected credit loss model, net	5	955 227	10,365 1,518
Administrative expenses		$\begin{array}{c} (2,252) \\ (4,501) \end{array}$	(4,538)
(Loss) profit from operation Finance costs	6	(5,571) (2,622)	7,345 (5,042)
(Loss) profit before tax Income tax expenses	7	(8,193) (21)	2,303 (233)
(Loss) profit for the period	8	(8,214)	2,070
Other comprehensive (expenses) Income after tax: Items that may be reclassified to profit or loss: Exchange differences on translating foreign operations		(17)	(34)
Other comprehensive (expenses) income for the period, net of tax		(17)	(34)
Total comprehensive (expenses) income for the period		(8,231)	2,036
(Loss) earnings per share Basic (HK cents)	9	(0.97)	0.26
Diluted (HK cents)		(0.97)	0.26

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2025

	NOTES	At 30 September 2025 HK\$'000 (Unaudited)	At 31 March 2025 <i>HK\$'000</i> (Unaudited)
Non-current assets Property, plant and equipment Right-of-use assets	10	406 992	104
		1,398	104
Current assets Trade receivables	12	20	6,385
Contract assets Prepayments, deposits and other receivables Financial assets at fair value through	11	156,605 1,706	158,859 1,590
profit or loss		_	10,147
Pledged bank balances Bank balances and cash		- 899	35,287 811
Dank varances and cash			
		159,230	213,079
Current liabilities Trade and other payables Tax payable	13	131,161 189	135,912 168
Bank and other borrowings Lease liabilities	14	94,403	135,001
		226,096	271,081
Net current liabilities		(66,866)	(58,002)
Total assets less current liabilities		(65,468)	(57,898)
Non-current liabilities Lease liabilities	15	(661)	
		(661)	
Net liabilities		(66,129)	(57,898)
Capital and reserves			
Share capital	16	8,487	8,487
Deficits		(74,616)	(66,385)
Total equity		(66,129)	(57,898)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2025

		Attribu	itable to owi	ners of the Con	ıpany	
	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 (Note)	Translation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 April 2024 (Audited) Total comprehensive (expenses) income for the	8,000	37,915	3,000	19	24,327	73,261
period				(34)	2,070	2,036
At 30 September 2024 (Unaudited)	8,000	37,915	3,000	(15)	26,397	75,297
At 1 April 2025 (Audited) Total comprehensive (expenses) income for the	8,487	39,328	3,000	31	(108,744)	(57,898)
period				(17)	(8,214)	(8,231)
At 30 September 2025 (Unaudited)	8,487	39,328	3,000	14	(116,958)	(66,129)

Note: Other reserve represented the difference between the share capital of the Company issued as consideration of acquiring Polyfair Construction & Engineering Limited ("Polyfair HK") and issued share capital of Polyfair HK pursuant to a group reorganisation completed on 19 January 2018.

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2025

	Six months ended 30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Operating activities		
(Loss) profit before taxation	(8,193)	2,303
Adjustment for:		
Depreciation of property, plant and equipment	331	37
Depreciation of right-of-use assets	128	753
Finance costs	2,622	5,042
Interest income		(3)
Operating profit before working capital changes	(5,112)	8,132
Change in trade receivables	6,365	52,502
Change in prepayments, deposits and other receivables	(116)	7,274
Change in contract assets	2,254	(36,799)
Change in trade and other payables	(240)	(4,139)
Change in contract liabilities	<del>_</del>	(3,113)
Cash generated from operations Income taxes paid	3,151	23,857
Net cash generated from operating activities	3,151	23,857
Net cash generated from operating activities		23,637
Investing activities		
Interest received	_ (420)	3
Purchase of property, plant and equipment	(430)	- (456)
Placement of pledged bank balances		(456)
Net cash used in investing activities	(430)	(453)

# Six months ended 30 September

	30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Financing activities		
Interest paid	(2,592)	(5,042)
New bank borrowings raised	295	153,009
Repayment of borrowings	_	(173,371)
Repayment of lease liabilities	(319)	(761)
Net cash used in financing activities	(2,616)	(26,165)
NET DECREASE IN CASH AND CASH		
EQUIVALENTS	105	(2,761)
Effect of foreign exchange rate changes	(17)	2
CASH AND CASH EQUIVALENTS AT THE		
BEGINNING OF THE PERIOD	811	8,179
CASH AND CASH EQUIVALENTS AT THE END		
OF THE PERIOD	899	5,420
Analysis of cash and cash equivalents		
Bank balances and cash	899	10,390
Bank overdraft	_	(4,970)
		(1,270)
	899	5,420

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2025

#### 1. GENERAL INFORMATION

Polyfair Holdings Limited (the "Company") was incorporated and registered as an exempted company with limited liability in the Cayman Islands on 25 May 2017 and its shares are listed on GEM of the Stock Exchange on 23 February 2018. Its immediate and ultimate holding company is C.N.Y. Holdings Limited, a company incorporated in the British Virgin Islands (the "BVI"). The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is located at 9/F., Wing Hing Industrial Building, 499 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (together referred to as the "**Group**") are provision of design and project management services for façade and installation of curtain wall systems in Hong Kong.

The unaudited condensed consolidated interim financial statements are presented in Hong Kong dollars ("HK\$").

Other than those subsidiaries established in the People's Republic of China (the "PRC") whose functional currency is Renminbi ("RMB"), the functional currency of the Company and its remaining subsidiaries are HK\$.

All values are rounded to the nearest thousands ("HK\$'000") except when otherwise indicated.

#### 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the six months ended 30 September 2025 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). HKFRSs included Hong Kong Accounting Standard and Interpretations. The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated financial statements for the six months ended 30 September 2025 are consistent with those adopted in the annual report for the year ended 31 March 2025, except for the new HKFRSs issued by the HKICPA that is adopted for the first time for the Reporting Period of the Group. The adoption of the new and revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results of the Group. In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the GEM Listing Rules.

The unaudited condensed consolidated financial statements for the six months ended 30 September 2025 have not been audited by the Company's independent auditors, but have been reviewed by the audit committee of the Company (the "Audit Committee").

The measurement basis used in the preparation of the unaudited condensed consolidated financial statements is the historical cost basis.

#### 3. SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the GEM Listing Rules and by the Hong Kong Companies Ordinance.

These condensed consolidated financial statements have been prepared under the historical cost convention, as modified by the financial assets at fair value through profit or loss, which are carried at their fair values.

Other than changes in accounting policies resulting from application of new and amendments to HKFRSs, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2025 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2025.

#### Application of new and amendments to HKFRSs

The HKICPA has issued the following amendments to HKFRS that are first effective for the Reporting Period:

- Amendments to HKAS 21, The effects of changes in foreign exchange rates: Lack of exchangeability;

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

#### 4. REVENUE AND SEGMENT INFORMATION

Revenue represents the fair value of amount received and receivable from provision of construction services.

An analysis of the Group's revenue is as follows:

	Six months ended	Six months ended 30 September	
	2025	2024	
	HK\$'000	HK\$'000	
	(Unaudited)	(Unaudited)	
Construction services for residential properties	50,429	184,871	
Construction services for commercial properties	891	792	
Revenue from contracts with customers	51,320	185,663	

#### **Segment information**

For the purpose of resources allocation and performance assessment, the chief operation decision maker (i.e. the chief executive of the Group) reviews the overall results and financial position of the Group. Accordingly, the Group presents only one single operating segment and no further analysis is presented.

#### Geographical information

No geographical information is presented as the Group's revenue are all derived from Hong Kong based on the location of services delivered and the Group's non-current assets (excluding financial assets and deferred tax assets) are substantially located in Hong Kong.

#### Timing of revenue recognition

All timing of revenue recognition is over time for the six months ended 30 September 2025 and 2024.

#### Information about major customers

Revenue attributed from customers that accounted for 10% or more of the Group's total revenue during the period is as follows:

	Six months ended	Six months ended 30 September	
	2025	2024	
	HK\$'000	HK\$'000	
	(Unaudited)	(Unaudited)	
Customer A	31,957	130,314	
Customer B	18,471	47,829	

### 5. OTHER INCOME, GAINS AND LOSSES

6.

7.

OTHER INCOME, GAINS AND LOSSES		
	Six months ended	30 September
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Bank interest income	_	412
Project management fee income	_	1,000
Exchange gain	-	106
Employee compensation	227	
	227	1,518
FINANCE COSTS		
Interest expenses on:		
	Six months ended	30 September
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Bank borrowings and overdraft	2,592	4,975
Other borrowings	_	38
Lease liabilities	30	29
	2,622	5,042
INCOME TAX EXPENSES		
	Six months ended	30 September
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax: Hong Kong Profits Tax	21	235
Deferred taxation		(2)

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Hong Kong Profits Tax has been provided at the rate of 8.25% on assessable profits up to HK\$2 million and 16.5% on any part of assessable profit over HK\$2 million for the period ended 30 September 2025 and 2024.

According to the Enterprise Income Tax Law (中華人民共和國企業所得稅法) and the Implementation of the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法實施條例), an entity eligible as a Small Low-profit Enterprise (小型微利企業) is subject to preferential tax treatments. From 1 January 2019 to 31 December 2020, the annual taxable income not more than RMB1,000,000 of a Small Low-profit Enterprise is subject to Enterprise Income Tax calculated at 25% of its taxable income at a tax rate of 20% and the annual taxable income between RMB1,000,000 and RMB3,000,000 is calculated at 50% of its taxable income not more than RMB1,000,000 of a Small Low-profit Enterprise is subject to Enterprise Income Tax calculated at 12.5% of its taxable income at a tax rate of 20% and the annual taxable income between RMB1,000,000 and RMB3,000,000 is calculated at 50% of its taxable income at a tax rate of 20%. From 1 January 2022 to 31 December 2024, the annual taxable income not more than RMB1,000,000 of a Small Low-profit Enterprise is subject to Enterprise Income Tax calculated at 12.5% of its taxable income at a tax rate of 20% and the annual taxable income Tax calculated at 12.5% of its taxable income at a tax rate of 20% and the annual taxable income between RMB1,000,000 and RMB3,000,000 is calculated at 25% of its taxable income at a tax rate of 20%.

#### 8. PROFIT FOR THE PERIOD

	Six months ended 30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
The Group's profit for the period is stated after charging the following:		
Directors' remuneration	735	3,004
Other staff costs:		
Salaries and other benefits	1,761	19,034
Retirement benefit schemes	21	1,348
Total staff costs*	2,517	23,386
Auditor's remuneration	_	300
Depreciation of property, plant and equipment	128	37
Depreciation of right-of-use assets	330	753
Short-term lease rentals in respect of rented premises		200

<sup>\*</sup> The staff costs were expensed in direct costs and administrative expenses amounting to HK\$1,122,000 (2024: HK\$21,353,000) and HK\$639,000 (2024: HK\$2,033,000) respectively.

#### 9. (LOSS) EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the followings:

### (Loss) earnings

	Six months ended 30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Earnings for the purpose of calculating basic and diluted		
earnings per share	8,214	1,661
Number of shares		
	Six months ended	30 September
	2025	2024
	'000	'000
Weighted average number of ordinary shares for the purpose of		
calculating basic and diluted earnings per share	848,744	800,000

#### 10. PROPERTY, PLANT AND EQUIPMENT

During the Reporting Period, the Group acquire items of property, plant and equipment with a cost of HK\$430,160 (for the six months ended 30 September 2024: nil).

#### 11. CONTRACT ASSETS

Disclosures of revenue-related items:

	At	At
	30 September	31 March
	2025	2025
Contract assets arise from construction contracts	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
<ul> <li>Retention receivables of construction contracts</li> </ul>	179,764	76,896
<ul> <li>Unbilled revenue of construction contracts</li> </ul>		102,868
	179,764	179,764
Less: Allowance for credit losses	(23,159)	(20,905)
Contract assets – construction	156,605	158,859
Contract receivable (included in trade receivables)		6,385

Based on the information available to the Group at the end of each reporting period, the management of the Group expects the transaction price allocation to the above unsatisfied (or partially unsatisfied) contracts in respect of provision of construction services as at 30 September 2025 will be recognised as revenue during the period ending 30 September 2026 to 2028 (2024: the period ended 30 September 2025 to 2027).

A contract asset represents the Group's right to consideration in exchange for products or services that the Group has transferred to a customer.

Retention receivables relating to contracts in progress of HK\$76,896,000 (2024: HK\$76,896,000) are included in contract assets as at 30 September 2025. Retention monies will be released after completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 1 to 2 years from the date of the issuance of the practical completion certificate. Upon satisfactory completion of contract work as set out in the contract, the architect for the building project will issue a practical completion certificate. Generally, upon the issuance of the practical completion certificate, half of the retention money of such contract work will be released to the Group, while the remaining half will be released to the Group upon the issuance of the certificate at the end of defect liability period that identified defects in respect of the entire building project have been made good.

#### 12. TRADE RECEIVABLES

	At	At
	30 September	31 March
	2025	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Trade receivables		
Contract with customers	21	6,386
Less: allowance for credit losses	(1)	(1)
	20	6,385

The Group allows a credit period of 14 to 30 days to its customers for construction works after the work is certified, except for several credit worthy customers to whom an extended credit period would be granted. An ageing analysis of the trade receivables net of allowance of ECL as at the end of the reporting period, based on the date of issuance of the payment certificates issued by customers, is as follows:

	At	At
	30 September	31 March
	2025	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
0-30 days	20	1,337
31-90 days		5,048
	20	6,385

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributable to customers are reviewed regularly.

As at 30 September 2025, the management of the Group closely monitors the credit quality of trade receivables and the balance of past due 90 days or more of nil (31 Mar 2025: HK\$5,048,000) is not considered as in default based on historical settlement pattern for those debtors and continued business with the Group.

#### 13. TRADE AND OTHER PAYABLES

	At 30 September 2025 <i>HK\$</i> '000 (Unaudited)	At 31 March 2025 <i>HK\$'000</i> (Audited)
Trade payables  – from third parties	90,117	83,288
Other payables and accruals Accrued charges Amounts due to directors Other payables Retention payables	3,113 3,135 13,179 21,617	13,096 3,467 14,444 21,617
	41,044	52,624
Total trade and other payables  Less: Other payables classified as non-current liabilities	131,161	135,912
Total trade and other payables classified as current liabilities	131,161	135,912

The credit period granted to the Group by suppliers and subcontractors is 30 to 60 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	At	At
	30 September	31 March
	2025	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
0-30 days	361	7,708
31-60 days	_	914
61-90 days	_	34,910
Over 90 days	89,756	39,756
Total	90,117	83,288

### 14. BANK AND OTHER BORROWINGS

BANK AND OTHE	K BOKKOWII	NGS				
				30 Septe	At ember 2025	At 31 March 2025
					\$'000	HK\$'000
				(Unau	dited)	(Audited)
Bank loans - secured	I			7	0,768	110,344
Bank loans – unsecu				1	2,774	12,694
Bank overdrafts – see Loan from a related p		ed			3,236 2,980	8,223 2,980
Loan from the immed					4,645	760
Less: borrowings cla	ssified as curre	nt liabilities	S		04,403 04,403)	135,001 (135,001)
Borrowings classified	d as non-curren	t liabilities				_
	Bank loans an	d overdraft	Other	loans	To	tal
	At	At	At	At	At	At
	30 September 2025	31 March 2025	30 September 2025	31 March 2025	30 September 2025	31 March 2025
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Carrying amounts repayable based on scheduled repayment dates set out in loan agreements - on demand or within one year - more than one year,	83,195	127,678	7,625	3,740	90,820	131,418
but not exceeding two years	537	537	_	_	537	537
<ul> <li>more than two years,</li> <li>but not exceeding</li> </ul>						
five years	1,711	1,711	_	_	1,711	1,711
- more than five years	1,335	1,335			1,335	1,335
	86,778	131,261	7,625	3,740	94,403	135,001
Less: Carrying amount of bank and other borrowings that are repayable on demand or contain a repayment on demand clause and shown under current liabilities		(131,261)	(7,625)	(3,740)	(94,403)	(135,001)
Carrying amount under non-current other borrowings	_	_	_	_	_	_
00110 // 11180						

	At 30 September 2025 <i>HK\$</i> '000 (Unaudited)	At 31 March 2025 <i>HK\$</i> '000 (Audited)
Variable-rate bank loans comprise:		
Secured bank loans (note (a))  – HK dollar bank loans at Hong Kong Interbank Offered Rate ("HIBOR") plus 2.50% to 2.75% (31 March 2025: HIBOR plus 2.50% to 2.75%) per annum	70,768	110,344
Unsecured bank loans (note (b))  – HK dollar bank loans at Hong Kong Interbank Offered Rate ('HIBOR')		
plus 2.75% (31 March 2025: HIBOR plus 2.75%) per annum  – HK dollar bank loans at Prime Rate less	8,503	8,503
2.25% (31 March 2025: Prime Rate less 2.25%) per annum	4,271	4,191
	83,542	123,038
Secured bank overdraft (note (a))  – HK dollar bank overdraft at Prime Rate less 1.15% to 1.25% (31 March 2025: Prime Rate less 1.15% to 1.25%) per annum	3,236	8,223
Unsecured other borrowings (note (c))		
<ul><li>- 0% to 0.229% per month (31 March 2025:</li><li>0.229% per month)</li></ul>	2,980	2,980
Unsecured other borrowings (note (e))	4,645	760
	94,403	135,001

As at 30 September 2025 and 31 March 2025, the HIBOR and Prime Rate are quoted by the lending banks.

#### Notes:

(a) As at 30 September 2025, the secured bank loans of HK\$70,768,000 (31 March 2025: HK\$110,344,000) and bank overdrafts of HK\$3,235,000 (31 March 2025: HK\$8,223,000) are secured by the pledged bank deposits of nil (31 March 2025: HK\$35,287,000), trade receivables of HK\$20,000 (31 March 2025: HK\$5,048,000), and financial assets at fair value through profit or loss of nil (31 March 2025: HK\$10,147,000) and guaranteed by corporate guarantees of the Company and a PRC subsidiary.

Of the secured bank loans disclosed above, bank loans of HK\$67,961,000 (31 March 2025: HK\$102,629,000) which are also secured by properties held by a director of the Company and a company controlled by a director of the Company and his close family members.

The secured bank loans carry effective interest rates ranging from 3.00% to 6.83% (31 March 2025: 6.31% to 7.43%) per annum.

The bank overdrafts carry effective interest rates at 4.13% to 4.35% (31 March 2025: 4.25% to 4.60%) per annum.

- (b) As at 30 September 2025, the unsecured bank loans are guaranteed by HKMC Insurance Limited under SME Financing Guarantee Scheme and personal guarantees given by Mr. Yu and Mr. Chow, directors of the Company. The unsecured bank loans carry effective interest rates ranging from 3.13% to 6.83% (31 March 2025: 3.00% to 7.34%) per annum.
- (c) As at 30 September 2025, other borrowings of approximately HK\$980,000 (31 March 2025: HK\$2,980,000) were borrowed from a close family member of a director of the Company, and were repayable within one year (31 March 2025: one years).

#### 15. LEASE LIABILITIES

	At 30 September 2025 <i>HK\$</i> '000	At 31 March 2025 <i>HK\$'000</i>
Within one year Within a period of more than one year but not exceeding two years	661	_ 
	661	_
Less: Amount due for settlement within 12 months shown under current liabilities	(661)	
Amount due for settlement after 12 months	_	_

The incremental borrowing rate applied to lease liabilities recognised under HKFRS 16 was 5.13% per annum in 2025.

#### 16. SHARE CAPITAL

	Number of		
	shares	Amount	
	'000	HK\$'000	
Ordinary shares of HK\$0.01 each			
Authorised: At 31 March 2025 (Audited) and 30 September 2025			
(Unaudited) (HK\$0.01 each)	5,000,000	50,000	
Issued and fully paid:			
At 31 March 2025 (Audited) and 30 September 2025			
(Unaudited) (HK\$0.01 each)	848,744	8,487	

All issued shares rank pari passu in all respects including all rights as to dividends, voting and return of capital.

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes bank borrowings as disclosed in note 15, net of cash and cash equivalents and equity of the Group, comprising issued share capital and reserves. Management of the Group reviews the capital structure regularly taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through issue of new shares, raise of new borrowings or repayment of existing borrowings.

#### 17. RELATED PARTY TRANSACTIONS

#### **Key management personnel compensation**

	Six months ended 30 September		
	2025		
	HK\$'000	HK\$'000	
	(Unaudited)	(Unaudited)	
Salaries and other short-term benefits	735	2,650	
Retirement benefits scheme contribution	9	9	
	744	2,659	

As at 30 September 2025, properties held by a director of the Company and companies controlled by a director of the Company or his close family members were pledged to secure bank loans of HK\$67,691,000 (31 March 2025: HK\$102,629,000).

# MANAGEMENT DISCUSSION AND ANALYSIS BUSINESS REVIEW

We are a subcontractor that provides façade and curtain wall works solutions in Hong Kong. Our solutions are customised to meet the technical specifications and performance requirements of our customers. We generally provide both design and build services in our projects, ranging from developing designs, conducting structural calculations, preparing shop drawings, sourcing and procuring building materials, arranging for building material logistics and installation works, project management to post-project completion services. We engage subcontractors to perform the installation work from time to time.

As at 30 September 2025, the Group had two ongoing projects with a total contract value (including contract sum and variation orders) of HK\$572.9 million, of which approximately HK\$50.4 million was recognised as revenue during the Reporting Period.

During the Reporting Period, we were awarded three project, with a contract sum of approximately HK\$17.8 million. Letters of award of this project was signed and it is not yet at the construction stage.

#### **OUTLOOK**

The demand for façade and curtain wall works is primarily driven by construction of residential and commercial buildings. The development of residential buildings in Hong Kong has been a major driver of façade and curtain wall works and the forecast completions in 2025 and 2026 are 20,862 new units and 20,098 new units respectively. This information is sourced from the Hong Kong Property Review 2025, issued by the Rating and Valuation Department of the Government of the Hong Kong Special Administrative Region. This forecast of completions of residential buildings indicated that the demand for façade and curtain wall works is anticipated to decline slightly in the coming future.

Notwithstanding the negative impact from the economic slowdown driven by the global macro-economic conditions, the Group remains optimistic about its core business as the management believes that there is a market for quality façade and curtain wall works in Hong Kong. Despite the ongoing challenges facing Hong Kong's property sector and related industries, which have affected façade and curtain wall engineering works, the Company remains steadfast in its commitment to sustaining this core business. The Company is actively pursuing new project opportunities to enhance resilience and drive growth.

To achieve this, the Company plans to diversify its operations by expanding into complementary sectors, including (i) interior decoration; (ii) electrical and drainage works; and (iii) logistics and frozen storage warehouse.

The strategic expansion outlined above aligns with the Company's objective to broaden the scope of our construction business. The Company is evaluating opportunities to extend its operations into Macau and Mainland China, leveraging its expertise to capture new market potential. While concrete plans for these expansions have not yet established, the Company is committed to exploring these avenues.

By enhancing operational skills, pursuing business acquisitions, and exploring expansion into related business sectors, the company aims to generate profits for the group and mitigate sector-specific risks. The company expects to navigate the evolving market landscape effectively while capitalizing on emerging opportunities.

#### FINANCIAL REVIEW

#### Revenue

The Group's total revenue was approximately HK\$51.3 million for the six months ended 30 September 2025, a significant decrease from the HK\$185.7 million reported for the same period in 2024.

#### **Cost of Services**

The Group's cost of services, which primarily consisted of building material costs, subcontracting charges, staff costs, and other direct costs, was approximately HK\$50.3 million for the six months ended 30 September 2025. This represents a significant decrease from the HK\$175.3 million recorded in the corresponding period in 2024.

#### **Gross Profit and Gross Profit Margin**

The Group's gross profit decreased by approximately HK\$9.4 million from approximately HK\$10.4 million for the six months ended 30 September 2024 to approximately HK\$1.0 million for the six months ended 30 September 2025. The Group's gross profit margin decreased from approximately 5.6% for the six months ended 30 September 2024 to approximately 1.9% for the six months ended 30 September 2025, representing a decrease of approximately 3.7 percentage points. The decrease was mainly attributable to the additional subcontracting costs incurred when carrying out certain projects.

#### Other Income, Gains and Losses

Other income, gains and losses decrease by HK\$1.3 million from approximately HK\$1.5 million for the six months ended 30 September 2024 to approximately HK\$0.2 million for the six months ended 30 September 2025. Such decrease is mainly due to no project management fee income recognized during the six months ended 30 September 2025 compare to amount of HK\$1.0 million recorded in 2024.

#### **Administrative Expenses**

Administrative expenses of the Group remained relatively stable at approximately HK\$4.5 million and HK\$4.5 million for the six months ended 30 September 2025 and 2024 respectively.

#### **Finance Costs**

Finance costs remained relatively decreased to approximately HK\$2.6 million and HK\$5.0 million for the six months ended 30 September 2025 and 2024 respectively due to fully settlement of loans with the total principal amounted to HK\$44.5 million.

#### **Taxation**

The income tax expenses of the Group decreased by approximately HK\$0.21 million from approximately HK\$0.23 million for the six months ended 30 September 2024 to approximately HK\$0.02 million for the six months ended 30 September 2025. The decrease in income tax expenses is mainly due to decrease in taxable income from the Group's ordinary business during the six months ended 30 September 2025 and further tax liability arose from the latest tax assessment issued by the Inland Revenue Department in Hong Kong.

### (Loss) profit for the Period

The Group recorded loss for the Reporting Period approximately HK\$8.2 million, when compared with profit recorded for the six months ended 30 September 2024 of approximately HK\$2.1 million. Such decrease was mainly attributable to (i) a significant reduction in gross income from approximately HK\$10.0 million for the six months period from 1 April 2024 to 30 September 2024 to 1.0 million for the six months period from 1 April 2025 to 30 September 2025; and; (ii) the expected credit loss on the contract asset of recorded in the six months period from 1 April 2025 to 30 September 2025 amounted to approximately HK\$2.3 million; and (iii) the finance costs of the Group of approximately HK\$2.6 million or the six months period from 1 April 2025 to 30 September 2025, which, while reduced from the previously reported HK\$5.0 million or the six months period from 1 April 2025 to 30 September 2025, continued to contribute to the net loss position.

#### LIQUIDITY AND FINANCIAL RESOURCES

Cash and bank balances as at 30 September 2025 was approximately HK\$0.9 million, increased by approximately HK\$0.1 million when compared with approximately HK\$0.8 million as at 31 March 2025. Such change was attributable to the collection of receivable.

The pledged bank balances were nil as at 30 September 2025, decreased by HK\$35.3 million when compared with approximately HK\$35.3 million as at 31 March 2025. Such change was attributable to repayment of bank loan.

During the Reporting Period, the Group had outstanding borrowings of approximately HK\$89.8 million (as at 31 March 2025: HK\$135.0 million), all are repayable on demand or within one year (as at 31 March 2025: nil were repayable after one year). The Group's borrowings were denominated in Hong Kong dollar. The amounts due are based on scheduled repayment dates set out in the loan agreements. For information about the interest rate, please refer to note 14 to the condensed consolidated financial statements for this announcement.

The current ratio of the Group decreased from 1.7 as of 30 September 2024 to 0.7 as of 30 September 2025. The gearing ratio, being the net debt (defined as bank borrowings less cash and cash equivalents and pledged bank deposits) divided by net debt plus total equity at the end of the period, increased from approximately 243.9% as at 31 March 2025 to approximately 390% as at 30 September 2025.

#### **CAPITAL STRUCTURE**

The shares of the Company were successfully listed on GEM of the Stock Exchange on 23 February 2018. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises of ordinary shares.

As at 30 September 2025, the Company's issued share capital was HK\$8.5 million and the number of its issued ordinary shares was 848,744,000 of HK\$0.01 each.

#### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this announcement, the Group did not have other plans for material investments or capital assets as at the date of this announcement.

#### PLEDGE OF ASSETS

As at 30 September 2025, the Group's bank deposits of nil (31 March 2025: HK\$35.2 million), trade receivables of approximately HK\$0.02 million (31 March 2025: HK\$6.4 million) and the financial assets at fair value through profit or loss of nil (31 March 2025: HK\$10.1 million) were pledged to secure banking facilities granted to the Group.

As at 30 September 2025, Mr. Yu Lap On Stephen ("Mr. Yu") and two companies controlled by Mr. Chow Mo Lam ("Mr. Chow") or his closed family members (namely, Polyfaith Holdings Limited and Polykind Far East Limited) had pledged their properties to secure banking facilities granted to certain subsidiaries of the Group for nil consideration.

#### **CAPITAL COMMITMENTS**

As at 30 September 2025 and 31 March 2025, the Group did not have any significant capital commitments.

#### EVENT AFTER THE REPORTING PERIOD

After the Reporting Period and up to the date of this announcement, there was no significant event relevant to the business or financial performance of the Group that come to the attention of the Directors.

#### SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

There were no significant investments held, acquisitions or disposals of subsidiaries and affiliated companies by the Group during the Reporting Period. Saved as disclosed in this announcement, the Group did not have other plans for significant investments, acquisitions and disposal of subsidiaries as at 30 September 2025.

#### EXPOSURE TO EXCHANGE RATE FLUCTUATION

The majority of the Group's businesses are in Hong Kong and are denominated in HK\$, RMB and United States Dollars ("USD"). As no material monetary assets or liabilities were denominated in foreign currencies, the Group is of the opinion that its exposure to foreign exchange rate risk is limited. Thus, the Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

#### EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2025, the Group had 18 (30 September 2024: 102) employees. Total staff costs (including Directors' emoluments) were approximately HK\$2.5 million (for the six months ended 30 September 2024: HK\$23.4 million). The remuneration package offered to our employees generally included basic salaries, bonuses and other cash allowances or subsidies. The Group determines the salary of our employees mainly based on each employee's qualifications, relevant experience, position and seniority. The Group conducts annual review on salary increase and promotions based on the performance of each employee. The Group provides on-the-job training to our employees and sponsors certain employees to attend training courses.

#### COMPLIANCE WITH LAWS AND REGULATIONS

The Group mainly carries out its business in Hong Kong. To the best of the Directors' knowledge, the Group has complied with all relevant laws and regulations in Hong Kong during the Reporting Period.

#### PRINCIPAL RISK AND UNCERTAINTIES

The Group believes that the risk management practices are important and uses its best effort to ensure it has sufficiently mitigated the risks present in our operations and financial position as efficiently and effectively as possible.

- Changes in the cost of building materials and staff as well as the subcontracting fees may result in cost overrun, which could materially affect our results of operation and financial performance;
- The Group may face difficulties in refinancing or increase in cost of financing;
- Mismanagement or delay of our projects will materially affect our reputation and also our financial performance potentially resulting in penalties and additional costs for retaining staff, rectifying defects, and purchasing materials for rework;
- Cash flow of our projects may fluctuate;

- The Company rely on subcontractors to complete the projects. Underperformance
  of the Company's subcontractors or unavailability of subcontractors may adversely
  affect our operations, profitability and reputation; and
- The Company success significantly depends on the key management and the Company ability to attract and retain additional façade and curtain wall design team staff.

For other risks and uncertainties the Group facing, please refer to the section headed "Risk Factors" in the Prospectus dated 31 January 2018 (the "**Prospectus**").

#### OTHER INFORMATION

# DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2025, the interests or short positions of the Directors and the chief executives of the Company or their respective associates in Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are 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/or short positions which they are deemed or taken to have under such provisions of the SFO, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

#### (a) Interests in Shares of the Company

Name of Director	Capacity	Long/short position	Number of Shares held	Percentage of shareholding in the Company
Mr. Chow Mo Lam	Interest of controlled corporation	Long position	431,176,000 Shares (Note)	50.8%

Note:

431,176,000 Shares are directly held by C.N.Y. Holdings Limited, a company incorporated in the BVI with limited liability, which is owned by Mr. Chow as to 83% and by Mr. Yu as to 17%. Both Mr. Chow and Mr. Yu are executive Directors. By virtue of the SFO, Mr. Chow is deemed to be interested in the 431,176,000 Shares held by C.N.Y. Holdings Limited. Each of Mr. Chow, Mr. Yu and C.N.Y. Holdings Limited is regarded as a Controlling Shareholder.

#### (b) Interests in shares of the associated corporation of the Company

Name of associated corporation	Name of Director	Capacity	Long/short position	Number of shares held	Percentage of shareholding in the associated corporation
C.N.Y. Holdings Limited	Mr. Chow Mo Lam	Beneficial owner	Long position	83 shares (Note)	83%
C.N.Y. Holdings Limited	Mr. Yu Lap On Stephen	Beneficial owner	Long position	17 shares (Note)	17%

#### Note:

431,176,000 Shares are directly held by C.N.Y. Holdings Limited, a company incorporated in the BVI with limited liability, which is owned by Mr. Chow as to 83% and by Mr. Yu as to 17%. Both Mr. Chow and Mr. Yu are the executive Directors. By virtue of the SFO, Mr. Chow is deemed to be interested in the 431,176,000 Shares held by C.N.Y. Holdings Limited. Each of Mr. Chow, Mr. Yu and C.N.Y. Holdings Limited is regarded as a Controlling Shareholder.

Save as disclosed above, as at 30 September 2025, none of the Directors or the chief executives of the Company or their respective associates had any interests and short positions in the shares, underlying shares, convertible notes or debentures of the Company or any of its associated corporations as recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange as at 30 September 2025.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES

Save as disclosed in the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" in this announcement, as at 30 September 2025, so far as it was known to any Directors or chief executives of the Company, the interests which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or of whom were deemed to be directly or indirectly interested in 5% or more of the issued capital of the Company, or which were recorded in the register of interests required to be kept under Section 336 of the SFO or have notified to the Company were as follows:

Name of Director	Capacity	Long/short position	Number of Shares held	Percentage of shareholding in the Company
C.N.Y. Holdings Limited	Beneficial owner (Note 1)	Long position	431,176,000 Shares (Note 1)	50.8%
Ms. Hau Pak Sui	Interest of spouse (Note 2)	Long position	431,176,000 Shares (Note 2)	50.8%

#### Notes:

- 1. 431,176,000 Shares are directly held by C.N.Y. Holdings Limited, a company incorporated in the BVI with limited liability, which is owned by Mr. Chow as to 83% and by Mr. Yu as to 17%. Both Mr. Chow and Mr. Yu are executive Directors. By virtue of the SFO, Mr. Chow is deemed to be interested in the 431,176,000 Shares held by C.N.Y. Holdings Limited. Each of Mr. Chow, Mr. Yu and C.N.Y. Holdings Limited is regarded as a Controlling Shareholder.
- 2. Ms. Hau Pak Sui is the spouse of Mr. Chow and she is deemed to be interested in the 431,176,000 Shares, in which Mr. Chow is deemed interested by virtue of the SFO.

Save as disclosed above, and as at 30 September 2025, the Directors were not aware of any persons (who were not Directors or chief executives of the Company) who had an interest or short position in the share capital of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

#### **DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

For the six months ended 30 September 2025 and up to the date of this announcement, none of the Directors and their respective associates (not being the INEDs) are considered to have interests in the business which compete or are likely to compete with the businesses of the Group pursuant to the GEM Listing Rules.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

#### SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Required Standard**"). Having made specific enquiry with all the Directors, all the Directors confirmed that they have complied with the Required Standard for the six months ended 30 September 2025.

#### **SHARE OPTION SCHEME**

The Group had adopted a share option scheme for the purpose of providing incentives and rewards to participants for the contribution of the Group. Up to 30 September 2025, no share option had been granted.

#### **CORPORATE GOVERNANCE**

As at 30 September 2025 and up to the date of this announcement, the Company has complied with all the applicable code provisions as set out in Part 2 of the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the GEM Listing Rules, except for the code provision C.6.1 and D.1.2 of Part 2 of the CG Code.

Pursuant to code provision C.6.1 of Part 2 of the CG Code, an issuer can engage an external service provider as its company secretary, provided that the issuer should disclose the identity of a person with sufficient seniority at the issuer whom the external provider can contact. Mr. Tsang does not act as an individual employee of the Company, but as an external service provider in respect of the appointment of Mr. Tsang as the Company Secretary of the Company. In this respect, the Company has nominated Mr. Wong Wai Man as its contact point with Mr. Tsang. While the Company is well aware of the importance of the company secretary in supporting the Board on governance matters, after having considered Mr. Tsang's prior experience in acting as the company secretary of other companies listed on the Stock Exchange, both the Company and Mr. Tsang are of the view that there will be sufficient experience as well as time, resources and support for fulfilment of the company secretary requirements of the Company. In view of Mr. Tsang's experience in company secretarial functions, the Directors believe that Mr. Tsang has the appropriate company secretarial expertise for the purposes of Rule 5.14 of the GEM Listing Rules.

Code provision D.1.2 of Part 2 of the CG Code requires management to provide all members of the board with monthly updates on the issuer's business. The management of the Company currently reports to the Board on a half-yearly basis on the Group's performance, position and prospects and will promptly escalate to the Board if any material issues is noted. The Board believes that, with the executive Directors overseeing the daily operations of the Group and the effective communication between the executive Directors, management, and the non-executive Directors (including the independent non-executive Directors) on the Group's affairs, the current practice is sufficient for the Board members to discharge their duties. The Board will continue to review this practice and will make any necessary changes when appropriate, reporting to the shareholders accordingly.

#### **AUDIT COMMITTEE**

The Company established the Audit Committee on 25 January 2018 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provision D.3.3 of the CG Code. The written terms of reference of the Audit Committee were revised on 12 November 2018. The Audit Committee comprises three independent non-executive Directors: Dr. Lung Cheuk Wah, Mr. Man Yun Yee and Ms. Sun Shui. Dr. Lung Cheuk Wah was appointed to serve as the chairman of the Audit Committee.

The primary duties of the Audit Committee are to made recommendations to the Board on the appointment and removal of external auditor, reviewed the interim and annual financial statements and the related results announcement, reports and documents discussed and confirmed with the management the effectiveness of the Group's financial reporting process, risk management and internal control systems, reviewed the risk management and internal control systems and made recommendation to the Board and reviewed the Company's policies and practices on corporate governance to comply with the CG Code. The Audit Committee members met the external auditors once a year without the presence of the executive Directors.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2025 and this interim results announcement and is of the view that such statements and announcement have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements, and the adequate disclosure had been made.

By order of the Board
Polyfair Holdings Limited
Chow Mo Lam

Chairman and Executive Director

Hong Kong, 28 November 2025

As at the date of this announcement, the executive Directors are Mr. Chow Mo Lam (Chairman), Mr. Yu Lap On Stephen (Chief Executive Officer) and Mr. Wong Wai Man; and the independent non-executive Directors are Dr. Lung Cheuk Wah, Mr. Man Yun Yee and Ms. Sun Shui.

This announcement will remain on the "Latest Listed Company Announcements" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its posting and on the website of the Company at www.polyfaircurtainwall.com.hk.