JISHENG GROUP HOLDINGS LIMITED

吉盛集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2026

The board (the "**Board**") of directors (the "**Directors**") of Jisheng Group Holdings Limited (the "**Company**") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries for the six months ended 30 June 2026. This announcement, containing the full text of the 2026 Interim Report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") in relation to information to accompany the preliminary announcement of interim results.

By order of the Board
Jisheng Group Holdings Limited
Woo Lan Ying
Chairman

Hong Kong, 27 August 2026

As at the date of this announcement, the executive Directors are Ms. Woo Lan Ying and Mr. Li Qizhi, and the independent non-executive Directors are Ms. Leung Shuk Lan, Ms. Yuen Wai Man and Mr. Au Sui Keung Albert.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at www.jishenggroup.com.

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This report, for which the directors (the "Directors") of Jisheng Group 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 enquires, confirm that, to the best of their knowledge and belief the information contained in this report 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 report misleading.

HIGHLIGHTS

- The Group recorded a revenue of approximately HK$28.4 million for the six months ended 30 June 2026 (six months ended 30 June 2025: approximately HK$53.4 million).

- Loss attributable to the equity shareholders of the Company for the six months ended 30 June 2026 amounted to approximately HK$4.0 million (six months ended 30 June 2025: loss of approximately HK$0.3 million).

- The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2026.

FINANCIAL RESULTS

The board of directors (the "Board") of Jisheng Group Holdings Limited (the "Company") is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (the "Group") for six months ended 30 June 2026 together with the comparative unaudited figures for the corresponding period in 2025 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2026

		Six months ended 30 June	
		2026	2025
	Note	**HK$'000**	HK$'000
		(Unaudited)	(Unaudited)
Revenue	3	**28,421**	53,361
Cost of sales		**(24,076)**	(46,390)
Gross profit		**4,345**	6,971
Other income		**990**	2,113
Selling and distribution expenses		**(1,166)**	(1,490)
Administrative expenses		**(7,913)**	(7,843)
Finance costs		**(270)**	(77)
Loss before taxation		**(4,014)**	(326)
Income tax expense	5	**–**	–
Loss for the period	6	**(4,014)**	(326)

	Note	Six months ended 30 June 2026 HK$'000 (Unaudited)	 2025 HK$'000 (Unaudited)
Loss for the period attributable to equity shareholders of the Company:		**(4,014)**	(800)
(Loss)/profit for the period attributable to non-controlling interests:		**–**	474
		(4,014)	(326)
Loss for the period		**(4,014)**	(326)
Other comprehensive income for the period			
Item that may be reclassified subsequently to profit or loss:			
– Exchange differences on translation of financial statements of a foreign operation, net of tax		**545**	306
Other compreshensive income for the period, net of taxation		**545**	306
Total comprehensive expense for the period		**(3,469)**	(20)

	Note	Six months ended 30 June 2026 HK$'000 (Unaudited)	 2025 HK$'000 (Unaudited)
Total comprehensive expense for the period attributable to equity shareholders of the Company:		**(3,469)**	(494)
Total comprehensive income for the period attributable to non-controlling interests:		**–**	474
		(3,469)	(20)
Loss per share	8	**HK cents**	HK cents
Basic and diluted		**(10.51)**	(2.10)

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at 30 June 2026

	Note	**30 June 2026 HK$'000 (Unaudited)**	31 December 2025 HK$'000 (Audited)
Non-current assets			
Plant and equipment		**1,314**	1,444
Right-of-use assets		**299**	355
Rental deposits	9	**462**	446
		2,075	2,245
Current assets			
Inventories		**18,073**	16,231
Trade and other receivables	9	**20,912**	19,152
Cash and cash equivalents		**13,584**	8,645
		52,569	44,028
Current liabilities			
Trade and other payables	10	**15,830**	12,238
Contract Liabilities		**1,189**	773
Amount due to a director		**843**	3,121
Lease liabilities		**2,097**	1,973
Bank and other borrowings		**17,803**	5,402
		37,762	23,507
Net current assets		**14,807**	20,521
Total assets less current liabilities		**16,882**	22,766
Non-current liabilities			
Lease liabilities		**1,272**	2,252
Bank and other borrowings		**1,155**	2,786
		2,427	5,038
NET ASSETS		**14,455**	17,728
CAPITAL AND RESERVES			
Share capital	11	**30,547**	30,547
Reserves		**(16,092)**	(12,819)
Total equity attributable to equity shareholders of the Company		**14,455**	17,728
Non-controlling interests		**–**	–
TOTAL EQUITY		**14,455**	17,728

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2026

	Attributable to equity shareholders of the Company									
	Share capital HK$'000 (Unaudited)	Share premium HK$'000 (Unaudited)	Exchange reserve HK$'000 (Unaudited)	Capital reserve HK$'000 (Unaudited)	Special reserve HK$'000 (Unaudited) (Note (a))	Other reserve HK$'000 (Unaudited)	Accumulated losses HK$'000 (Unaudited) (Note (b)& (c))	Sub-total HK$'000 (Unaudited)	Non-controlling interests HK$'000 (Unaudited)	Total HK$'000 (Unaudited)
Balance at 1 January 2026	**30,547**	**45,147**	**1,472**	**(7,045)**	**-**	**27,650**	**(80,043)**	**17,728**	**-**	**17,728**
Loss for the period	**-**	**-**	**-**	**-**	**-**	**-**	**(4,014)**	**(4,014)**	**-**	**(4,014)**
Other comprehensive income for the period	**-**	**-**	**545**	**-**	**-**	**196**	**-**	**741**	**-**	**741**
Total comprehensive income (expenses) for the period	**30,547**	**45,147**	**2,017**	**(7,045)**	**-**	**27,846**	**(84,057)**	**14,455**	**-**	**14,455**
Acquisition of additional interests in subsidiaries	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at 30 June 2026	**30,547**	**45,147**	**2,017**	**(7,045)**	**-**	**27,846**	**(84,057)**	**14,455**	**-**	**14,455**
Balance at 1 January 2025	30,547	45,147	770	(7,045)	2	27,650	(76,068)	21,003	–	21,003
Loss for the period	–	–	–	–	–	–	(800)	(800)	474	(326)
Other comprehensive expenses for the period	–	–	306	–	–	–	–	306	–	306
Total comprehensive expenses for the period	–	–	306	–	–	–	(800)	(494)	474	(20)
Acquisition of additional interests in subsidiaries	–	–	–	–	–	–	–	–	–	–
Balance as at 30 June 2025	30,547	45,147	1,076	(7,045)	2	27,650	(76,868)	20,509	474	20,983

Note (a): Capital reserve of the Group represents the difference between the nominal value of the 47% issued capital of a subsidiary, G. Force (Hong Kong), held by Mr. Wong Thomas Wai Yuk, acquired pursuant to the group restructuring in year 2012 and the consideration for acquiring 47% of the issued capital of the subsidiary from Mr. Wong Thomas Wai Yuk.

Note (b): Other reserve represented the difference between the nominal amount of the share capital and share premium of XETron Group Limited and the nominal amount of the share capital issued by the Company pursuant to a group reorganisation.

Note (c): Other reserve represented the difference between the amount of share capital and share premium of subsidiaries (Jisheng Group (China) Limited and 河南吉盛文化傳媒集團有限公司) and the amount of the share capital issued by the Company pursuant to the acquisition.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the six months ended 30 June 2026

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(Unaudited)	(Unaudited)
Net cash used in operating activities	**(2,682)**	(1,852)
Net cash generated from (used in) investing activities	**770**	(986)
Net cash generated from financing activities	**6,206**	5,077
Net increase in cash and cash equivalents	**4,294**	2,239
Cash and cash equivalents at the beginning of period	**8,645**	2,311
Effect of foreign exchange rate changes	**645**	803
Cash and cash equivalents at the end of period	**13,584**	5,353
Analysis of balances of cash and cash equivalents:		
Bank balances and cash	**13,584**	5,353

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands on 24 February 2014, as an exempted company with limited liability under the Companies Law (as Revised) of the Cayman Islands. The Company's shares have been listed on GEM of the Stock Exchange since 30 April 2015.

The unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2026 (the "2026 Interim Financial Statements") are presented in Hong Kong dollars ("HK$"), unless otherwise stated.

The 2026 Interim Financial Statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and the disclosure requirements of the GEM Listing Rules. The 2026 Interim Financial Statements have been prepared under the historical cost convention, as modified by financial assets at fair value through profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies that have been used in the preparation of the 2026 Interim Financial Statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2025, except for the adoption of the new and revised Hong Kong Financial Reporting Standards ("HKFRSs").

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standard ("HKFRSs") issued by the HKICPA for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments
Amendments to HKFRS 9 andHKFRS 7	Contracts Referencing Nature-dependent Electricity
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards - Volume 11

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

The Group has not adopted any other standard, interpretation or amendment that has been issued but has not yet been effective.

The preparation of the 2026 Interim Financial Statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The 2026 Interim Financial Statements should be read in conjunction with the Group's audited consolidated financial statements and notes thereto for the year ended 31 December 2025.

3. REVENUE

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(Unaudited)	(Unaudited)
Sales of cast metal products	**28,421**	53,361

Revenue from sales of cast metal products represents the sales value of goods supplied to customers, net of discounts, returns and value added tax or other sales taxes.

4. SEGMENT INFORMATION

The Group has one reportable operating segment which is the metal casting segment.

The Directors assess the performance of the operating segment based on a measure of revenue and results of segment and do not assess the performance based on segment assets and liabilities.

(a) The segment information provided to the directors for the reportable segment for the six months ended 30 June 2026 and 2025 is as follows:

	Six months ended 30 June			
	Metal Casting		**Total**	
	2026	2025	**2026**	2025
	HK$'000	HK$'000	**HK$'000**	HK$'000
	(Unaudited)	(Unaudited)	**(Unaudited)**	(Unaudited)
Segment revenue (all from external customers)	**28,421**	53,361	**28,421**	53,361
Segment results	**4,169**	1,798	**4,169**	1,798
Unallocated operating costs			**(7,913)**	(2,906)
Finance costs			**(270)**	(77)
Loss before income tax			**(4,014)**	(326)

4. SEGMENT INFORMATION (Continued)

(b) Information about the Group's revenue from external customers is presented based on the location of the customers.

	Six months ended 30 June 2026 HK$'000 (Unaudited)	2025 HK$'000 (Unaudited)
Germany	**20,697**	47,491
The PRC	**7,064**	4,504
The United States	**660**	1,366
Others	**–**	–
	28,421	53,361

Information about major customers

Details of the customer accounting for 10% or more of aggregate revenue of the Group are disclosed as follows:

	Six months ended 30 June 2026 HK$'000 (Unaudited)	2025 HK$'000 (Unaudited)
Customer A	**7,606**	12,099
Customer B	**5,151**	8,798
Customer C	**2,230**	6,003

* Revenue was generated from Metal casting business segment.

5. INCOME TAX EXPENSE

The amount of income tax charged to the profit or loss represents:

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(Unaudited)	(Unaudited)
Current tax:		
Hong Kong profits tax	**–**	–
PRC Enterprise Income Tax	**–**	–
	–	–

Pursuant to the income tax rule and regulations of Cayman Islands and British Virgin Islands ("BVI"), the Group is not subject to income tax in the respective jurisdictions.

In March 2018, the Hong Kong Government introduced a two-tiered profits tax rate regime by enacting the Inland Revenue (Amendment) (No. 3) Ordinance 2018 (the "Ordinance"). Under the two-tiered profits tax rate regime, the first HK$2,000,000 of assessable profits of a qualifying corporation, which only one qualifying corporation within the Group is selected, is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The Ordinance is effective from the year of assessment 2018–2019.

Accordingly, the provision for Hong Kong Profits Tax for the qualifying corporation for the six months ended 30 June 2026 is calculated in accordance with the two-tiered profits tax rate regime (30 June 2025: 8.25%) whereas the provision for other Hong Kong incorporated corporations are charged at 16.5% (30 June 2025: 16.5%).

Taxation of a PRC subsidiary is calculated using the applicable income tax rate of 25% (30 June 2025: 25%).

No provision for Hong Kong Profits Tax and PRC Income tax has been made for the six months ended 30 June 2026 and 2025 as the subsidiaries in Hong Kong and PRC have no assessable profits.

6. LOSS FOR THE PERIOD

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(Unaudited)	(Unaudited)
Loss for the period has been arrived at after charging:		
Cost of inventories recognised as expense	**24,076**	46,390
Depreciation of plant and equipment	**130**	278
Depreciation of right-of-use assets	**56**	–

7. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2026 (2025: Nil).

8. LOSS PER SHARE

Basic loss per share is calculated by dividing the loss attributable to the equity shareholders of the Company by the weighted average number of ordinary shares deemed to be in issue during the six months ended 30 June 2026 and 2025.

	Six months ended 30 June	
	2026	2025
	'000	'000
Weighted average number of ordinary shares in issue at 30 June	**38,184**	38,184

8. LOSS PER SHARE (Continued)

	Six months ended 30 June	
	2026	2025
	HK$'000	HK$'000
	(Unaudited)	(Unaudited)
Loss for the period attributable to equity shareholders of the Company	**(4,014)**	(326)

No adjustment has been made to the basic loss per share for the six months ended 30 June 2026 and 2025 as the Group had no potential dilutive ordinary shares in issue during these periods.

9. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	30 June	31 December
	2026	2025
	HK$'000	HK$'000
	(Unaudited)	(Audited)
Trade receivables, net of loss allowance	**7,159**	5,999
Deposits prepayment and other receivables	**14,215**	13,599
	21,374	19,598
Rental deposit included under non-current assets	**462**	446
Current portion included under current assets	**20,912**	19,152

9. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The Group allows an average credit period of 30 to 90 days to its trade customers. The Group does not hold any collateral over its trade and other receivables. The following is an aged analysis of trade receivables, net of allowance for doubtful debts, presented based on the invoice date, which approximates the respective revenue recognition dates, at the end of the reporting period.

	30 June 2026 HK$'000 (Unaudited)	31 December 2025 HK$'000 (Audited)
Within 30 days	**889**	628
31 to 60 days	**2,355**	1,384
61 to 90 days	**2,739**	2,234
Over 90 days but less than 1 year	**1,176**	1,753
Total	**7,159**	5,999

10. TRADE AND OTHER PAYABLES

	30 June 2026 HK$'000 (Unaudited)	31 December 2025 HK$'000 (Audited)
Trade payables	**3,197**	3,903
Accrued charges and other payables	**12,633**	8,335
	15,830	12,238

All of the trade and other payables are expected to be settled or recognised as income within one year.

10. TRADE AND OTHER PAYABLES (Continued)

The ageing analysis of trade creditors as of the end of the reporting period, based on invoice date, is as follows:

	30 June 2026 HK$'000 (Unaudited)	31 December 2025 HK$'000 (Audited)
Within 30 days	**2,656**	3,136
31 to 60 days	**304**	427
61 to 90 days	**122**	135
Over 90 days but less than 1 year	**115**	205
	3,197	3,903

11. SHARE CAPITAL

	Number of shares '000	**Nominal value of ordinary shares** HK$'000
Authorised:		
At 1 January 2025, 31 December 2025 and 30 June 2026 (ordinary share at HK$0.8 per share)	125,000	100,000
Issued and fully paid:		
At 1 January 2025, 31 December 2025 and 30 June 2026	38,184	30,547

12. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group represents amounts paid to the Company's directors.

	Six months ended 30 June **2026** **HK$'000** **(Unaudited)**	 2025 HK$'000 (Unaudited)
Short-term employee benefits	**609**	688

(b) Related party outstanding balances

	Note	**At 30 June** **2026** **HK$'000** **(Unaudited)**	At 31 December 2025 HK$'000 (Audited)
Related party			
Ms. Woo Lan Ying (Director)	(i)	**843**	3,121

Note:

(i) The amount was unsecured, interest-free and repayable on demand.

MANAGEMENT DISCUSSION AND ANALYSIS

Business review and prospects

During the six months ended 30 June 2026 (the "Period"), the Group was principally engaged in trading and manufacturing of metal casting parts and components in the PRC.

Metal Casting Business

The metal casting products of the Group can be categorized into four main categories: (a) pump components; (b) valve components; (c) filter components; and (d) food machinery components, which are made of stainless steel, carbon steel, bronze and/or grey iron. Our largest market is Germany. We also have customers from PRC and the United States.

During the Period, the global economic environment remains challenging due to the impact of interest rate hikes and inflation. Fortunately, the release of certain lock down measures in overseas, resulting in the revenue from metal casting business decreased by approximately 46.7% as compared to the six months ended 30 June 2025. This decrease is attributed to reduced demand across various industries, coupled with strategic diversification of product offerings by competing companies.

Financial Review

Revenue

For the Period, revenue of the Group decreased around 46.7% to approximately HK$28.4 million as compared with the corresponding period in 2025. The decrease in revenue was mainly due to the impact of the global economic environment facing the challenges.

Gross profit

Gross profit of approximately HK$4.3 million was recorded for the Period, decreased by approximately HK$2.7 million as compared with the corresponding period in 2025 of approximately HK$7.0 million.

Selling and distribution expenses

The Group's selling and distribution expenses for the Period amounted to approximately HK$1.2 million (six months ended 30 June 2025: approximately HK$1.5 million). Selling and distribution expenses comprised mainly packaging, delivery, customs, agency cost and insurance cost incurred in relation to the sales. The selling and distribution expenses recorded a decrease during the Period.

Administrative expenses

The Group's administrative expenses for the Period amounted to approximately HK$7.9 million, representing an approximately 0.9% increase as compared with the corresponding period in 2025 of approximately HK$7.8 million. Administrative expenses primarily consist of salaries and benefit payments paid to directors and staff, exchange loss, audit fee and legal and professional fees to ensure on going compliance with relevant rules and regulations.

Finance costs

Finance costs mainly represented the interest on lease liabilities and bank and other borrowings of approximately HK$0.3 million during the Period (six months ended 30 June 2025: approximately HK$0.1 million).

Loss for the Period

Loss attributable to equity shareholders of the Company for the Period amounted to approximately HK$4.0 million (six months ended 30 June 2025: loss of approximately HK$0.3 million).

Interim dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2026 (2025: Nil).

Liquidity and financial resources

The Group's principal sources of funds are used to finance its working capital, and the growth and expansion of the Group's operations and sales network. The Group's principal sources of funds are cash generated from operations and financing activities. The Group had cash and cash equivalents of approximately HK$13.6 million as at 30 June 2026 (31 December 2025: HK$8.6 million). As at 30 June 2026, except for the amount due to a director HK$0.8 million (31 December 2025: HK$3.1 million) and bank and other borrowings approximately HK$18.9 million (31 December 2025: HK$8.2 million).

Gearing ratio

As at 30 June 2026, the Group's gearing ratio was 131.15% (31 December 2025: 42.0%), which is calculated based on the Group's total interest-bearing debt divided by the Group's total equity. The increase in gearing ratio is due to increase in other borrowing.

Capital Structure

The capital of the Company comprises only ordinary shares.

As at 30 June 2026, the Company's total number of issued shares was 38,184,000 of HK$0.8 each (31 December 2025: 38,184,000 of HK$0.8 each). The Group did not have any debt securities or other capital instruments as at 30 June 2026.

Treasury policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Period. To manage liquidity risk, the management closely monitors the Group's liquidity position and maintain sufficient cash and cash equivalents, the availability of funding through an adequate amount of committed credit facilities and the ability to settle the payables of the Group.

Contingent liabilities

As at 30 June 2026, the Group had no material contingent liabilities (31 December 2025: Nil).

Charge of assets

As at 30 June 2026, the Group had no charge of assets (31 December 2025: Nil).

Foreign currency risk

The Group mainly sells the products to customers in Germany, the PRC and the United States. The Group is exposed to foreign currency risks as it receives a majority of revenue in Euro from its customers in Europe. The Group generally have a surcharge mechanism with its customers to protect the future profitability in certain extent against the (i) fluctuation of the cost of certain raw materials; and (ii) fluctuation of the exchange rate of Euro vs RMB, or Euro vs USD, if the purchase price is to be settled by Euro. However, there is no assurance that such mechanism could protect the Group free from foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, the Board will continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Capital Commitments

As at 30 June 2026, the Group did not have any significant capital commitments (31 December 2025: Nil).

Significant investment held

As at 30 June 2026, the Group did not hold any significant investment in equity interest in any other companies.

Future plans for material investments and capital assets

The Group did not have plans for material investments and capital assets as at 30 June 2026.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

The Group did not have any material acquisitions or disposals of subsidiaries, associates and joint ventures during the six months ended 30 June 2026.

PROPOSED CAPITAL REORGANISATION AND TERMINATION OF THE RIGHTS ISSUE AND CHANGE OF COMPANY NAME

On 26 August 2025, the Company proposed to implement the Capital Reorganisation and the Rights Issue and Change of Company Name.

On 31 March 2026, the Company entered a supplemental placing agreement with the placing agent pursuant to which the subscription price under the Rights Issue will be amended to HK$0.26 per Rights Share and the proposed Change of Company Name will not be proceeded.

On 26 May 2026, the Company entered a termination agreement with the placing agent pursuant to which the Company and the placing agent mutually agreed to terminate the placing agreement with immediate effect. No securities have been issued by the Company under the Rights Issue. The Rights Issue did not proceed and the Rights Issue was lapsed.

EVENTS AFTER THE REPORTING PERIOD

In the extraordinary general meeting of the Company held on 30 July 2026, a special resolution was duly passed by the shareholders of the Company by way of poll to approve the Capital Reorganisation, which involving (i) the Capital Reduction whereby the par value of each issued share would be reduced from HK$0.8 to HK$0.01 by cancelling the paid-up share capital to the extent of HK$0.79 on each issued share; and (ii) the Share Sub-division, immediately following the Capital Reduction becoming effective, whereby each authorised but unissued share of par value of HK$0.8 would be sub-divided into eighty (80) new shares with par value of HK$0.01 each.

Details of the Capital Reorganisation are set out in the announcements of the Company dated 26 August 2025, 19 September 2025, 22 September 2025, 24 October 2025, 28 November 2025, 18 December 2025, 27 February 2026, 31 March 2026, 8 May 2026, 26 May 2026, 30 June 2026, 30 July 2026 and 14 August 2026 and the circular of the Company dated 10 July 2026.

Employee and Emolument Policies

As at 30 June 2026, the employee headcount (including Directors) of the Group was 95 (31 December 2025: 95) and the total staff costs, including directors' emoluments, amounted to approximately HK$4.7 million during the six months ended 30 June 2026 (six months ended 30 June 2025: HK$3.98 million). The Group recruits and promotes individuals based on their performance and development potential in the positions held. In order to attract and retain high quality staff and to enable smooth operations within the Group, the Group offered competitive remuneration packages (with reference to market conditions and individual qualifications and experience). The remuneration packages are subject to review on a regular basis. The emoluments of the Directors and senior management are reviewed by the remuneration committee of the Company, having regard to the Company's operating results, market competitiveness, individual performance and achievement, and approved by the Board.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2026, interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) held by the Directors and chief executives of the Company which have been 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 were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

Long positions in shares of the Company:

Name of Director/ Chief Executive	Capacity	Number of shares held	Percentage of the Company's issued share capital
Ms. Woo Lan Ying ("Ms. Woo")	Beneficial owner	8,014,652	20.99%
Mr. Li Qizhi	Beneficial owner	1,909,200	5.00%

Save as disclosed above, as at 30 June 2026, none of the Directors and chief executives of the Company had registered an interest or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of 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 were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the standard of dealings by directors set out in Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2026, the following persons (not being Directors or chief executive of our Company) have an interest or a short position in the shares or the underlying shares of the Company which were disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO, are as follows:

Long position in shares of the Company:

Name	Nature of interests	Number of shares held	Percentage of the Company's issued share capital
Mr. Cheung Siu Wo	Personal interest	2,056,600	5.39%
Mr. Fang Jinhuo	Personal interest	2,661,150	6.97%

Save as disclosed above, as at 30 June 2026, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company has a share option scheme (the "Share Option Scheme") which was approved and adopted pursuant to the written resolutions of the shareholders passed on 10 April 2015 (the "Adoption Date"). The Share Option Scheme has a term of ten year commencing on the Adoption Date.

Since the adoption of the Share Option Scheme up to the date of this report, no share options have been granted pursuant to the Share Option Scheme and there are no outstanding share options and no Shares are available for issue under the Share Option Scheme.

As the Share Option Scheme has expired in April 2025, no option was available for grant under the Share Option Scheme as at the date of this report.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed above, at no time during the six months ended 30 June 2026 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

During the six months ended 30 June 2026, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities.

COMPLIANCE OF CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the six months ended 30 June 2026.

COMPETING INTERESTS

Based on the information available to the Company and within the knowledge and belief of the Directors, none of the Directors or the controlling shareholders of the Company (as defined under the GEM Listing Rules) had any business or interest which competes or may compete with the business of the Group, or had any other conflict of interest with the Group throughout the Period.

AUDIT COMMITTEE

The Company has established an audit committee with the written terms of reference in compliance with the GEM Listing Rules. The audit committee consists of three independent non-executive Directors, namely Ms. Yuen Wai Man, who has the appropriate accounting and financial related management expertise and serves as the chairman of the audit committee and Ms. Leung Shuk Lan and Mr. Au Sui Keung Albert. The audit committee has reviewed this report and has provided advice and comments thereon.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the principles and the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix C1 of the GEM Listing Rules.

To the best knowledge of the Directors, the Company had complied with the code provisions in the CG Code throughout the six months ended 30 June 2026.

By Order of the Board
Jisheng Group Holdings Limited
Woo Lan Ying
Chairman

Hong Kong, 27 August 2026