CENTRAL DEVELOPMENT HOLDINGS LIMITED
中發展控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 475)

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

The board (the "**Board**") of directors (the "**Director(s)**") of Central Development Holdings Limited (the "**Company**") is pleased to announce the unaudited interim results of the Company and its subsidiaries (collectively referred to as the "**Group**") for the six months ended 30 September 2025 which have been reviewed by the Company's audit committee, together with the comparative figures for the corresponding previous period as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	NOTES	Six months ended 30 September **2025** *HK$'000* (unaudited)	2024 *HK$'000* (unaudited)
Revenue	*3*	**67,910**	86,745
Cost of sales		**(63,856)**	(80,891)
Gross profit		**4,054**	5,854
Other income	*5*	**2,678**	2,554
Other gains and losses, net	*6*	**4,008**	1,358
Selling and distribution costs		**(1,021)**	(1,066)
Administrative expenses		**(8,632)**	(11,060)
Finance costs	*7*	**(9,853)**	(7,212)
Share of results of an associate		**(376)**	(365)
Loss before taxation		**(9,142)**	(9,937)
Income tax (expense) credit	*8*	**(921)**	1,478
Loss for the period	*9*	**(10,063)**	(8,459)
Other comprehensive income for the period			
Item that will not be reclassified to profit or loss:			
Exchange differences arising on translation to presentation currency		**1,018**	634
Total comprehensive expense for the period		**(9,045)**	(7,825)
(Loss) profit for the period attributable to:			
– Owners of the Company		**(10,214)**	(9,291)
– Non-controlling interests		**151**	832
		(10,063)	(8,459)
Total comprehensive (expense) income attributable to:			
– Owners of the Company		**(9,539)**	(8,790)
– Non-controlling interests		**494**	965
		(9,045)	(7,825)
Loss per share	*10*		
Basic (HK cents)		**(2.48)**	(2.39)
Diluted (HK cents)		**(2.48)**	(3.13)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 SEPTEMBER 2025

	NOTES	**At 30 September 2025 HK$'000 (unaudited)**	At 31 March 2025 HK$'000 (audited)
Non-current assets			
Property, plant and equipment	*12*	**14,382**	14,772
Right-of-use assets	*12*	**7,423**	7,913
Investment properties	*12*	**76,691**	73,573
Intangible assets		**43,890**	44,249
Interest in an associate		**49,924**	49,761
Rental deposits		**259**	253
		192,569	190,521
Current assets			
Inventories		**5,146**	4,351
Trade receivables	*13*	**2,086**	4,476
Other receivables, deposits and prepayments		**38,882**	47,514
Cash and cash equivalents		**20,204**	16,965
		66,318	73,306
Current liabilities			
Trade payables	*14*	**214**	4,421
Other payables, accruals and contract liabilities		**33,563**	33,760
Bank borrowings		**2,802**	13,547
Lease liabilities		**852**	975
Convertible bonds	*15*	**50,245**	45,395
Derivative financial instruments	*15*	**509**	2,137
		88,185	100,235
Net current liabilities		**(21,867)**	(26,929)
Total assets less current liabilities		**170,702**	163,592

	NOTE	At 30 September 2025 HK$'000 (unaudited)	At 31 March 2025 HK$'000 (audited)
Non-current liabilities			
Loans from a shareholder and a controlling shareholder		**139,061**	123,793
Deferred tax liabilities		**11,215**	10,192
Bank borrowings		**16,150**	17,284
Lease liabilities		**91**	446
		166,517	151,715
Net assets		**4,185**	11,877
Capital and reserves			
Share capital	*16*	**4,121**	4,121
Deficit		**(24,566)**	(16,380)
Equity attributable to owners of the Company		**(20,445)**	(12,259)
Non-controlling interests		**24,630**	24,136
Total equity		**4,185**	11,877

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

1. BASIS OF PREPARATION

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

Going concern assessment

The condensed consolidated financial statements have been prepared on the going concern basis which assumes the continuity of normal business activity and the cash flow in the normal course of business. The applicability of these principles is dependent upon continued availability of adequate finance or attaining profitable operations in future and the success of the below plans and measures.

The Group incurred net losses attributable to the owners of the Company amounted to approximately HK$10,214,000 for the six months ended 30 September 2025 and the current liabilities of the Group at 30 September 2025 exceed the Group's current assets at that date by approximately HK$21,867,000. The reasonableness of the going concern basis is based on various assumptions and judgements, and the measures taken by the Board.

Notwithstanding this fact, the directors of the Company consider it is appropriate to prepare the condensed consolidated financial statements on a going concern basis as the Group is expected to have sufficient financial resources to meet its obligation as they fall due for the next twelve months The directors of the Company consider that the Group is financially viable to continue as a going concern.

In light of these circumstances, the directors of the Company have undertaken a careful assessment of the Group's future liquidity and financial position, thoroughly evaluating its available sources of financing to determine its capacity to continue as a going concern. To mitigate the liquidity position and enhance the Group's financial standing, several strategic plans and measures have been implemented. These include that, as of the reporting date, the Group and Mr. Zhang Bing, the holder of the convertible bonds and an executive director of the Company have reached a consensus. This consensus stipulates that, in case there is absence of an extension to the convertible bonds on maturity date 5 December 2025, Mr. Zhang Bing will not seek for repayment of the convertible bonds from the Group within 18 months following such due date. The plans and measures also include the following:

(i) financial support from the controlling shareholder from time to time, by considering the financial needs of the Group; and

(ii) implemented stringent cost-saving initiatives, specifically focusing on reducing non-core and unessential expenditure.

Accordingly, having regard to the cash flow projection of the Group, which are prepared assuming that the above measures are successful, and in the light of the measures taken to-date, together with the expected results of the other measures in progress, the directors of the Company consider that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis as the Group is expected to have sufficient financial resources to meet its obligation as they fall due for at least the next twelve months from the date of approval the condensed consolidated financial statements.

Should the Group be unable to continue as a going concern, adjustments would have to be made to the condensed consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets as current assets and non-current liabilities as current liabilities. The effects of these potential adjustments have not been reflected in the condensed consolidated financial statements.

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties and derivative financial instruments in relation to convertible bonds, which are measured at fair value.

Other than additional accounting policies resulting from application of amendments to HKFRS Accounting Standards and application of certain accounting policies which became relevant to the Group in the current interim period, 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 presented in the Group's annual consolidated financial statements for the year ended 31 March 2025.

Application of amendments to HKFRS Accounting Standards

In the current interim period, the Group has applied the following amendments to a HKFRS Accounting Standard issued by HKICPA, for the first time, which is mandatorily effective for the Group's annual period beginning on 1 April 2025 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability

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

3. REVENUE

Disaggregation of revenue from contracts with customers

	Six months ended 30 September	
	2025	2024
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Revenue from sales of goods:		
Jewelry products	**1,442**	6,478
Refined oil	**31,061**	29,079
Liquefied natural gas ("**LNG**")	**35,407**	51,188
Total revenue	**67,910**	86,745
Timing of revenue recognition:		
A point in time	**67,910**	86,745

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

For six months ended 30 September 2025 (unaudited)

	Jewelry business *HK$'000*	**Energy business** *HK$'000*	**Total** *HK$'000*
Sales of jewelry products	**1,442**	**–**	**1,442**
Sales of refined oil	**–**	**31,061**	**31,061**
Sales of LNG	**–**	**35,407**	**35,407**
	1,442	**66,468**	**67,910**

For six months ended 30 September 2024 (unaudited)

	Jewelry business *HK$'000*	Energy business *HK$'000*	Total *HK$'000*
Sales of jewelry products	6,478	–	6,478
Sales of refined oil	–	29,079	29,079
Sales of LNG	–	51,188	51,188
	6,478	80,267	86,745

4. SEGMENT INFORMATION

Information regularly reviewed by the chief operating decision maker (the "**CODM**"), represented by the executive directors of the Company, for the purpose of allocating resources to segments and assessing their performance focuses on nature of the Group's businesses and operations. The Group's operating and reportable segments are therefore as follows:

(i) Jewelry business (wholesale of jewelry products); and

(ii) Energy business including i) sales of refined oil; and ii) sales of LNG.

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies described in the Group's annual consolidated financial statements for the year ended 31 March 2025. Segment results represent the profit or loss by each segment without allocation of gain or loss on fair value changes of investment properties and derivative financial instruments, unallocated corporate expenses which include central administration costs, directors' remuneration at the head office and equity-settled share-based payments, unallocated corporate income which include rental income, interest income and sundry income and unallocated finance costs which include certain interest on lease liabilities, interest on convertible bonds, imputed interest and interest on loans from a shareholder and a controlling shareholder. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

For six months ended 30 September 2025 (unaudited)

	Jewelry business *HK$'000*	Energy business *HK$'000*	Total *HK$'000*
Revenue	**1,442**	**66,468**	**67,910**
Segment loss	**(41)**	**(5,118)**	**(5,159)**
Unallocated corporate other gains			**3,942**
Unallocated corporate income			**2,678**
Unallocated corporate expenses			**(4,303)**
Unallocated finance cost			**(6,300)**
Loss before taxation			**(9,142)**

For six months ended 30 September 2024 (unaudited)

	Jewelry business *HK$'000*	Energy business *HK$'000*	Total *HK$'000*
Revenue	6,478	80,267	86,745
Segment loss	(81)	(5,337)	(5,418)
Unallocated corporate other gains or losses			1,358
Unallocated corporate income			2,554
Unallocated corporate expenses			(5,958)
Unallocated finance cost			(2,473)
Loss before taxation			(9,937)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales during both periods.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

	At 30 September 2025 *HK$'000* **(unaudited)**	At 31 March 2025 *HK$'000* (audited)
Jewelry business	**3,744**	4,319
Energy business	**157,084**	167,330
Total segment assets	**160,828**	171,649
Cash and cash equivalents	**20,204**	16,965
Other unallocated assets	**77,855**	75,213
Consolidated assets	**258,887**	263,827
Jewelry business	**16**	3,913
Energy business	**96,644**	104,344
Total segment liabilities	**96,660**	108,257
Loans from a shareholder and a controlling shareholder	**139,061**	123,793
Other unallocated liabilities	**18,981**	19,900
Consolidated liabilities	**254,702**	251,950

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

- all assets are allocated to reportable segments other than certain property, plant and equipment, certain right-of-use assets, certain other receivables, deposits and prepayments, investment properties and cash and cash equivalents.

- all liabilities are allocated to reportable segments other than certain other payables, accruals and contract liabilities, certain lease liabilities, loans from a shareholder and a controlling shareholder, derivative financial liabilities and deferred tax liabilities.

5. OTHER INCOME

	Six months ended 30 September	
	2025	2024
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Interest income	**26**	11
Rental income	**2,652**	2,543
	2,678	2,554

6. OTHER GAINS AND LOSSES, NET

	Six months ended 30 September	
	2025	2024
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Gain (loss) on fair value changes of investment properties	**2,314**	(7,642)
Gain on fair value changes of derivative financial instruments	**1,628**	9,000
Others	**66**	–
	4,008	1,358

7. FINANCE COSTS

	Six months ended 30 September	
	2025	2024
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Interest on bank borrowings	**460**	728
Interest on lease liabilities	**33**	116
Interest on convertible bonds *(note 15)*	**4,850**	3,945
Imputed interest on loans from a controlling shareholder and a shareholder	**78**	2,423
Interest on loans from a controlling shareholder	**4,432**	–
	9,853	7,212

8. INCOME TAX (EXPENSE) CREDIT

Income tax (expense) credit in the condensed consolidated statement of profit or loss and other comprehensive income represents:

	Six months ended 30 September	
	2025	2024
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
PRC Enterprise Income Tax	**(12)**	(100)
Deferred taxation	**(909)**	1,578
Income tax (expense) credit for the period	**(921)**	1,478

No provision for Hong Kong Profits Tax has been made for both periods as either tax losses are incurred for the subsidiaries operating in Hong Kong or their assessable profits are wholly absorbed by tax losses brought forward from previous years.

Under the law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate applied to the PRC subsidiaries is 25% for both periods.

9. LOSS FOR THE PERIOD

Loss for the period has been arrived at after charging:

	Six months ended 30 September	
	2025	2024
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Depreciation of property, plant and equipment	**547**	846
Depreciation of right-of-use assets	**555**	989
Amortisation of intangible assets	**834**	839
Cost of inventories recognised as an expense	**63,856**	80,891
Staff costs (including directors' remuneration)	**4,103**	4,622

10. LOSS PER SHARE

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

	Six months ended 30 September	
	2025	2024
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Loss for the period attributable to owners of the Company for the purposes of calculating basic loss per share	**(10,214)**	(9,291)
Effect of dilutive potential ordinary shares:		
– Gain on fair value changes of derivative financial instruments	**–**	(9,000)
– Interest on convertible bonds	**–**	3,945
Loss for the period attributable to owners of the Company for the purposes of calculating diluted loss per share	**(10,214)**	(14,346)
	'000	*'000*
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	**412,081**	388,100
Effect of dilutive potential ordinary shares:		
– Convertible bonds	**–**	70,270
Weighted average number of ordinary shares for the purpose of diluted loss per share	**412,081**	458,370

The computation of diluted loss per share for both periods does not assume the exercise of share options because the exercise prices of those share options were higher than the average market price for shares or it would result in a decrease in loss per share for both periods.

The computation of diluted loss per share for six months ended 30 September 2025 does not assume the conversion of the Company's convertible bonds since it would result in a decrease in loss per share.

11. DIVIDENDS

No dividend was paid or proposed during the current interim period (six months ended 30 September 2024: nil), nor has any dividend been proposed since the end of the reporting period.

12. PROPERTY, PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND INVESTMENT PROPERTIES

During the six months ended 30 September 2025 and six months ended 30 September 2024, no property, plant and equipment was acquired by the Group.

During the six months ended 30 September 2025, no right-of-use asset was recognised by the Group (six months ended 30 September 2024: HK$349,000).

The fair value of the Group's investment properties as at 30 September 2025 and 31 March 2025 have been arrived at on the basis of valuation carried out by Valplus Consulting Limited ("**Valplus**"), an independent qualified professional valuer not connected to the Group. In estimating the fair value of the properties, the highest and best use of the properties is their current use. The fair values are arrived at by using income approach which capitalises the net rental income derived from the existing lease and/or achievable in the existing market with due allowance for the reversionary income potential of the lease, which has been then capitalised to determine the market value at an appropriate capitalisation rate. The management of the Group works closely with Valplus to establish and determine the appropriate valuation inputs for fair value measurements, by using input of capitalisation rate at approximately 6.40% (31 March 2025: approximately 8.0%) derived from market rent.

13. TRADE RECEIVABLES

	At 30 September 2025 *HK$'000* **(unaudited)**	At 31 March 2025 *HK$'000* (audited)
Trade receivables from contracts with customers	**3,111**	5,555
Less: Allowance for credit losses	**(1,025)**	(1,079)
	2,086	4,476

The Group allows an average credit period ranging from 30 to 180 days to its customers of jewelry business and average credit period ranging from 5 to 365 days to its customers of energy business. The following is an ageing analysis of trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of the reporting period:

	At 30 September 2025 ***HK$'000*** **(unaudited)**	At 31 March 2025 *HK$'000* (audited)
Within 30 days	**665**	586
31 to 90 days	**1,106**	–
Over 180 days	**315**	3,890
	2,086	4,476

As at 30 September 2025 and 31 March 2025, the Group did not have any trade receivables that are past due.

The basis of determining the inputs and assumptions and the estimation techniques 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 consolidated financial statements for the year ended 31 March 2025.

14. TRADE PAYABLES

The following is an ageing analysis of trade payables presented based on the invoice date at the end of reporting period:

	At 30 September 2025 ***HK$'000*** **(unaudited)**	At 31 March 2025 *HK$'000* (audited)
Within 30 days	**–**	319
Over 180 days	**214**	4,102
	214	4,421

The average credit period on purchase of goods is 365 days.

15. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS

The Company issued convertible bonds with a principal amount of HK$52,000,000 on 5 December 2022 for the acquisition of the Group's associate, which principally holds 50% equity interest of Anhui Huagang Bochen New Energy Co., Ltd. (安徽華港博臣新能源有限公司) ("**Anhui Huagang**"). The convertible bonds are denominated in Hong Kong dollars (other than the Group's functional currency), unsecured and interest-free.

The convertible bonds are comprised of convertible bonds (debt component) and derivative financial instruments (derivative component including conversion and early redemption options). At initial recognition, both the convertible bonds and the derivative financial instruments are recognised at fair values amounting to HK$28,000,000 and HK$24,000,000 respectively. The convertible bonds are subsequently measured at amortised cost with effective interest rate of 22.9% per annum while the derivative financial instruments are measured at fair value with changes in fair value recognised in profit or loss.

The movement of the convertible bonds and derivative financial instruments for the six months ended 30 September 2025 and 2024 are set out as below:

	Convertible bonds	**Derivative financial instruments**
	HK$'000	*HK$'000*
As at 1 April 2025 (audited)	45,395	2,137
Interest on convertible bonds	4,850	–
Gain on fair value change	–	(1,628)
As at 30 September 2025 (unaudited)	50,245	509
As at 1 April 2024 (audited)	36,948	17,000
Interest on convertible bonds	3,945	–
Gain on fair value change	–	(9,000)
As at 30 September 2024 (unaudited)	40,893	8,000

16. SHARE CAPITAL

	Number of shares	**Amount**
	'000	*HK$'000*
Ordinary shares with nominal value of HK$0.01 each		
Authorised:		
At 1 April 2024, 31 March 2025 and 30 September 2025	10,000,000	100,000
Issued and fully paid:		
At 1 April 2024	387,564	3,876
Exercise of share options	24,517	245
At 31 March 2025 and 30 September 2025	412,081	4,121

17. EVENTS AFTER THE REPORTING PERIOD

Pursuant to the equity transfer agreement in relation to the acquisition of the Group‘s associate and its supplemental agreements, the consideration was to be satisfied by the issue by the Company to the equity vendor (the "**Vendor**") of convertible bonds. If Anhui Huagang, the joint venture owned by the associate, fails to obtain the gas business license (the "**Gas Business License**") on or before 30 November 2025: (i) the convertible bonds will be automatically cancelled on 1 December 2025; (ii) the Company will re-transfer its shares in the associate to the Vendor; and (iii) the Vendor will return the convertible bonds to the Company for nil consideration on or before 6 December 2025 (the "**Cancellation and Re-Transfer Arrangement**").

As at 30 September 2025, the Vendor advised that the required infrastructure had been completed and that the license application remained in process. Given the imminent long stop date for satisfying the Gas Business License condition, the Board has been closely monitoring progress.

As at the date of this announcement, having regard to the limited time remaining and to the fact that the governmental and administrative procedures for the license application are beyond Anhui Huagang's control, the Board is of the view that the likelihood of obtaining the Gas Business License on or before 30 November 2025 is remote and, consequently, the Cancellation and Re-Transfer Arrangement is expected to come into effect.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group was principally engaged in the energy business and jewelry business during the period ended 30 September 2025 (the "**Current Period**"). During the Current Period, the Group's total revenue amounted to approximately HK$67.9 million (2024: HK$86.7 million), representing a decrease of approximately 21.7% compared to the period ended 30 September 2024 (the "**Previous Period**").

Energy Business

During the Current Period, we continued to prioritize the provision of a diversified range of energy products. Our energy business mainly includes the sale of liquefied natural gas ("**LNG**"), refined oil and solar photovoltaic ("**PV**") intelligent technology products. Revenue from the energy business decreased by approximately 17.2% to approximately HK$66.5 million for the Current Period from approximately HK$80.3 million in the Previous Period, primarily attributable to lower sales of natural gas products.

We have continuously optimized supply chain synergies and distribution networks, striving to enhance overall operational efficiency and customer experience. Following the release of the "2025 Energy Work Guidance" by the National Energy Administration of the People's Republic of China ("**PRC**") in early 2025, supporting policies focus on assurance of supply capabilities, green and low-carbon transformation and improvements in quality and efficiency, which provide a favorable environment for LNG sales over the long term. However, influenced by macroeconomic fluctuations, warmer temperatures and weak industrial demand, growth in LNG consumption slowed as compared to the Previous Period. According to the National Development and Reform Commission of the PRC (the "**NDRC**"), the apparent consumption of natural gas nationwide declined in the first half of 2025 in the PRC. Against the backdrop of global warming, gas demand for heating fell short of expectations. On the industrial side, demand was also under pressure due to slowing exports and deep adjustments in the property market. In addition, gas demand from high-energy-consuming industries such as building materials and glass declined significantly, leading to a decrease in sales of our LNG products during the Current Period.

Challenged by market volatility and intensifying competition, we leveraged deep partnerships with major enterprises to ensure the stability and security of our LNG supply chain resources, while flexibly adjusting our procurement structure and sales pace to guarantee uninterrupted supply. During the Current Period, we added a sales point in Hebei, and optimized personnel allocation and the resource coordination system through dynamic analysis of regional market characteristics. In active response to policy guidance, we contributed to the achievement of the "carbon peaking and carbon neutrality" (the "**Dual Carbon**") goals.

Traditional energy sources remain irreplaceable in transportation scenarios, with demand for refined oil products remaining relatively stable. The Group's filling station (the "**Filling Station**"), located in Qingbaijiang District, Chengdu City, the PRC, is adjacent to an international railway hub and close to several expressways and major national highways, featuring distinct location advantages. As a key hub for China's Western Development Strategy and the Belt and Road Initiative, Chengdu has long ranked among the top cities nationwide in terms of vehicle ownership. Coupled with its large population base, this provides a stable customer base and sustained sales momentum for our refined oil sales.

During the Current Period, our refined oil sales at the Filling Station recorded modest growth, primarily benefiting from sustained high activity in transportation and logistics. Despite an accelerating energy transition, the rigid demand for gasoline and diesel remains robust in applications such as long-distance passenger transport, freight haulage and heavy-duty fleets. As an important supplement for supply security and peak shaving, LNG, together with refined oil, underpins the stability of the energy system.

Global sales channels for solar photovoltaic products were constrained by heightened international trade barriers and ongoing geopolitical tensions, placing significant pressure on our related businesses. Additionally, intensified market competition and a tightened financing environment in the PRC slowed the progress of multiple potential projects. Overseas clients also adopted a wait-and-see approach due to policy uncertainties, keeping our business under pressure during the Current Period.

Jewelry Business

During the Current Period, the Group's jewelry business continued to face significant market challenges. The Group primarily supplies products to jewelry distributors in the PRC and Hong Kong. Affected by global economic uncertainties and international trade tensions, the performance of our jewelry business was inevitably impacted. The uncertain global economic outlook and intensified international trade frictions led to a more cautious market sentiment, with a noticeable weakening in high-end consumption. Due to shifts in consumption patterns, our jewelry segment recorded sales of approximately HK$1.4 million for the Current Period, representing a decrease of approximately 77.7% from approximately HK$6.5 million in the Previous Period.

Persistent global economic uncertainty, coupled with complex and volatile international trade conditions, has exerted pressure on consumer confidence, making customers more cautious in their spending decisions. At the same time, the growing popularity of synthetic diamonds has gradually diverted market share from traditional jewelry products, while elevated gold prices have further dampened consumers' purchasing intentions. Furthermore, economic instability has shifted consumer preferences toward more competitively priced and more diversified products, a trend that has increased challenges in our product sourcing and development. The combined impact of these factors resulted in a decline in revenue from our jewelry business during the Current Period.

PROSPECTS

Growth Opportunities Amidst Energy Transformation

As a highly efficient and relatively clean energy source, LNG has seen its strategic value further emphasised. In a landscape where renewable energy and traditional fossil fuels coexist structurally, LNG is poised to serve as a "bridge" in the shift from old to new energy drivers, supporting the stable operation of the energy system. In the medium to long term, the LNG market in the PRC, driven by the "Dual Carbon" goals and oil and gas system reforms, still shows potential for qualitative growth in demand, with promising long-term development prospects.

Faced with escalating external uncertainties such as geopolitical tensions and international trade frictions, coupled with widening seasonal peak-valley differences, we will proactively secure medium- to long-term suppliers with stronger cost competitiveness to enhance supply chain resilience. On the other hand, we will seek more customers across diversified application scenarios to optimise our customer structure and mitigate the impact of short-term demand fluctuations on our operations. Meanwhile, we set up a new office in Hebei during the period, to strengthen our distribution and logistics capabilities and improve our regional network coverage, thus laying a foundation for future market share growth and service radius expansion.

We will continue to move forward prudently and adjust our operational strategies with agility. While rigorously controlling costs and enhancing operational efficiency, we will deepen collaboration with upstream suppliers and logistics partners to improve profitability. Although the industry remains sensitive to macroeconomic and pricing factors in the near term, we will, under the principle of controllable risk, capitalize on favorable market policies and structural opportunities, striving to maintain steady development amid complex market conditions.

Despite the accelerating transformation of the global energy structure, refined oil, as a cornerstone supporting economic operations and people's livelihood needs, is unlikely to see its importance diminish in the short term, particularly in long-distance transportation and heavy machinery sectors where demand for gasoline and diesel remains stable. Meanwhile, in line with the defined "backstop" role of fossil energy under China's national energy policy, refined oil and LNG continue to play core roles in the energy supply system.

As international oil prices may remain volatile within a wide range and global growth momentum faces pressures, we will prudently manage our procurement pace, strengthen inventory turnover, and further enhance efficiency by optimising the product mix of refined oil, expanding our fleet-customer base and improving data-driven management. We remain committed to enhancing operational quality and effectiveness, steadily advancing intelligent and green transformation, and implementing the policy direction of the oil and gas system reforms and the "15th Five-Year Plan" compilation in the PRC.

Sustainable Development Through Energy Structure Optimisation

With the gradual advancement of the "Dual Carbon" objectives, natural gas is gaining an increasingly prominent strategic position in the synergistic development of multiple energy sources. Leveraging our operational and management strengths, we will actively explore more potential partners to create synergies with our existing natural gas and solar PV businesses, thereby further enhancing resource allocation efficiency and bolstering the long-term development potential of the energy business. We plan to focus on high-quality projects aligned with national policy directions, actively respond to national policies, accelerate low-carbon transformation and supply security in regional energy systems, and improve energy efficiency. We believe that by integrating resources and deepening our diversified energy business layout, we will effectively cope with complex external changes and market uncertainties.

In September 2025, the NDRC and the National Energy Administration of the PRC issued the Implementation Opinions on Promoting High-Quality Development of "AI+" Energy (《關於推進「人工智能+」能源高質量發展的實施意見》), which aim to drive the high-quality development of "AI + New Energy" and "AI + Oil and Gas", and provide in-depth guidance and systemic support for the intelligent transformation of the new energy and oil and gas industries. In response, we will actively explore the field of "electricity + computing power". As artificial intelligence develops rapidly, Digital China and the digital society are entering an accelerated construction phase. Computing power and electricity have moved beyond their respective initial stages and are evolving toward integrated and mutually reinforcing development. We plan to establish artificial intelligence computing power centers in regions rich in green power resources such as solar and wind power.

We deeply recognise that risks such as intensifying geopolitical conflicts, the reshaping of the global energy landscape, technological and economic uncertainties and fluctuations in the international trade environment will persist. We will closely monitor market dynamics, continuously optimize resource allocation, deepen lean operations and improve operational efficiency. While consolidating our foundation in the Mainland China market, we will actively explore new growth opportunities both domestically and internationally, and remain steadfast in advancing the operating strategy of "seeking progress while ensuring stability, and promoting stability through progress". We are committed to becoming a leading supplier of diversified energy products, integrated solutions and efficient energy services, creating long-term sustainable value for our shareholders and contributing to national energy security and green, low-carbon development.

Responding to the Challenges of the Jewelry Market

The jewelry industry is facing multiple challenges stemming from global political instability, economic volatility and intensifying market competition. In the near term, consumers – especially those in the high-end market – are increasingly adopting a more cautious attitude toward consumption, which puts additional pressure on the entire jewelry industry.

To proactively address these challenges, we will closely monitor market trends and adjust our business deployment and strategic direction in a timely manner. Despite the uncertain outlook, we believe that our extensive network of customers and suppliers will enable us to maintain a competitive edge in a rapidly changing market environment and capture future growth opportunities.

FINANCIAL REVIEW

Revenue

Revenue of the Group for the Current Period was approximately HK$67.9 million, representing a decrease of approximately 21.7% compared to approximately HK$86.7 million for the Previous Period. The decrease was mainly due to the decline in turnover of both the energy business and the jewelry business.

Revenue of the energy business decreased by approximately 17.2% from approximately HK$80.3 million for the Previous Period to approximately HK$66.5 million for the Current Period. This was primarily attributable to decreases in sales of LNG during the Current Period. Sales of our solar intelligent technology products continued to be impacted by escalating international trade conflicts and intense market competition.

Revenue of the jewelry business decreased by approximately 77.7% from approximately HK$6.5 million for the Previous Period to approximately HK$1.4 million for the Current Period. This was primarily attributable to intensified market competition and continued economic volatility throughout the Current Period.

Cost of sales and Gross profit

Cost of sales of the Group for the Current Period was approximately HK$63.9 million, representing a decrease of approximately 21.1% compared to approximately HK$80.9 million for the Previous Period. Gross profit decreased from approximately HK$5.9 million for the Previous Period to approximately HK$4.1 million for the Current Period, representing a decrease of approximately 30.8%, mainly due to the decline in sales.

Other income

Other income increased slightly from approximately HK$2.6 million for the Previous Period to approximately HK$2.7 million for the Current Period, representing an increase of approximately 4.9%, mainly representing rental income arising from investment properties.

Other gains and losses, net

The Group recorded net other gains of approximately HK$4.0 million for the Current Period (2024: net other gains of approximately HK$1.4 million). The gains mainly represented the combined effect of the gain from a change in the fair value of investment properties of approximately HK$2.3 million (2024: loss of approximately HK$7.6 million) and the gain on fair value change of derivative financial instruments in relation to the outstanding convertible bonds of the Company of approximately HK$1.6 million (2024: gain of approximately HK$9.0 million) during the Current Period.

Selling and distribution costs

Selling and distribution costs decreased from approximately HK$1.1 million for the Previous Period to approximately HK$1.0 million for the Current Period, representing a decrease of approximately 4.2%, mainly attributable to lower transportation costs along with decreased sales.

Administrative expenses

Administrative expenses for the Current Period primarily comprised staff costs, directors' remuneration, auditor's remuneration, legal and professional fees, rent, rates and management fees, and other administrative expenses including depreciation and amortisation. Administrative expenses decreased from approximately HK$11.1 million for the Previous Period to approximately HK$8.6 million for the Current Period, representing a decrease of approximately 22.0%, mainly due to the continued implementation of stringent cost control during the Current Period.

Finance costs

Finance costs represented the imputed interest derived from long-term loans from a controlling shareholder and a shareholder of approximately HK$0.1 million (2024: HK$2.4 million), the imputed interest derived from the interest-free convertible bonds of the Company of approximately HK$4.9 million (2024: HK$3.9 million), the interest on long-term loans from a controlling shareholder of approximately HK$4.4 million (2024: nil), the interest derived from lease liabilities of approximately HK$0.1 million (2024: HK$0.1 million) and the interest on bank loans of approximately HK$0.4 million (2024: HK$0.7 million) for the Current Period.

Share of results of an associate

Share of results of an associate represented the share of losses of Chengdu Huahan amounting to approximately HK$0.4 million (2024: HK$0.4 million) during the Current Period.

Income tax (expense) credit

Income tax expense of the Group recorded for the Current Period amounted to approximately HK$0.9 million (2024: income tax credit of HK$1.5 million), mainly attributable to deferred tax arising from the investment properties of the Group during the Current Period.

Loss for the period attributable to the Owners of the Company

By reason of the factors stated above, the loss for the period attributable to the owners of the Company increased from approximately HK$9.3 million for the Previous Period to approximately HK$10.2 million for the Current Period, representing an increase of approximately 9.9%. Basic loss per share was 2.5 HK cents (2024: 2.4 HK cents).

Dividend

The Board has resolved not to recommend the payment of an interim dividend for the Current Period (2024: nil).

Liquidity and Financial Positions

As at 30 September 2025, the Group had net current liabilities of approximately HK$21.9 million and a current ratio of 0.8 (31 March 2025: net current liabilities of approximately HK$26.9 million and a current ratio of 0.7).

As at 30 September 2025, bank balances and cash amounted to approximately HK$20.2 million (31 March 2025: HK$17.0 million). Inventories amounted to approximately HK$5.1 million (31 March 2025: HK$4.4 million), representing refined oil and solar module intelligent technology products. Trade receivables and trade payables amounted to approximately HK$2.1 million and HK$0.2 million respectively (31 March 2025: HK$4.5 million and HK$4.4 million respectively), both derived from the energy business and the jewelry business.

As at 30 September 2025, the outstanding convertible bonds were classified as current liabilities, with a maturity date within one year from the end of the reporting period. Please refer to the section headed "Convertible Bonds" in this announcement for details. This change in classification resulted in the Group's current liabilities exceeding its current assets by approximately HK$21.9 million as at 30 September 2025. As at the date of this announcement, the Group and Mr. Zhang Bing, the holder of the convertible bonds of the Company and an executive Director, have reached a consensus that, in case there is absence of any extension on the maturity date of 5 December 2025, Mr. Zhang will not demand repayment from the Group within 18 months following the due date. Several strategic plans and measures have also been implemented to mitigate the liquidity position and enhance the Group's financial standing, please refer to the note 1 to the condensed consolidated financial statements. The Board is actively seeking additional financing arrangements with potential investors and lenders to meet near-term working capital needs, and consideration of equity fundraising options (including, without limitation, the issuance of new shares or a rights issue) to strengthen the Company's capital base. The Board would like to emphasize that the Group's financial position remains stable and that it has sufficient cash resources to meet its present and future working capital and financial requirements.

As at 30 September 2025, the Group's property, plant and equipment, right-of-use assets and investment properties amounted to approximately HK$14.4 million, HK$7.4 million and HK$76.7 million respectively (31 March 2025: HK$14.8 million, HK$7.9 million and HK$73.6 million respectively). The Group's investment properties are located at No. 61, Haichao Road, Sino-Italy Ningbo Ecological Park (also known as Zhongyi Ningbo Shengtai Park), Yuyao City of Zhejiang Province for industrial use and are held under operating leases to earn rentals. The investment properties were valued by an independent firm of professional property valuers and the fair values of the investment properties were derived using the income approach for both periods.

As at 30 September 2025, the net carrying amount of intangible assets was approximately HK$43.9 million (31 March 2025: HK$44.2 million), representing operating rights in relation to the relevant certificates, licences and approvals for the operation of the Filling Station and the sale of refined oil, with finite useful lives. The intangible assets arose from the acquisition of the Filling Station in Chengdu.

Capital Resources and Gearing

As at 30 September 2025, the Group's secured interest-bearing bank borrowing amounted to approximately HK$19.0 million (31 March 2025: HK$30.8 million) and bore fixed interest rate of 4.5% per annum (31 March 2025: 3.95% to 4.5%), of which approximately HK$2.8 million (31 March 2025: HK$13.5 million) was repayable within one year and approximately HK$16.2 million (31 March 2025: HK$17.3 million) was repayable after one year. The Group's gearing ratio (expressed as a percentage of total bank borrowing over total equity) was approximately 452.8% as at 30 September 2025 (31 March 2025: 259.6%).

Such bank borrowing was secured by the Group's assets, for details of the charges on the Group's assets, please refer to the section headed "Charges on Group Assets" in this announcement. Save as disclosed above, the Group had no other banking facilities (31 March 2025: nil). As at 30 September 2025, unsecured interest bearing loans due to a controlling shareholder amounted to approximately HK$119.5 million (31 March 2025: HK$110.9 million) and bore a fixed interest rate of 8% per annum, repayable after one year from the end of the Current Period. As at 30 September 2025, unsecured interest-free loans due to a shareholder amounted to approximately HK$19.6 million (31 March 2025: HK$12.9 million), repayable after one year from the end of the Current Period.

The Group primarily met its working capital requirements and other liquidity requirements through a combination of operating cash flows, bank borrowings and loans from a shareholder and a controlling shareholder during the Current Period.

Convertible Bonds

On 19 August 2022, the Group entered into an agreement with Mr. Zhang Bing (the "**Vendor**") for the acquisition of a 35% equity interest in Chengdu Huahan Energy Co., Ltd. (成都華漢能源有限公司) for HK$52 million (the "**Acquisition**"). The consideration would be satisfied by the Company issuing interest-free, unsecured convertible bonds denominated in Hong Kong dollars, in the principal amount of HK$52 million and maturing on the third anniversary of the issue date (the "**Convertible Bonds**"); the Acquisition completed on 5 December 2022, upon which the Company issued the Convertible Bonds to the Vendor, which are convertible into shares of the Company at HK$0.74 per conversion share (subject to adjustment) during the three-year period commencing on 5 December 2022 and, upon full conversion, would result in the issuance of 70,270,270 new shares of the Company (at HK$0.74 per conversion share, subject to adjustment).

As at 30 September 2025, the entire principal amount of the Convertible Bonds remained outstanding. The management performed a fair value assessment and engaged an independent valuer to conduct an assessment of the Convertible Bonds at the end of the reporting period. As at 30 September 2025, the carrying amount of the debt component and the fair value of the derivative financial instruments derived from the Convertible Bonds were assessed at approximately HK$50.2 million and HK$0.5 million respectively (31 March 2025: HK$45.4 million and HK$2.1 million).

Capital Structure

As at 30 September 2025, the Group's total assets and total liabilities amounted to approximately HK$258.9 million (31 March 2025: HK$263.8 million) and approximately HK$254.7 million (31 March 2025: HK$252.0 million) respectively. The Group's debt ratio (expressed as total liabilities over total assets) was approximately 98.4% as at 30 September 2025 (31 March 2025: 95.5%).

Charges On Group Assets

As at 30 September 2025, buildings with carrying amounts of approximately HK$3.1 million (31 March 2025: HK$10.6 million), right-of-use assets with carrying amounts of approximately HK$4.8 million (31 March 2025: HK$6.6 million) and investment properties with carrying amounts of approximately HK$76.7 million (31 March 2025: HK$73.6 million), were pledged to the bank in the PRC as collateral security for bank borrowing of approximately HK$19.0 million (31 March 2025: HK$30.8 million).

Save as disclosed above, there were no other charges on the Group's assets as of 30 September 2025.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 September 2025, the Group did not have any capital commitments (31 March 2025: nil).

As at 30 September 2025, the Group did not have any significant contingent liabilities (31 March 2025: nil).

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2025, the Group had a total of 61 employees (31 March 2025: 64). The Group's remuneration policies are formulated based on the performance and work experience of individual employees and prevailing market rates, and are reviewed regularly every year. Salaries of employees are maintained at competitive levels while bonuses are granted with reference to the performance of the Group and individual employees.

The Group also provides internal training when necessary and other staff benefits, including share option schemes and makes contributions to the statutory Mandatory Provident Fund scheme for employees in Hong Kong and to the statutory central pension schemes for employees in the PRC.

Furthermore, the remuneration committee of the Company will review and make recommendations to the Board on the compensation package of the Directors and senior management of the Group, with reference to salaries paid by comparable companies as well as the time commitment and responsibilities of the Directors and senior management of the Group.

FOREIGN EXCHANGE FLUCTUATIONS AND HEDGING

The business operations of the Group's subsidiaries were conducted mainly in the PRC with the sales and purchases of the Group's subsidiaries denominated mainly in Renminbi and United States dollars ("**USD**"). The Group's cash and bank deposits were denominated in Hong Kong dollars, Renminbi and USD. Any significant exchange rate fluctuations of the Hong Kong dollar against the Renminbi or the USD may have a financial impact on the Group. While the Group will closely monitor the volatility of the Renminbi exchange rate, the Directors considered that the Group's current risk exposure to foreign exchange rate fluctuation remained minimal currently.

As at 30 September 2025 and 31 March 2025, no forward foreign currency contracts were designated in hedging accounting relationships.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

There were no significant investments, and no material acquisitions or disposals of subsidiaries, associates or joint ventures during the Current Period.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this announcement, the Group did not have any plans for material investments or capital assets as at 30 September 2025.

EVENTS AFTER THE REPORTING PERIOD

Pursuant to the equity transfer agreement relating to the Acquisition and its supplemental agreements, if Anhui Huagang Bochen New Energy Co., Ltd. (安徽華港博臣新能源有限公司) ("**Anhui Huagang**"), a joint venture owned by Chengdu Huahan, fails to obtain the gas business license (the "**Gas Business License**") on or before 30 November 2025: (i) the Convertible Bonds will be automatically cancelled on 1 December 2025; (ii) the Group will re-transfer its shares in Chengdu Huahan to the Vendor for nil consideration; and (iii) the Vendor will return the Convertible Bonds to the Company for nil consideration on or before 6 December 2025 (the "**Cancellation and Re-Transfer Arrangement**"). Further details are set out in the section headed "Convertible Bonds" in this announcement.

As at 30 September 2025, the Vendor advised that the required infrastructure had been completed and that the license application remained in process. Given the imminent long stop date for satisfying the Gas Business License condition, the Board has been closely monitoring progress.

As at the date of this announcement, having regard to the limited time remaining and the fact that the governmental and administrative procedures for the license application are beyond Anhui Huagang's control, the Board is of the view that the likelihood of obtaining the Gas Business License on or before 30 November 2025 is remote and consequently, the Cancellation and Re-Transfer Arrangement is expected to come into effect.

Save as disclosed above, there were no material subsequent events undertaken by the Company or by the Group after 30 September 2025 and up to the date of this announcement.

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to establishing good corporate governance practices and procedures. The corporate governance principles of the Company emphasize effective internal control, accountability and transparency of the Board and are adopted in the best interests of the Company and its shareholders.

Accordingly, the Company has adopted the code provisions set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 to the Listing Rules. The Company has applied the principles and complied with all applicable code provisions set out in the CG Code throughout the Current Period.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiries of all Directors, they have confirmed that they complied with the required standards set out in the Model Code throughout the Current Period.

UPDATE ON DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Upon specific enquiry by the Company and based on the confirmations from the Directors, the change in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the Company's last published annual report are set out below:

Effective 1 July 2025, Mr. Zhang Bing's remuneration was set at an annual director's fee of HK$50,000 with retirement scheme contributions; effective 1 August 2025, Mr. Hu Yangjun's remuneration was set at an annual director's fee of HK$200,000 plus a monthly salary of HK$285,683 with retirement scheme contributions.

Effective 13 August 2025, Mr. Tang Shukuan was appointed as an executive director with an annual director's fee of HK$360,000 and retirement scheme contributions.

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed shares during the Current Period.

REVIEW OF INTERIM RESULTS

The Company has established an audit committee of the Company (the "**Audit Committee**") with written terms of reference in compliance with the code provisions under the CG Code. The primary duties of the Audit Committee are to review and supervise the Group's financial reporting process and its risk management and internal control systems. As at the date of this announcement, the Audit Committee comprises three independent non-executive Directors, namely Ms. Zhong Yingjie, Christina (Chairman), Mr. Jin Qingjun and Mr. Lan Yadong. The Audit Committee has reviewed the unaudited interim results for the six months ended 30 September 2025 and was of the opinion that the preparation of such interim results had been prepared in accordance with the relevant accounting standards and that adequate disclosures have been made in accordance with the requirements of the Listing Rules.

NO MATERIAL CHANGE

Save as disclosed in this announcement, since the publication of the latest annual report for the year ended 31 March 2025, there have been no material changes to the Company's business.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this announcement, the Company has maintained the prescribed percentage of public float under the Listing Rules.

PUBLICATION OF INTERIM REPORT ON THE STOCK EXCHANGE'S WEBSITE

This announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.475hk.com) and the interim report containing all the information required by the Listing Rules will be dispatched to shareholders and published on the websites of the Stock Exchange and the Company in due course.

APPRECIATION

Our Board would like to take this opportunity to express its gratitude to our shareholders, our business associates and all our employees for their continuous support.

By order of the Board
CENTRAL DEVELOPMENT HOLDINGS LIMITED
Wu Hao
Chairman & Executive Director

Hong Kong, 26 November 2025

As at the date of this announcement, the Board consists of five executive Directors, namely Mr. Wu Hao, Mr. Hu Yangjun, Mr. Li Wei Qi, Jacky, Mr. Zhang Bing and Mr. Tang Shukuan; and three independent non-executive Directors, namely Mr. Jin Qingjun, Ms. Zhong Yingjie, Christina and Mr. Lan Yadong.