佳明
GRAND MING

GRAND MING GROUP HOLDINGS LIMITED

佳 明 集 團 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1271)

(Unless otherwise specified, "$" in this announcement shall mean Hong Kong dollar and "cent(s)" shall mean Hong Kong cent(s).)

INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

HIGHLIGHTS

- Revenue decreased by 62.9% to $253.5 million (2024: $683.7 million)
- Loss for the period $26.1 million (2024: profit of $52.6 million). Basic loss per share was 1.8 cents (2024: basic earnings per share of 3.7 cents)
- The Board resolved not to declare any interim dividend for FH 2025/26
- Net assets as at 30 September 2025 amounted to $2,693.1 million

The board (the "**Board**") of directors (the "**Directors**") of Grand Ming Group Holdings Limited (the "**Company**") announces the unaudited interim results of the Company and its subsidiaries (collectively the "**Group**") for the six months ended 30 September 2025 ("**FH 2025/26**") together with the comparative figures for the six months ended 30 September 2024 ("**FH 2024/25**") as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		Six months ended 30 September	
		2025	2024
		(Unaudited)	(Unaudited)
	Notes	***$'000***	*$'000*
Revenue	*5(a)*	**253,504**	683,747
Direct costs		**(165,620)**	(377,839)
Gross profit		**87,884**	305,908
Other income and gain, net	*5(b)*	**2,159**	8,060
Selling expenses		**(36,810)**	(196,259)
General and administrative expenses		**(28,323)**	(24,784)
Changes in fair value of investment properties	*10(a)*	**362**	25,560
Profit from operations		**25,272**	118,485
Finance costs	*6(a)*	**(43,675)**	(50,743)
(Loss)/profit before taxation	*6*	**(18,403)**	67,742
Income tax expenses	*7*	**(7,649)**	(15,142)
(Loss)/profit for the period		**(26,052)**	52,600
		Cents	*Cents*
(Loss)/earnings per share	*9(a)*		
- Basic		**(1.8)**	3.7
- Diluted		**(1.8)**	3.7

Details of the dividends are disclosed in note 8 to the condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	$'000	*$'000*
(Loss)/profit for the period	**(26,052)**	52,600
Other comprehensive income		
Item that will not be reclassified to profit or loss:		
Financial assets at fair value through other comprehensive income – net movement in fair value reserve	**-**	86
Items that may be reclassified subsequently to profit or loss:		
Exchange difference on translation of foreign operations	**2,895**	1,680
Cash flow hedges – net movement in hedging reserve	**(4,608)**	(1,287)
	(1,713)	393
Other comprehensive income for the period, net of tax	**(1,713)**	479
Total comprehensive income for the period	**(27,765)**	53,079

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As at 30 September 2025 (Unaudited) $'000	As at 31 March 2025 (Audited) $'000
Non-current assets			
Fixed assets			
- Investment properties	10	**6,798,000**	6,489,000
- Property, plant and equipment		**737,404**	749,884
		7,535,404	7,238,884
Deferred tax assets		**85,610**	87,883
Intangible assets		**500**	500
Derivative financial instruments		**273**	355
Financial assets at fair value through other comprehensive income		**-**	9,935
Financial assets at fair value through profit or loss		**9,956**	-
		7,631,743	7,337,557
Current assets			
Inventories of properties		**1,512,670**	1,482,569
Trade and other receivables	11	**104,860**	93,249
Derivative financial instruments		**-**	397
Current tax assets		**2,303**	2,332
Restricted and pledged deposits		**111,549**	146,607
Cash and bank balances		**42,626**	33,624
		1,774,008	1,758,778
Current liabilities			
Trade and other payables	12	**447,349**	412,613
Contract liabilities		**25,244**	37,797
Bank and other loans	13	**5,382,890**	5,066,492
Current tax liabilities		**14,214**	12,947
		5,869,697	5,529,849
Net current liabilities		**(4,095,689)**	(3,771,071)
Total assets less current liabilities		**3,536,054**	3,566,486

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Continued)

	Notes	**As at 30 September 2025 (Unaudited) $'000**	As at 31 March 2025 (Audited) $'000
Non-current liabilities			
Bank and other loans	*13*	**142,969**	162,969
Deferred tax liabilities		**101,967**	98,798
Derivative financial instruments		**7,468**	2,428
Loan from ultimate holding company	*14*	**36,800**	36,800
Loans from controlling shareholder	*15*	**553,789**	544,665
		842,993	845,660
NET ASSETS		**2,693,061**	2,720,826
CAPITAL AND RESERVES			
Share capital		**14,202**	14,202
Reserves		**2,678,859**	2,706,624
TOTAL EQUITY		**2,693,061**	2,720,826

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 14 August 2012 under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office and principal place of business are located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and 22/F, Railway Plaza, 39 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong respectively.

The Company is an investment holding company and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 9 August 2013.

The Group is principally engaged in the business of building construction, property leasing and property development.

2. BASIS OF PREPARATION AND GOING CONCERN BASIS

The unaudited condensed consolidated financial statements for the six months ended 30 September 2025 (the "**Interim Financial Statements**") have been prepared in accordance with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and Hong Kong Accounting Standard ("**HKAS**") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). The Interim Financial Statements are unaudited but have been reviewed by the Company's audit committee.

The Interim Financial Statements have been prepared in accordance with the same accounting policies adopted in the annual financial statements for the year ended 31 March 2025, except for the adoption of the amendments to Hong Kong Financial Reporting Standards ("**HKFRSs**"), which collective term includes all applicable individual HKFRSs, HKAS and Interpretations issued by the HKICPA, as disclosed in note 3 to the condensed consolidated financial statements.

The Interim Financial Statements do not include all the information and disclosures required for full set of financial statements prepared in accordance with HKFRSs, and should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2025.

The financial information relating to the financial year ended 31 March 2025 that is included in the Interim Financial Statements as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. The auditor had expressed an unqualified opinion on those financial statements in their report dated 30 June 2025.

The Group incurred a net loss of $26,052,000 for the period ended 30 September 2025, and as at 30 September 2025, the Group had net current liabilities of $4,095,689,000. At 30 September 2025, the Group's bank loans that are repayable on demand or within twelve months after the reporting date amounted to $5,382,890,000 whilst the Group only had cash and bank balances amounted to $42,626,000 as of the same date. In assessing the Group's ability to continue as a going concern and the appropriateness of the use of the going concern basis of accounting to prepare the unaudited condensed consolidated financial statements, the Directors gave careful considerations to the future performance and liquidity of the Group based on a cash flow forecast covering 18 months from the end of the reporting period that takes account of the following:

(i) As at 30 September 2025, the Group was not in compliance with certain financial covenants of certain banking facilities. The bank loans drawn down under the related banking facilities amounted to an outstanding amount of $4,724,268,000 as of 30 September 2025, of which bank borrowings of $4,079,134,000 were scheduled for repayment beyond 30 September 2026 in accordance with the loan agreements. Under the relevant bank loan agreements, such non-compliance of covenants may result in the entire bank borrowings of $4,724,268,000 becoming immediately due and payable upon demand by the banks. No waiver was obtained from the lenders for the Group's non-compliance with the relevant financial covenants before the end of the reporting period. Consequently, the non-current portion of the bank borrowings amounting to $4,079,134,000, which had original contractual repayment dates beyond 30 September 2026, was reclassified as current liabilities.

Management had proactively negotiated with the relevant banks to obtain waivers for the Group's non-compliance with the relevant financial covenants as at 30 September 2025. Up to the date of authorisation for issuance of these consolidated financial statements, the Group has successfully obtained waivers on the non-compliance of the relevant financial covenant from the relevant banks in respect of bank borrowings amounting to $4,141,599,000.

Based on communications with the relevant banks, they have not notified the Group to, and the Directors are not aware of any intention of the relevant banks to withdraw their banking facilities or demand immediate repayment of the outstanding bank borrowings due to non-compliance with the financial covenants, provided that the Group continued to repay interests and loan principals in accordance with the scheduled repayment dates. Additionally, the Directors believe that these banks would continue to renew the existing banking facilities and make the respective uncommitted banking facilities available to the Group;

(ii) The Group will continue to monitor its compliance with the covenants of the bank borrowings. The Group remains committed to stringent monitoring of financial covenant adherence across all borrowings. In the event of potential non-compliance, the management will proactively engage lenders to re-negotiate terms or seek waivers to mitigate the risks;

(iii) The Group is contemplating the potential disposal of certain assets to enhance its liquidity and reduce indebtedness. On 22 September 2025, the Group entered into a non-legally binding indicative term sheet with an intended purchaser, pursuant to which the Group intends to sell the entire portfolio of four data centre projects of the Group. Further details are disclosed in the Company's announcement dated 22 September 2025.

Should the divestments materialize, the net proceeds will enable the Group to reduce its overall indebtedness and enhance the Group's working capital, thereby strengthening its financial position;

(iv) The Directors believe that the Group would generate sustained operating cash flows through rental income from the property leasing segment and sales proceeds from the property development segment. The Group will continue to implement plans and measures to accelerate sales of the remaining completed properties held for sales, and to speed up the collection of rentals;

(v) As at the date of authorisation for issuance of these unaudited condensed consolidated financial statements, the Group has unutilised credit facilities of approximately $146,006,000 available to support on-going development of its various property development and data centre projects. The Directors believe that these credit facilities will remain available, based on the rationale outlined in (i) above; and

(vi) The Group had property development projects in progress. The pre-sale of these projects is expected to be launched during the forecast period. The Group has already initiated sales and marketing activities and begun with the preparation of the necessary documents for the pre-sale. The Directors are therefore of the view that the property development projects will be able to generate operating cash flow to the Group in the forecast period.

In the opinion of Directors, taking into account the above plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due. Accordingly, the Directors consider that it is appropriate to prepare the unaudited condensed consolidated financial statements on a going concern basis.

Notwithstanding the above, the use of the going concern basis depends on successful implementation of the aforementioned plans and measures. There are uncertainties inherently associated with their future outcomes, including (i) successful negotiation with the banks to obtain waivers, ensuring that existing bank borrowings are repaid in accordance with the agreed repayment schedules and the unutilised credit facilities remain available to the Group; (ii) successful divestment of the Group's data centre leasing business; (iii) sales of the Group's completed properties can be materialised; and (iv) successful launch of the pre-sale of the property development projects. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern, and therefore, that it may be unable to realise its assets or discharge its liabilities in the normal course of business.

Should the Group fail to achieve the above plans and measures, it might not be able to continue as a going concern, and adjustments would have to be made to write down the carrying 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 and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these unaudited condensed consolidated financial statements.

3. CHANGES IN ACCOUNTING POLICIES

In the current period, the Group has applied for the first time the following amendments to HKFRSs issued by the HKICPA, which are effective for the Group's financial year beginning on 1 April 2025:

Amendments to HKAS 21 and HKFRS 1 (Amendments)	Lack of Exchangeability

The application of these amendments to HKFRSs did not have material impact on the Group's results and financial position for the current and prior periods. The Group has not applied any new standard or interpretation that is not yet effective for current accounting period.

4. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to formulate strategic decisions.

The Group has three reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Construction: contracting of construction of residential buildings, commercial buildings and data centres

- Property leasing: leasing of data centres and commercial properties

- Property development: development and sale of properties

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segment's profit that is used by the chief operating decision-makers for assessment of segment performance.

(a) Segment revenue and results

Six months ended 30 September 2025 (unaudited)

	Construction	Property leasing	Property development	Inter-segment elimination	Total
	$'000	*$'000*	*$'000*	*$'000*	*$'000*
Revenue from external customers	2,946	119,426	131,132	–	253,504
Inter-segment revenue	322,205	6,608	–	(328,813)	–
Total segment revenue	325,151	126,034	131,132	(328,813)	253,504
Segment results	8,549	59,493	(16,275)	(17,884)	33,883
Unallocated net income					707
Unallocated expenses					(9,318)
Finance costs					(43,675)
Loss before taxation					(18,403)

Six months ended 30 September 2024 (unaudited)

	Construction $'000	Property leasing $'000	Property development $'000	Inter-segment elimination $'000	Total $'000
Revenue from external customers	8,643	142,890	532,214	–	683,747
Inter-segment revenue	255,172	6,557	–	(261,729)	–
Total segment revenue	263,815	149,447	532,214	(261,729)	683,747
Segment results	9,116	107,711	37,306	(16,576)	137,557
Unallocated net income					5,194
Unallocated expenses					(24,266)
Finance costs					(50,743)
Profit before taxation					67,742

(b) Other segment information

	Six months ended 30 September (Unaudited)									
	Construction		**Property leasing**		**Property development**		**Unallocated**		**Total**	
	2025 $'000	2024 $'000	**2025 $'000**	2024 $'000	**2025 $'000**	2024 $'000	**2025 $'000**	2024 $'000	**2025 $'000**	2024 $'000
Additions to non-current segment assets	–	335	**308,807**	291,440	–	–	–	–	**308,807**	291,775
Depreciation	**116**	103	**111**	119	**24**	592	**9,655**	9,977	**9,906**	10,791

(c) Geographic information

All of the Group's revenue from external customers arises from customers located in Hong Kong. Substantially all the Group's non-current assets are also located in Hong Kong. Therefore, no further analysis of geographical information is presented.

(d) Timing of revenue recognition

	Six months ended 30 September (Unaudited)							
	Construction		**Property leasing**		**Property development**		**Total**	
	2025 $'000	2024 $'000	**2025 $'000**	2024 $'000	**2025 $'000**	2024 $'000	**2025 $'000**	2024 $'000
At a point in time	–	–	–	–	**131,132**	532,214	**131,132**	532,214
Transferred over time	**2,946**	8,643	**28,871**	33,731	–	–	**31,817**	42,374
Revenue from other sources	–	–	**90,555**	109,159	–	–	**90,555**	109,159
	2,946	8,643	**119,426**	142,890	**131,132**	532,214	**253,504**	683,747

5. REVENUE AND OTHER INCOME AND GAIN, NET

Revenue which is derived from the Group's principal activities, and other income and gain, net are analysed as follows:

(a) Disaggregation of revenue

	Six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	$'000	*$'000*
Revenue from contract with customers within the scope of HKFRS 15		
Revenue from building construction	**2,946**	8,643
Rental related income	**28,871**	33,731
Sale of properties	**131,132**	532,214
Revenue from other sources		
Rental income	**90,555**	109,159
	253,504	683,747

(b) Other income and gain, net

	Six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	$'000	*$'000*
Bank interest income	**24**	4,634
Dividend income from unlisted fund investments	**241**	361
Net foreign exchange gain	**299**	149
Others	**1,595**	2,916
	2,159	8,060

6. (LOSS)/PROFIT BEFORE TAXATION

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

	Six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	$'000	*$'000*
(a) Finance costs		
Interest on bank loans and other borrowings	**157,388**	198,573
Less: Amounts capitalised	**(113,713)**	(147,830)
	43,675	50,743
(b) Staff costs (including directors' remuneration)		
Salaries, wages and other benefits	**59,778**	59,929
Contributions to defined contribution retirement plans	**1,395**	1,283
	61,173	61,212
Less: Amounts capitalised	**(43,858)**	(35,229)
	17,315	25,983
(c) Other items		
Cost of inventories recognised as expenses	**105,885**	308,698
Direct operating expenses arising from investment properties that generated income	**56,556**	60,912
Depreciation	**9.906**	10,791

7. INCOME TAX EXPENSES

	Six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	$'000	*$'000*
Current tax		
Provision for Hong Kong Profits Tax for the period	**1,296**	9,870
Over-provision in respect of prior years	**–**	–
	1,296	9,870
Deferred tax		
Charged to profit or loss for the period	**6,353**	5,272
	7,649	15,142

Hong Kong Profits Tax is calculated at the rate 16.5% (2024: 16.5%) on the estimated assessable profits for the period arising in Hong Kong, except for the first $2,000,000 of qualified group entity's assessable profit is calculated at 8.25% (2024: 8.25%), which is in accordance with the two-tiered profits tax rates regime.

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

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the statutory tax rate of the Group's PRC subsidiaries is 25% (2024: 25%). The Group had not generated any taxable profits in the PRC during the period (2024: Nil).

8. DIVIDENDS

The Board resolved not to declare any interim dividend for the six months ended 30 September 2025. (2024: Nil)

9. (LOSS)/EARNINGS PER SHARE

(a) Reported (loss)/earnings per share

The calculation of basic and diluted (loss)/earnings per share attributable to the equity holders of the Company for the six months ended 30 September 2025 is based on the following data:

	Six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	$'000	*$'000*
(Loss)/earnings:		
(Loss)/profit for the period attributable to equity shareholders of the Company	**(26,052)**	52,600

	Six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	'000	*'000*
Number of shares:		
Weighted average number of ordinary shares in issue for the purpose of diluted earnings per share	**1,420,222**	1,420,222

The diluted (loss)/earnings per share for the six months ended 30 September 2025 and 2024 were the same as the basic (loss)/earnings per share as the computation of diluted (loss)/earnings per share does not assume the exercise of the Company's outstanding share options because the exercise price of those options was higher than the average market price of the Company's shares.

(b) Underlying (loss)/earnings per share

For the purpose of assessing the underlying performance of the Group, basic and diluted underlying (loss)/earnings per share are also presented based on the underlying (loss)/profit attributable to equity shareholders of the Company of $26,414,000 (2024: $27,040,000), which excludes the effects of changes in fair value of investment properties. A reconciliation of the underlying (loss)/profit is as follows:

	Six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	$'000	*$'000*
(Loss)/profit for the period	**(26,052)**	52,600
Changes in fair value of investment properties	**(362)**	(25,560)
Underlying (loss)/profit for the period	**(26,414)**	27,040
	Cents	*Cents*
Underlying (loss)/earnings per share		
- Basic	**(1.9)**	1.9
- Diluted	**(1.9)**	1.9

10. INVESTMENT PROPERTIES

(a) Revaluation of investment properties

The Group's investment properties and investment properties under development were revalued as at 30 September 2025 by Knight Frank Petty Limited, an independent firm of surveyors on a market value basis. The fair values of investment properties are determined using income approach-discounted cash flow method or market comparison approach. The fair values of investment properties under development are determined using residual method.

As a result, a net fair value gain of $362,000 (2024: $25,560,000) on the investment properties and investment properties under development has been recognised in the condensed consolidated statement of profit or loss for the period.

(b) The Group's investment properties and investment properties under development were pledged against bank loans, details of which are set out in note 13.

11. TRADE AND OTHER RECEIVABLES

	30 September 2025 (Unaudited)	31 March 2025 (Audited)
	$'000	*$'000*
Trade receivables	**32,025**	30,355
Less: Loss allowance	**-**	(81)
	32,025	30,274
Deposits, prepayments and other receivables	**72,835**	62,975
	104,860	93,249

The ageing analysis of the Group's trade receivables (net of loss allowance), based on invoice dates, is as follows:

	30 September 2025 (Unaudited)	31 March 2025 (Audited)
	$'000	*$'000*
Less than 1 month	**23,793**	22,019
More than 1 month but less than 3 months	**7,748**	8,182
More than 3 months but less than 6 months	**484**	–
More than 6 months	**-**	73
	32,025	30,274

The Group generally grants trade customers with a credit term of 30 days. Normally, the Group does not obtain collateral from customers.

12. TRADE AND OTHER PAYABLES

	30 September 2025 (Unaudited) $'000	31 March 2025 (Audited) $'000
Trade payables	**212,002**	157,164
Other payables and accrued charges	**58,480**	110,676
Rental and other deposits	**5,930**	5,210
Rent receipts in advance	**108,359**	86,980
Retention payables	**62,578**	52,583
	447,349	412,613

The ageing analysis of the Group's trade payables, based on invoice dates, is as follows:

	30 September 2025 (Unaudited) $'000	31 March 2025 (Audited) $'000
Less than 1 month	**34,223**	71,363
More than 1 month but less than 3 months	**96,186**	59,183
More than 3 months but less than 6 months	**72,758**	26,618
More than 6 months	**8,835**	–
	212,002	157,164

13. BANK LOANS

	30 September 2025 (Unaudited) $'000	31 March 2025 (Audited) $'000
Bank loans		
- Secured	**5,396,967**	5,176,894
- Unsecured	**36,892**	52,567
Other loans	**92,000**	-
	5,525,859	5,229,461

The bank loans were repayable as follows:

	30 September 2025 (Unaudited) $'000	31 March 2025 (Audited) $'000
Within 1 year or on demand and included in current liabilities	**5,382,890**	5,066,492
After 1 year and included in non-current liabilities:		
After 1 year but within 2 years	**-**	-
After 2 years but within 5 years	**142,969**	162,969
After 5 years	**-**	-
	142,969	162,969
	5,525,859	5,229,461

The bank loans were secured by the following assets:

	30 September 2025 (Unaudited) *$'000*	31 March 2025 (Audited) *$'000*
Investment properties	**6,798,000**	6,489,000
Property, plant and equipment	**679,917**	688,713
Financial assets at fair value through other comprehensive income	**-**	9,935
Financial assets at fair value through profit or loss	**9,956**	-
Inventories of properties	**1,203,207**	740,175
Pledged deposits	**111,449**	133,155
Trade receivables	**31,300**	29,310
Sundry deposits	**16,603**	15,603
	8,850,432	8,105,891

14. LOAN FROM ULTIMATE HOLDING COMPANY

The amount is unsecured, bears interest at the rate of HSBC's Hong Kong Dollar Best Lending Rate per annum, and is repayable on or before December 2026.

15. LOANS FROM CONTROLLING SHAREHOLDER

The amounts are unsecured, bear interest at the rate of 3% per annum, and are repayable on or before April to May 2028.

The loans are initially recognised at fair value, which are calculated using the cash flows discounted at the prevailing market rate, and subsequently stated at amortised cost. The aggregate principal amounts of the loans were $607,498,000. The aggregate fair value of the loans at their respective grant dates were approximately $532,050,000. The difference of $75,448,000 between the principal amounts and the fair value initially recognised of the loans was accounted for as deemed contribution from controlling shareholder and was included in the equity of the consolidated financial statements.

16. CONTINGENT LIABILITIES

As at 30 September 2025 and 31 March 2025, the Group did not have any material contingent liabilities.

INTERIM DIVIDEND

The Board resolved not to declare payment of any interim dividend for FH 2025/26.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Property Development – Hong Kong

Nexus Grand

This site, situated at No. 1 Luen Fat Street, Fanling, the New Territories, is being developed into a 17-storey residential-cum-commercial tower with a two-level underground car park. It provides 90 residential units with commercial shops covering a total gross floor area is approximately 36,000 square feet. Superstructure works and internal fitting-out works have been completed. Pre-sales of the residential units has commenced and with a strong market response, around 95% of the residential units (in terms of units) were sold subsequent to FH 2025/26. Hand-over to buyers is expected to take place in the first quarter of 2026.

The Grands

This residential-cum-commercial project is located at No. 45 Pau Chung Street in To Kwa Wan, Kowloon in close proximity to MTR To Kwa Wan station. It provides 76 residential units with commercial shops on the ground and first floor covering a total gross floor area of approximately 31,000 square feet. The development of this project was completed in August 2023. Pre-sales commenced in June 2023 and it was well received by the market with all the residential units being sold. During the period under review, around 22% of the residential units (in terms of units) were handed over to buyers, with the related revenue recognised in FH 2025/26.

The Grand Marine

This residential development is located at No. 18 Sai Shan Road, Tsing Yi, the New Territories. It offers 776 units with a total gross floor area of approximately 400,000 square feet. The development of this project was completed in March 2022. Pre-sales commenced in late 2019. Market response was overwhelming with all typical units being sold and only a few special units remain available for sale. During the period under review, one of the special units was sold and handed over to buyer, with the related revenue recognised in FH 2025/26.

North Point project

This project comprises two sites located at No. 66 Fort Street and No. 57 Kin Wah Street, North Point, Hong Kong, with an aggregate gross floor area of approximately 30,000 square feet. The site at No. 57 Kin Wah Street will be developed into a 27-storey residential tower, whilst the site at No. 66 Fort Street will be developed into a single-storey commercial shop. Foundation works are completed and the project is expected to be completed in or around the second half of 2027.

Cristallo

This luxury residential project, situated at No. 279 Prince’s Road West, Kowloon, was well received in the market with 15 out of the total 18 units sold cumulatively. No units were sold during the period under review. One apartment was sold in November 2024 and completion of the sale is scheduled to take place in January 2026.

Property Development – Mainland China

The Group's development project in the Mainland China is located at Guangxi-ASEAN Economic and Technological Development Zone, Wuming District, Nanning City, Guangxi Province with a gross floor area of approximately 1,435,000 square feet. It will develop into a luxury residential project under the theme of leisure and healthy lifestyle, comprising high-rise apartments and villas complemented by commercial and a wellness centre facility. Target customers will be the elderly and retirees and their families. Superstructure works of the highrise apartments and basement construction works for the remaining part of the site are now underway. The development is expected to be completed in or around the second half of 2026.

Data Centre Premises Leasing

The Group currently owns two data centres, namely iTech Tower 1 and iTech Tower 2. Revenue from its leasing business recorded a decrease by 17.1% year-on-year to $115.2 million, primarily due to the expiry of a data centre lease during the period under review.

Construction works of the two new data centres in Fanling, the New Territories, namely iTech Tower 3.1 and iTech Tower 3.2, are progressing well. For iTech Tower 3.1, the installation of electrical and mechanical equipment and internal fitting out works are currently underway. This data centre is now scheduled for phased delivery starting from the fourth quarter of 2025. For iTech Tower 3.2, superstructure works are now underway. This development is scheduled to be completed in phases starting from mid-2026.

On 22 September 2025, the Group entered into a non-legally binding indicative term sheet with an intended purchaser, pursuant to which the Group intends to sell the entire portfolio of four data centre projects of the Group.

Construction

The Group's construction business consists of provision of building services as a main contractor in property development projects, as well as existing building alterations, renovation and fitting-out works services for prominent local developers, public institutions and the Group's companies. As at 30 September 2025, the Group held contracts (inclusive of external customers and the Group's companies) with an aggregate value of approximately $2.05 billion.

Construction revenue derived from external customers for FH 2025/26 amounted to $2.9 million, representing a decrease of 66.3% compared to FH 2024/25.

OUTLOOK

The current economic landscape remains challenging and highly volatile. While geopolitical tensions and global inflation are easing and the domestic real estate market continues to stabilise, these elements continue to pose considerable uncertainties in the economy outlook. Despite of these uncertainties, we remain cautiously optimistic of the medium- to long-term prospects of the property markets in Hong Kong and Mainland China. The Group will focus on the completion and delivery of its current development projects. Besides, we closely monitor the market changes and continue to market the remaining units of The Grand Marine and Cristallo. We also relentlessly focus on managing the Group's financial resources and position, including cash flow generation from our daily operations and the gearing level. In parallel, we will explore refinancing opportunities that will enhance the Group's financial position to pursue a long-term sustainable growth and development. Meanwhile, we had initiated the pre-sale of Nexus Grand, which has received a strong market response. It is expected that the project will be fully sold out and handed over to buyers in the first quarter of 2026.

On the other hand, we are actively evaluating and pursuing all viable strategies to deleverage the Group's balance sheet, enhance its working capital and reinforce long term financial stability. On 22 September 2025, the Group received a non-binding letter of interest from a potential purchaser in relation to potential acquisition of the entire interests in the holding companies of the entire portfolio of four data centre projects of the Group. While this transaction is subject to further negotiation and execution of a definitive agreement, the Directors believe that if materialised, the disposal would generate net proceeds that would enhance the Group's financial position while reducing its overall indebtedness.

Operationally, our commitment to our customers remains unwavering. We are working closely with our customer to ensure fulfillment of delivery commitments for iTech Tower 3.1. Simultaneously, discussions with potential customers for iTech Tower 3.2 leasing continued. For our established iTech Tower 1 and 2, we maintain our steadfast commitment to providing dependable services and support to our customers, including ongoing maintenance and upgrades of all critical infrastructure to ensure our facilities continue to meet evolving technological advancements.

FINANCIAL REVIEW

In FH 2025/26, the Group's consolidated revenue amounted to $253.5 million (FH 2024/25: $683.7 million), representing a decrease of 62.9% as compared to FH 2024/25. The consolidated gross profit also decreased by 71.3% to $87.9 million (FH 2024/25: $305.9 million). The decrease in revenue and gross profit were mainly attributable to a substantial decrease in the area of residential properties delivered and expiry of a data centre lease during the period under review.

Operating expenses (inclusive of selling and general and administrative expenses) for the period decreased by 70.5% to $65.1 million (FH 2024/25: $221.0 million), largely due to decrease of property agency commission in relation to the decrease in the area of residential properties delivered.

An unrealised fair value gain on investment properties and investment properties under development of $0.4 million (FH 2024/25: $25.6 million) was recognised in FH 2025/26.

Finance costs for the period decreased by 13.8% to $43.7 million (FH 2024/25: $50.7 million). The reduction primarily reflects the successive cuts in interest rate during the period resulting in lowering of the Group's effective borrowing costs.

The Group recorded a net loss of $26.1 million for FH 2025/26, as compared to a net profit of $52.6 million for FH 2024/25. The turnaround from a net profit to a net loss was mainly attributable to (i) a substantial decrease in the area of residential properties delivered and expiry of a data centre lease; (ii) decrease in selling expenses as a result of reduced revenue from sales of properties as aforesaid; and (iii) a significantly lower fair value gain arising from the revaluation of investment properties under development of $0.4 million. Excluding the change in fair value of investment properties, the Group recorded an underlying loss of $26.5 million in FH 2025/26 while the Group recorded an underlying profit of $27.0 million in FH 2024/25.

LIQUIDITY AND FINANCIAL RESOURCES

The Group finances its operations and capital expenditure mainly with internally generated cash flows and through bank borrowings. A variety of credit facilities are maintained which had contracted repayment terms ranging from repayable on demand to about 16 years. As at 30 September 2025, the Group had outstanding bank and other borrowings of approximately $5,526 million (31 March 2025: approximately $5,229 million), all of which were denominated in Hong Kong dollars.

Apart from bank borrowings, there were loans due to Chan HM Company Limited (the Company's ultimate holding company) and Mr. Chan Hung Ming (the chairman and executive Director, and controlling shareholder of the Company) amounted to $36.8 million and $553.8 million as at 30 September 2025, respectively. The loan due to Chan HM Company Limited is unsecured, bears interest at the best lending rate for Hong Kong dollars per annum from time to time as quoted by HSBC, and due to mature in late December 2026. Loans obtained from Mr. Chan Hung Ming are unsecured, bears interest at a rate of 3% per annum and due to mature in April to May 2028. Such loan transactions constituted connected transactions under Chapter 14A of the Listing Rules but are fully exempted from the reporting, announcement, and independent shareholders' approval requirements pursuant to the Listing Rules, because they are conducted on normal commercial terms or better and are not secured by the assets of the Group.

The aforesaid loans from the Company's ultimate holding company and controlling shareholder were used for supplementing the Group's working capital and settling expenditure incurred in the ordinary course of business.

As at 30 September 2025, the Group's net gearing ratio (defined as total interest-bearing borrowings less cash and bank balances and restricted and pledged deposits and divided by shareholders' equity) was approximately 221.4% (31 March 2025: approximately 213.6%). The current ratio (defined as current assets divided by current liabilities) was 0.30 times (31 March 2025: 0.32 times).

The Group had cash and bank balances of approximately $154.2 million as at 30 September 2025 (31 March 2025: approximately $180.2 million). The cash and bank balances were denominated in Hong Kong dollars and Renminbi. Taking into account the cash generated from operating activities and the available credit facilities from banks, other institutions and controlling shareholder, the Directors considered that the Group has sufficient working capital for its liquidity requirement.

INTEREST RATE RISK

The Group's interest rate risk arises primarily from bank and other borrowings, which bear interest at floating rates. The Group had in place a treasury policy by which the exposure to floating interest rate risk was mitigated by use of interest rate swaps. As at 30 September 2025, the Group had outstanding interest rate swaps with a notional amount of approximately $950 million. These swaps have fixed interest rates ranging from 2.85% to 3.67% per annum and will mature between May 2027 to August 2028.

FOREIGN CURRENCY RISK

The Directors consider that the Group's foreign currency risk is insignificant as substantially all the Group's transactions are denominated in Hong Kong dollars. The Group currently had not implemented any foreign currency hedging policy. However, the management monitors the Group's foreign exchange exposure closely and may consider adopting foreign currency hedging policy in the future depending on the circumstances and the trend in currency fluctuations.

CHARGE ON ASSETS

As at 30 September 2025, certain assets of the Group with an aggregate carrying amount of approximately $8,850 million were pledged to secure bank loans of approximately $5,397 million granted to the Group.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the reporting period up to the date of this announcement.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 30 September 2025.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no material acquisition or disposal of subsidiaries and associated companies by the Company during FH 2025/26.

EMPLOYEES AND REMUNERATION POLICIES

The Group had a total of 168 employees as at 30 September 2025. Total remuneration of employees for FH 2025/26 was approximately $61.2 million. The remuneration policy and packages of the Group's employees are periodically reviewed by making reference to the prevailing market conditions. The components of remuneration packages consist of basic salary, benefits-in-kind, fringe benefits and contributions to mandatory provident funds, as well as discretionary bonuses which are determined according to individual performance of employees. The Group also put in place share option scheme and share award plan for the purpose of retaining, motivating and rewarding the employees.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (including the sale of treasury shares (as defined under the Listing Rules)) during FH 2025/26. As at 30 September 2025, the Company did not hold any treasury shares.

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with all the code provisions as set out in the Corporate Governance Code as contained in Part 2 of Appendix C1 to the Listing Rules throughout FH 2025/26.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") set out in Appendix C3 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Having made specific enquiries to all Directors by the Company, all Directors confirmed their compliance with the required standard set out in the Model Code throughout FH 2025/26.

AUDIT COMMITTEE

The Company established the audit committee (the "**Audit Committee**") with written terms of reference in compliance with Rule 3.21 of the Listing Rules. It comprises all four independent non-executive Directors, namely Mr. Ho Chiu Yin Ivan (committee chairman), Mr. Tsui Ka Wah, Mr. Kan Yau Wo and Mr. Lee Chung Yiu Johnny.

The Audit Committee has reviewed the Group's unaudited condensed consolidated interim financial statements for FH 2025/26, and discussed with the management of the Company on the accounting principles and policies adopted by the Group with no disagreement by the Audit Committee.

PUBLICATION OF INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

This interim results announcement has been published on the websites of the Company (www.grandming.com.hk) and the Stock Exchange (www.hkexnews.hk). The interim report of the Company for FH 2025/26 containing all the information required by the Listing Rules will be disseminated to Shareholders and made available on the above websites in due course.

By Order of the Board
Grand Ming Group Holdings Limited
Chan Hung Ming
Chairman and Executive Director

Hong Kong, 27 November 2025

As at the date of this announcement, the executive Directors are Mr. Chan Hung Ming, Mr. Lau Chi Wah, Ms. Tsang Ka Man and Ms. Chan Pui Yin Apple; and independent non-executive Directors are Mr. Tsui Ka Wah, Mr. Kan Yau Wo, Mr. Ho Chiu Yin Ivan and Mr. Lee Chung Yiu Johnny.