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G&M Holdings Limited 信越控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6038)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2025

FINANCIAL HIGHLIGHTS

	Year ended 31 December	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	380,422	429,312
Gross profit	100,138	114,456
Profit before income tax	65,245	55,928
Profit for the year	55,571	43,190
Basic earnings per share (<i>HK cents</i>)	5.5	4.3
Diluted earnings per share (<i>HK cents</i>)	5.5	4.3

The Board does not recommend the payment of a final dividend for the year ended 31 December 2025.

ANNUAL RESULTS

The board (the “**Board**”) of directors (the “**Directors**”) of G & M Holdings Limited (the “**Company**”) is pleased to present the consolidated results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2025 (the “**Year 2025**”), together with the comparative figures for the corresponding year ended 31 December 2024 (the “**Year 2024**”).

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
Revenue	5	380,422	429,312
Cost of revenue		<u>(280,284)</u>	<u>(314,856)</u>
Gross profit		100,138	114,456
Other income, gains and losses	6	7,392	11,652
Administrative and other operating expenses		(42,387)	(36,618)
Impairment loss reversed/(recognised) on trade and retention receivables and contract assets		215	(3,544)
Impairment loss on deposit paid for acquisition of a mining right		–	(29,363)
Fair value gain on financial assets at fair value through profit or loss		338	82
Finance costs		<u>(451)</u>	<u>(737)</u>
Profit before income tax	7	65,245	55,928
Income tax expense	8	<u>(9,674)</u>	<u>(12,738)</u>
Profit for the year		55,571	43,190
Other comprehensive income for the year			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange difference arising from translating foreign operation		<u>14</u>	<u>(50)</u>
Total comprehensive income for the year		<u>55,585</u>	<u>43,140</u>
Profit for the year attributable to owners of the Company		<u>55,571</u>	<u>43,190</u>
Total comprehensive income for the year attributable to owners of the Company		<u>55,585</u>	<u>43,140</u>
		<i>HK cents</i>	<i>HK cents</i>
Earnings per share	10		
– Basic		<u>5.5</u>	<u>4.3</u>
– Diluted		<u>5.5</u>	<u>4.3</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	Notes	2025 HK\$'000	2024 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		3,069	3,347
Deposits		509	–
Right-of-use assets		4,105	2,832
		<u>7,683</u>	<u>6,179</u>
Current assets			
Inventories		612	1,020
Contract assets		62,663	80,917
Trade and other receivables, deposits and prepayments	11	20,459	64,833
Financial assets at fair value through profit or loss		1,223	886
Income tax recoverable		2,038	–
Time deposits with original maturity over three months		–	112,626
Cash and bank balances		387,299	222,715
		<u>474,294</u>	<u>482,997</u>
Current liabilities			
Contract liabilities		99,745	137,154
Trade and other payables	12	45,538	69,715
Lease liabilities		1,471	3,058
Tax payable		–	2,057
Dividend payables		35,105	–
		<u>181,859</u>	<u>211,984</u>
Net current assets		<u>292,435</u>	<u>271,013</u>
Total assets less current liabilities		<u>300,118</u>	<u>277,192</u>
Non-current liabilities			
Lease liabilities		2,648	202
Net assets		<u>297,470</u>	<u>276,990</u>
CAPITAL AND RESERVES			
Share capital	13	10,030	10,030
Reserves		287,440	266,960
Total equity		<u>297,470</u>	<u>276,990</u>

NOTES

1. GENERAL INFORMATION

G & M Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 29 November 2016. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. Its principal place of business is located at units 1101, 1102, 1103, 1107 and 1108, 11/F, Magnet Place Tower 1, 77-81 Container Port Road, Kwai Chung, New Territories, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred hereafter as the “**Group**”) is principally engaged in provision of one-stop design and build solutions as well as repair and maintenance services in relation to podium facade and curtain wall works in Hong Kong.

The Company’s parent is Luxury Booming Limited (“**Luxury Booming**”), a limited liability company incorporated in the British Virgin Islands (the “**BVI**”). In the opinion of the directors, Luxury Booming is also the ultimate parent of the Company.

2. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with HKFRS Accounting Standards which collective term includes individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

It should be noted that accounting estimates and assumptions are used in the preparation of these financial statements. Although these estimates and assumptions are based on management’s best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates and assumptions. The areas involving higher degree of judgment or complexity, or areas where assumptions and estimates are significant to these financial statements.

(b) Basis of measurement

The financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out below.

Amounts are rounded to the nearest thousands, unless otherwise stated.

(c) Functional and presentation currencies

The financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Company.

3. CHANGES IN ACCOUNTING POLICIES

(a) Adoption of amendments to HKFRS Accounting Standards – effective on 1 January 2025

In the current year, the Group has applied for the first time the following amendments and interpretations issued by the HKICPA, which are effective for the Group’s financial statements for the annual period beginning on 1 January 2025:

Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability
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The adoption of the above amendments to HKFRS Accounting Standards that are effective for the current reporting period did not have any significant impact on the Group’s consolidated financial statements.

(b) New or amendments to HKFRS Accounting Standards that have been issued but are not yet effective

The following new or amendments to HKFRS Accounting Standards which are potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ¹
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature – dependent Electricity ¹
Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7	Annual Improvements to HKFRS Accounting Standards – Volume 11 ¹
HKFRS 18	Presentation and Disclosure in Financial Statements ²
HKFRS 19	Subsidiaries without Public Accountability: Disclosures ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2026.

² Effective for annual periods beginning on or after 1 January 2027.

³ No mandatory effective date yet determined but available for adoption.

The Group is currently assessing the impact of these new and revised HKFRS Accounting Standards. Except for the below, these new and revised HKFRS Accounting Standards are preliminary assessed and are not expected to have any significant impact on the Group's consolidated financial statements.

HKFRS 18 replaces HKAS 1 *Presentation of Financial Statements* (“**HKAS 1**”). While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* (“**HKAS 8**”), which is renamed as HKAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 Statement of Cash Flows, HKAS 33 Earnings per Share and HKAS 34 Interim Financial Reporting. In addition, there are minor consequential amendments to other HKFRS Accounting Standards. HKFRS 18 and the consequential amendments to other HKFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

The adoption of HKFRS 19 is optional. HKFRS 19 specifies the disclosure requirements that an entity is permitted to apply to substitute the disclosure requirements in other HKFRS Accounting Standards. The Company's shares are listed and traded on the Stock Exchange. Therefore, it has public accountability according to HKFRS 19 and does not qualify for electing to apply the standard to prepare its financial statements.

4. SEGMENT INFORMATION

(a) Operating segment information

The Group has only one reportable operating segment, which is provision of one-stop design and build solutions as well as repair and maintenance services in relation to podium façade and curtain wall works in Hong Kong i.e. the Construction Business. The information reported to the executive directors of the Company, who are the chief operating decision makers of the Group for the purposes of resources allocation and assessment of performance, is the financial information of the Group as a whole as reported under HKFRS Accounting Standards. Such information does not contain profit or loss information of particular product or service line or geographical area. The executive directors allocate resources and assess performance of the business of the Group on an aggregated basis.

On 23 June 2023, the Group entered into agreement to acquire from a Mongolian Company an exclusive mining right for a coal mine in Mongolia, but no business operation has been established therefrom. Accordingly, all of the Group's revenue and operating results for the year are attributable to the Construction Business.

The Group operates in Hong Kong and the PRC. All of the Group's revenue for the current year and prior year was derived in Hong Kong (place of domicile) whereas approximately 93% (2024: 90%) of the Group's non-current assets as at 31 December 2025 are located in Hong Kong. Accordingly, no separate segmental analysis is presented.

(b) Information about major customers

Revenue from major customers, each of them accounted for 10% or more of the Group's revenue, are set out below:

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Customer I	268,398	269,962
Customer II	54,604	48,384

5. REVENUE

The Group is principally engaged in the provision of one-stop design and build solutions as well as repair and maintenance services in relation to podium facade and curtain wall works in Hong Kong. Revenue derived from the Group's principal activities comprises of the followings:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Design and build projects		
– Podium facade and related works	321,791	404,506
– Curtain wall works	<u>208</u>	<u>157</u>
	321,999	404,663
Repair and maintenance services	<u>58,423</u>	<u>24,649</u>
	<u><u>380,422</u></u>	<u><u>429,312</u></u>

6. OTHER INCOME, GAINS AND LOSSES

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Bank interest income	5,982	10,576
Gain on disposal of property, plant and equipment	198	–
Dividend income from financial assets at fair value through profit or loss	33	25
Government grants (<i>Note</i>)	751	1,266
Exchange gains/(losses), net	426	(236)
Others	<u>2</u>	<u>21</u>
	<u><u>7,392</u></u>	<u><u>11,652</u></u>

Note:

Government grants for year ended 31 December 2025 mainly included subsidies of HK\$572,000 (2024: HK\$1,266,000) from Construction Innovation and Technology Fund for adoption of innovative construction methods and new technologies. As at 31 December 2025, the Group complied with the requirements set out under the subsidies. The government grants were received as compensation for expenses already incurred and were recognised as other income. There were no unfulfilled conditions attached to the government grants.

7. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(crediting):

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Auditor's remuneration	670	720
Cost of inventories recognised as expense [#]	110,052	137,036
Depreciation		
– Property, plant and equipment*	1,347	1,403
– Right-of-use assets: properties and machinery leased for own use*	2,772	2,921
	4,119	4,324
Employee benefit expenses (including directors' emoluments)		
– Salaries, allowances and other benefits	62,367	70,407
– Contributions to defined contribution retirement plans [@]	1,780	1,281
	64,147	71,688
Impairment loss (reversed)/recognised on:		
– Contract assets	–	3,057
– Trade receivables	(192)	441
– Retention receivables	(23)	46
	(215)	3,554
Short-term leases expenses	<u>7,924</u>	<u>5,110</u>

[#] Included in cost of revenue

^{*} Included in administrative and other operating expenses

[@] For the year ended 31 December 2025, no forfeited contribution in respect of the defined contribution retirement plans were utilised by the Group to reduce the contribution payable to the plans (2024: nil). As at 31 December 2025, no forfeited contribution under these plans is available to reduce future contribution (31 December 2024: nil).

8. INCOME TAX EXPENSE

The amount of income tax expense in the consolidated statement of comprehensive income represents:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Hong Kong Profits Tax		
– Current tax for the year	10,158	12,819
– Over-provision in respect of prior years	<u>(654)</u>	<u>(87)</u>
	9,504	12,732
PRC Enterprise Income Tax		
– Current tax for the year	<u>170</u>	<u>6</u>
	<u>9,674</u>	<u>12,738</u>

The Company and its Hong Kong incorporated subsidiaries are subject to Hong Kong Profits Tax, which is calculated at tax rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Company which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 of assessable profits of this subsidiary are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

For the years ended 31 December 2025 and 2024, the PRC subsidiary of the Company was eligible to be classified as small enterprise by the local bureau and the corresponding assessable profits are taxed at progressive rate. The first Renminbi (“RMB”) 1,000,000 assessable profit is taxed at 5% and assessable profit above RMB1,000,000 but less than RMB3,000,000 is taxed at 10%.

9. DIVIDENDS

(a) Dividends payable to owners of the Company attributable to the year

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interim dividend declared and paid of nil (2024: HK2.0 cents) per share	–	20,060
Special dividend declared and paid of HK4.0 cents per share	–	40,120
Special dividend declared of HK3.5 cents per share	<u>35,105</u>	<u>–</u>
	<u>35,105</u>	<u>60,180</u>

(b) **Dividends payable to owners of the Company attributable to the previous financial year, approved and paid during the year**

	2025 HK\$'000	2024 <i>HK\$'000</i>
Final dividend in respect of previous financial year, approved and paid during the year of nil (2024: HK2.0 cents) per share	<u>–</u>	<u>20,020</u>

10. EARNINGS PER SHARE

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

	2025 HK\$'000	2024 <i>HK\$'000</i>
Earnings		
Profit for the year attributable to owners of the Company	<u>55,571</u>	<u>43,190</u>
	'000	<i>'000</i>
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share	1,003,000	1,001,227
Effect of dilutive potential ordinary shares – Share options	<u>–</u>	<u>226</u>
Weighted average number of ordinary shares for the purposes of diluted earnings per share	<u>1,003,000</u>	<u>1,001,453</u>

For the purpose of calculating diluted earnings per share for the year ended 31 December 2025 and 2024, the weighted average number of ordinary shares had been adjusted for the dilutive effect arising from the share options issued.

11. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Non-current		
Refundable rental deposits	<u>509</u>	<u>–</u>
Current		
Trade receivables (<i>note (a)</i>)	14,674	51,697
Less: Loss allowance (<i>note (b)</i>)	(328)	(520)
Trade receivables, net (<i>note (a)</i>)	14,346	51,177
Retention receivables	1,151	1,700
Less: Loss allowance (<i>note (b)</i>)	(45)	(68)
Retention receivables, net	1,106	1,632
Deposits and prepayments	<u>5,007</u>	<u>12,024</u>
	<u>20,459</u>	<u>64,833</u>

Notes:

(a) Trade receivables

The credit period granted to customers ranged from 20 to 60 days.

The ageing analysis of the trade receivables (net of loss allowance), based on invoice date, as at the end of the reporting period is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0–30 days	5,203	42,543
31–60 days	3,131	1,244
61–90 days	306	1,568
Over 90 days but less than 1 year	3,666	1,240
Over 1 year	<u>2,040</u>	<u>4,582</u>
	<u>14,346</u>	<u>51,177</u>

- (b) Loss allowance for impairment on trade and retention receivables

The movements in the loss allowance for impairment on trade and retention receivables are as follows:

	2025	2024
	HK\$'000	HK\$'000
At the beginning of the year	588	101
Impairment loss (reversed)/recognised	<u>(215)</u>	<u>487</u>
At the end of the year	<u>373</u>	<u>588</u>

12. TRADE AND OTHER PAYABLES

	2025	2024
	HK\$'000	HK\$'000
Trade payables (<i>note (a)</i>)	18,355	38,467
Retention payables (<i>note (b)</i>)	9,402	10,686
Accrued staff costs	12,480	14,984
Other payables and accruals	<u>5,301</u>	<u>5,578</u>
	<u>45,538</u>	<u>69,715</u>

Notes:

- (a) Trade payables

The credit period granted by the suppliers and subcontractors is normally 0 to 60 days.

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

	2025	2024
	HK\$'000	HK\$'000
0-30 days	7,470	27,252
31-60 days	4,840	6,698
61-90 days	2,031	2,536
Over 90 days	<u>4,014</u>	<u>1,981</u>
	<u>18,355</u>	<u>38,467</u>

(b) Retention payables

Based on the terms and conditions agreed in relation to the release of retention monies to subcontractors and taking into account the status of rectification work, the retention payables as at the end of the reporting period are to be settled as follows:

	2025 HK\$'000	2024 HK\$'000
On demand or within one year	8,202	8,893
More than one year	<u>1,200</u>	<u>1,793</u>
	<u><u>9,402</u></u>	<u><u>10,686</u></u>

13. SHARE CAPITAL

	2025 Number of shares	2025 Amount HK\$'000	2024 Number of shares	2024 Amount HK\$'000
Ordinary share of HK\$0.01 each				
Authorised:				
At the beginning and end of the year	<u><u>10,000,000,000</u></u>	<u><u>100,000</u></u>	<u><u>10,000,000,000</u></u>	<u><u>100,000</u></u>
Issued and fully paid:				
At the beginning of the year	1,003,000,000	10,030	1,000,000,000	10,000
Shares issued upon exercise of share options (note)	<u>–</u>	<u>–</u>	<u>3,000,000</u>	<u>30</u>
At the end of the year	<u><u>1,003,000,000</u></u>	<u><u>10,030</u></u>	<u><u>1,003,000,000</u></u>	<u><u>10,030</u></u>

Note:

During the year ended 31 December 2024, a total of 3,000,000 ordinary shares of the Company were issued as a result of the exercise of 3,000,000 share options granted by the Company at an aggregate consideration of HK\$483,000. As a result of this, the share capital and share premium of the Company has increased by HK\$30,000 and HK\$453,000 respectively. An amount of HK\$123,000 was transferred from the share-based payments reserve to share premium upon the exercise of the share options.

14. GUARANTEES

The Group provided guarantees in respect of the surety bonds issued by the banks in favour of the customers of certain construction contracts. Details of these guarantees at the end of the reporting period are as follows:

	2025 HK\$'000	2024 <i>HK\$'000</i>
Aggregate value of:		
– surety bonds issued in favour of customers (note)	<u>68,376</u>	<u>106,962</u>

Note:

The surety bonds are required for the entire period of the relevant construction contracts. As at 31 December 2025, the relevant construction contracts were expected to be completed in year 2026 to 2027 (2024: 2025 to 2026).

As assessed by the directors, it is highly not probable that the counterparties would claim the Group for losses in respect of the guarantee contracts as it is highly unlikely that the Group is unable to fulfill the performance requirements of the relevant contracts.

As at 31 December 2025 and 2024, the surety bonds issued by the banks and granted under banking facilities were secured by the proceeds of a design and build project and the corporate guarantee provided by the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

During the Year 2025, the Group recorded a decrease in revenue while maintaining a similar profit margin. In response to the economic downturn, we continued to implement strict expense control measures and improve operational efficiency in order to preserve profitability.

In the Year 2025, the construction industry faced a significant slowdown, with a noticeable reduction in new project opportunities and increasingly cautious sentiment across the private sector. The market became highly competitive, and securing new contracts was more challenging than in previous years. Nevertheless, as a result of our strong performance and established track record, we were able to secure several projects for the coming year. Due to intensified competition, the profit margins of awarded projects have decreased compared with previous years.

The Group will continue to adopt a prudent fiscal strategy, including resource integration and tighter cost management. As part of this approach, we have streamlined our organization and, regrettably, reduced the headcount of certain employees. Salaries were also adjusted accordingly.

On 23 June 2023, the Group entered into an agreement to acquire the exclusive right to exploit a coal mine. As the mine owner failed to register the mining licence for the coal mine with the relevant government authority in Mongolia, the Group considered that the mine owner had defaulted on its contractual obligation. Therefore, the full provision of impairment loss for the consideration paid of HK\$29,363,000 had been recognised in the Year 2024. The Group has already commenced legal proceeding against the relevant parties and is currently pending for response from the counter-parties.

Looking ahead, the Company remains committed to prudent financial management while exploring strategic opportunities to enhance business growth and operational resilience.

Revenue

During the Year 2025, the Group recorded a revenue of approximately HK\$380.4 million, representing a decrease of approximately HK\$48.9 million or 11.4% from that of approximately HK\$429.3 million for the year ended 31 December 2024 (“**Year 2024**”). Design and build projects contributed approximately HK\$322.0 million (Year 2024: HK\$404.7 million) of revenue, representing approximately 84.6% (Year 2024: 94.3%) of the Group’s total revenue whereas repair and maintenance services brought in revenue of approximately HK\$58.4 million (Year 2024: HK\$24.6 million), representing 15.4% (Year 2024: 5.7%) of the Group’s total revenue.

Outlook and prospects

The Group's major projects on hand as at 31 December 2025 can be summarised as follows:

No.	Type of works undertaken	Location	Expected completion date	Estimated remaining contract value as at 31 December 2025 <i>HK\$ million</i>
1	Facade	West Kowloon, Kowloon	Dec-26	62.2
2	Facade	Sha Tin, New Territories	Nov-26	55.4
3	Facade	Ma Tau Kok, Kowloon	Jun-27	39.1
4	Facade	Central, Hong Kong	Nov-26	19.1
5	Facade	Causeway Bay, Hong Kong	Dec-27	17.5
				<u>193.3</u>

Subsequent to the end of the Year 2025 and up to the date of this announcement, the Group had been awarded two podium facade contracts with contract sum of approximately of HK\$127.4 million. Meanwhile, the Group is in the process of bidding for or pending the results of five sizeable project tenders with an estimated total contract value of over approximately HK\$323.0 million, which comprised four podium facade projects with an estimated contract value of approximately HK\$287.8 million and a curtain wall projects with an estimated contract value of approximately HK\$35.2 million.

In light of the current market conditions, the limited availability of large-scale construction projects and our projects on hands be substantially completed by late 2026, apart from the design and build projects, the Group will continuously place greater emphasis on repair and maintenance works to diversify our project portfolio, maintain a steady revenue stream, and strengthen our presence in the public and private sectors. By focusing on smaller but more consistent opportunities, the Group seeks to enhance resource utilisation and improve overall operational stability.

Gross profit and gross profit margin

The Group's gross profit decreased by approximately HK\$14.4 million or 12.5% from approximately HK\$114.5 million for the Year 2024 to approximately HK\$100.1 million for the Year 2025. Gross profit margin of the Group was approximately 26.3% for the Year 2025 as compared with that of approximately 26.7% for the Year 2024.

Administrative and other operating expenses

The Group's administrative and other operating expenses increased by approximately HK\$5.8 million or 15.8% from approximately HK\$36.6 million for the Year 2024 to approximately HK\$42.4 million for the Year 2025. Such increase was mainly due to more manpower allocated to tendering department for bidding projects. Hence less share of their costs were recorded as cost of revenue, while the portion left in the administrative expenses increased significantly by HK\$5.6 million in the Year 2025.

Income tax expense

The Group's operation is based in Hong Kong which is subject to Hong Kong Profits Tax calculated at 8.25% and 16.5% of the estimated assessable profit under two-tiered profits tax rates regime during the reporting periods.

For the Year 2025, the Group recorded income tax expense of approximately HK\$9.7 million (Year 2024: approximately HK\$12.7 million) representing an effective tax rate of approximately 14.8% (Year 2024: approximately 22.8%).

Profit for the Year

The Group's profit for the Year 2025 amounted to approximately HK\$55.6 million, representing an increase of approximately HK\$12.4 million or 28.7% as compared to approximately HK\$43.2 million for the Year 2024.

Such increase was mainly due to the decrease in impairment loss of approximately HK\$33.1 million and decrease in income tax expense of approximately HK\$3.1 million and net-off with decrease in gross profit of approximately HK\$14.4 million as discussed above, decrease in other income of approximately HK\$4.2 million and increase in administrative and other operation expenses of approximately HK\$5.8 million.

Receivable turnover days

The Group's receivable turnover days for the Year 2025 was approximately 31.4 days as compared to approximately 64.3 days for the Year 2024. The Group did not observe any signs of default on any of its trade receivables balance as at 31 December 2025.

Bank borrowings

There is no bank borrowings as at 31 December 2025 and 2024.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group's gearing ratio, calculated by dividing bank borrowings by total equity, as at 31 December 2025 was zero as there was no bank borrowings as at 31 December 2025.

The Group's cash and cash equivalents balances as at 31 December 2025 amounted to approximately HK\$387.3 million, representing an increase of approximately HK\$164.6 million as compared to approximately HK\$222.7 million as at 31 December 2024. Such increase was mainly due to the money received from customers and decrease in fixed time deposit that over three months. The Group do not place fixed time deposits that over three months (Year 2024: HK\$112.6 million).

The Group had no bank borrowings as at 31 December 2025.

Foreign Exchange

The Group mainly operates in Hong Kong and majority of the operating transactions such as revenue, expenses, monetary assets and liabilities are denominated in Hong Kong Dollars. As such, the Directors are of the view that the Group's risk in foreign exchange is insignificant and that we should have sufficient resources to meet foreign exchange requirements as and if they arise. Therefore, the Group did not engage in any derivatives contracts to hedge its exposure to foreign exchange risk during the Year 2025.

CAPITAL EXPENDITURES AND COMMITMENTS

As at 31 December 2025, the Group did not have any capital commitments.

SIGNIFICANT INVESTMENTS HELD

The Group had not held any significant investments during the Year 2025.

MATERIAL ACQUISITIONS AND DISPOSALS

During the Year 2025, the Group did not have any material acquisitions and disposal of subsidiaries, associates and joint ventures.

PLEDGE OF ASSETS

As at 31 December 2025 and 2024, there is no pledged assets.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2025.

EMPLOYEES AND REMUNERATION POLICIES

The Group had 91 staff as at 31 December 2025 (31 December 2024: 106 staff) and the total employee benefit expenses for the Year 2025 amounted to approximately HK\$64.1 million (Year 2024: HK\$71.7 million). Such decrease was mainly contributed to the decrease in manpower. The Group determines the remuneration of its employees based on each employee's qualifications, experience and past performance. The remuneration committee makes recommendations to the Board on the overall remuneration policy and structure for the Directors and senior management. The Group maintains a good relationship with its employees and has not experienced any major labour disputes nor any difficulty in recruiting suitable staff.

EVENTS AFTER THE FINANCIAL YEAR

No event has occurred after 31 December 2025 and up to the date of this announcement which would have a material effect on the Group.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain a high standard of corporate governance and considers that conducting business in an ethical and responsible manner will generate the highest level of benefits to its shareholders and the Group in the long term. The Board will continuously review and improve the Group's corporate governance practices in order to uphold a transparent and effective corporate governance function for the Group.

The Company has adopted the code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and has complied with the CG Code during the Year 2025, except in relation to provision C.2.1 of the CG Code which requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Lee Chi Hung, an executive Director, is both the chairman of the Board and the chief executive officer of the Company. With over 30 years of experience in the construction industry in Hong Kong, Mr. Lee is responsible for the overall management of the Group’s operations and business development and is instrumental to the Group’s growth and business expansion since the establishment in November 1993. The Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises two executive Directors (including Mr. Lee), one non-executive Director and three independent non-executive Directors and therefore has a strong independence element in its composition.

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 of the Listing Rules and all the Directors confirmed, upon specific enquiry made, that they complied with the Model Code during the Year 2025 and up to the date of this announcement.

FINAL DIVIDEND

A special dividend of HK3.5 cents per share were declared during the Year 2025.

The Board takes into account the Group’s overall results of operation, financial position and capital requirements, among other factors, in considering the declaration of dividends. The Board does not recommend the payment of a final dividend for the year ended 31 December 2025.

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 during the Year 2025.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual meeting has a service contract with the Company or any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year 2025.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the minimum public float required under the Listing Rules during the Year 2025 and up to the date of this announcement.

AUDIT COMMITTEE AND REVIEW OF ANNUAL RESULTS

The audit committee of the Company has reviewed the consolidated financial statements of the Group for the Year 2025 and this results announcement.

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of comprehensive income and the related notes thereto for the Year 2025 as set out in this announcement have been agreed by the Group's auditor, BDO Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no opinion or assurance conclusion has been expressed by BDO Limited on this announcement.

By order of the Board of
G & M Holdings Limited
LEE Chi Hung
Chairman and Executive Director

Hong Kong, 26 March 2026

As at the date of this announcement, the Board comprises Mr. Lee Chi Hung and Ms. Lam Suk Yee Patricia as executive Directors; Mr. Leung Ping Kwan as non-executive Director; and Mr. Tai Kwok Leung Alexander, Mr. Kwan Cheuk Kui and Dr. Liu Yuk Shing as independent non-executive Directors.