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Zhong Jia Guo Xin Holdings Company Limited
中加國信控股股份有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 899)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2026

The board (the "Board") of directors (the "Directors") of Zhong Jia Guo Xin Holdings Company Limited (the "Company") hereby announces the audited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2026 together with the comparative figures for the previous financial year as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Notes	**2026** *HK$'000*	2025 *HK$'000*
Continuing operations			
Revenue	4	**22,635**	20,044
Cost of sales		**(18,484)**	(19,266)
Gross profit		**4,151**	778
Other gains	5	**11,228**	501
Other losses	6	**(147)**	(201)
Selling and distribution expenses		**(3,914)**	(1,090)
Administrative expenses		**(25,941)**	(29,703)
Share of results of associates		**(6,461)**	(11,696)
Provision for impairment loss on intangible assets	14	**(57,917)**	(91,378)
Provision for impairment loss on deposits paid		**(3,463)**	(43,103)
Reversal of impairment loss on property, plant and equipment		**5,004**	–
Provision for impairment loss on completed properties held for sale		**–**	(2,725)
Provision for impairment loss on interests in associates	15	**(7,549)**	(63,904)
Provision for impairment loss on trade receivables		**–**	(90)
Provision for impairment loss on other receivables		**–**	(300)
Loss on disposal of subsidiaries	25	**(21,243)**	–
Loss from changes in fair value of investment properties	13	**(48,644)**	(315,973)
Finance costs		**(982)**	(1,258)

	Notes	**2026**	2025
		HK$'000	*HK$'000*
Loss before taxation	7	**(155,878)**	(560,142)
Taxation	8	**8,501**	75,389
Loss for the year from continuing operations		**(147,377)**	(484,753)
Loss for the year from discontinued operations	9	**(59,660)**	(12)
Loss for the year		**(207,037)**	(484,765)
Other comprehensive income, net of tax			
Share of other comprehensive income of associates		**(561)**	171
Exchange differences on translating foreign operations		**40,202**	(19,947)
Other comprehensive income for the year, net of tax		**39,641**	(19,776)
Total comprehensive income for the year		**(167,396)**	(504,541)
Loss attributable to:			
Owners of the Company	11	**(182,362)**	(451,554)
Non-controlling interest		**(24,675)**	(33,211)
		(207,037)	(484,765)
Total comprehensive income attributable to:			
Owners of the Company		**(145,438)**	(470,200)
Non-controlling interest		**(21,958)**	(34,341)
		(167,396)	(504,541)
		HK$	*HK$*
			(Restated)
Loss per share attributable to owners of the Company			
From continuing and discontinued operations			
– Basic and diluted	11	**0.86**	3.61
From continuing operations			
– Basic and diluted	11	**0.58**	3.61

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	Notes	**2026** *HK$'000*	2025 *HK$'000*
Non-current assets			
Investment properties	13	**429,201**	405,580
Property, plant and equipment		**139,295**	129,740
Right-of-use assets		**–**	296
Intangible assets	14	**411,547**	459,517
Interests in associates	15	**–**	14,571
Deposits paid	19	**14,955**	102,980
		994,998	1,112,684
Current assets			
Properties under development	16	**–**	–
Completed properties held for sale	17	**–**	58,015
Inventories		**1,526**	1,266
Trade receivables	18	**1,679**	1,409
Prepayments, deposits and other receivables	19	**28,103**	41,168
Amount due from an associate	15	**1,891**	726
Financial assets at fair value through profit or loss		**2,408**	1,647
Restricted bank deposits		**779**	745
Bank balances and cash		**29,129**	7,943
		65,515	112,919
Assets classified as held for sale	10	**108,325**	162,544
		173,840	275,463

	Notes	**2026**	2025
		HK$'000	*HK$'000*
Current liabilities			
Trade payables	20	**2,166**	47,449
Other payables and accruals	21	**74,610**	110,920
Amount due to non-controlling interests		**–**	15,612
Amounts due to directors		**–**	1,225
Contract liabilities		**–**	47,893
Lease liabilities		**–**	128
Borrowings	23	**9,061**	–
Tax payable		**1,573**	1,630
		87,410	224,857
Liabilities directly associated with assets classified as held for sale	10	**–***	–*
		87,410	224,857
Net current assets		**86,430**	50,606
Total assets less current liabilities		**1,081,428**	1,163,290
Capital and reserves			
Share capital	22	**4,452**	131,376
Reserves		**882,679**	804,496
Total equity attributable to owners of the Company		**887,131**	935,872
Non-controlling interest		**61,115**	83,073
		948,246	1,018,945
Non-current liabilities			
Deferred tax liabilities		**133,182**	135,676
Borrowings	23	**–**	8,669
		133,182	144,345
		1,081,428	1,163,290

* *less than one thousand Hong Kong dollars*

Notes:

1. BASIS OF PREPARATION

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

Historical cost is generally based on the fair value of the consideration given exchange for assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

2. APPLICATION OF THE NEW AND REVISED HKFRS ACCOUNTING STANDARDS

(a) New and amended HKFRS Accounting Standards adopted by the Group

The following new and amended standards that may be relevant to the Group's operations have been adopted by the Group for the first time for the financial period beginning on 1 April 2025.

Amendments to HKAS 21	*Lack of Exchangeability*

The application of the above amended standards which are effective for the financial period beginning on 1 April 2025 did not have material financial effect to the Group for the current and prior periods.

(b) Issued but not yet effective HKFRS Accounting Standards

The Group has not early adopted the following new HKFRS Accounting Standards that have been issued but are not yet effective for the financial year ended 31 March 2026:

Amendments to HKAS 21	*Translation to a Hyperinflationary Presentation Currency*[2]
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]
HKFRS 18	*Presentation and Disclosure in Financial Statements*[2]
Amendment to Hong Kong Interpretation 5	*Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause*[2]
Amendments to HKFRS 10 and HKAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7	*Annual Improvements to HKFRS Accounting Standards – Volume 11*[1]
HKFRS 19	*Subsidiaries without Public Accountability: Disclosures*[2]

[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 directors of the Company anticipate that, except as described below, the application of the new and amendments to HKFRS Accounting Standards will have no material impact on the results and the financial position of the Group.

HKFRS 18 – Presentation and Disclosure in Financial Statements

HKFRS 18 sets out requirements on presentation and disclosures in financial statements and will replace HKAS 1 Presentation of Financial Statements. HKFRS 18 introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. Minor amendments to HKAS 7 "Statement of Cash Flows" and HKAS 33 "Earnings per Share" are also made. HKFRS 18, and the consequential amendments to other HKFRS Accounting Standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the HKFRS 18 is not expected to have material impact on the financial position of the Group. The directors are in the process of making an assessment of the impact of HKFRS 18, but is not yet in a position to state whether the adoption would have a material impact on the presentation and disclosures of consolidated financial statements of the Group.

3. SEGMENT INFORMATION

The Group's operating segments are identified on the basis of internal reports which provides information about components of the Group. These information are reported to and reviewed by the chief operating decision maker ("CODM") for the purpose of resource allocation and performance assessment.

The Group has the following reportable segments during the year. These segments are managed separately.

(1) For water business, the CODM regularly reviews the performance of the water business in the PRC. These operations have been aggregated into a single operating segment and named "Water business".

(2) For property development and investment business, the CODM regularly reviews the performance of the property development and investment business. These operations have been aggregated into a single operating segment and named "Property development and investment".

(3) For trading of goods operations, the CODM regularly reviews the performance of the trading of goods operation. These operations have been aggregated into a single operating segment and named "Trading of goods".

(4) For mining business, the CODM regularly reviews the performance of mining business in the PRC. These operations have been aggregated into a single operating segment and named "Mining business".

(5) On 27 April 2023, a sale and purchase agreement was entered into between the Company and the purchaser, pursuant to which, the Company has agreed to sell, and the purchaser has agreed to acquire, the entire issued share capital of Century Strong Limited and the shareholder's loan advanced to Century Strong Limited and its subsidiaries (the "Disposal Group"). Century Strong Limited is an investment holding company and the Disposal Group are principally engaged in property investment. The Disposal Group is presented as a discontinued reportable segment and named as "Investment in Yantian".

Segment revenue and results

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

For the year ended 31 March

	Continuing operations								Discontinued operations			
	Water business		Property development and investment		Trading of goods		Mining business		Investment in Yantian		Consolidation	
	2026	2025	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Sales to external customers	**10,816**	4,892	**11,370**	15,152	**449**	–	**–**	–	**–**	–	**22,635**	20,044
Total revenue	**10,816**	4,892	**11,370**	15,152	**449**	–	**–**	–	**–**	–	**22,635**	20,044
Segment results	**(74,330)**	(99,820)	**(45,567)**	(362,009)	**(4)**	–	**3,559**	(8,465)	**(59,660)**	(12)	**(176,002)**	(470,306)
Fair value gain on financial assets at fair value through profit or loss											**761**	213
Provision for impairment loss on interests in associates											**(7,549)**	(63,904)
Central administration costs											**(8,121)**	(13,203)
Gain on settlement of liabilities											**4,059**	–
Loss on disposal of subsidiaries											**(21,243)**	–
Share of results of associates											**(6,461)**	(11,696)
Finance costs											**(982)**	(1,258)
Loss before taxation											**(215,538)**	(560,154)

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

Segment assets and liabilities

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

	Continuing operations								Discontinued operations			
	Water business		Property development and investment		Trading of goods		Mining business		Investment in Yantian		Consolidation	
	2026	2025	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
ASSETS												
Segment assets	**88,729**	175,985	**467,775**	600,165	**179**	–	**446,614**	423,794	**108,325**	162,544	**1,111,622**	1,362,488
Unallocated corporate assets											**57,216**	25,659
											1,168,838	1,388,147
LIABILITIES												
Segment liabilities	**(13,954)**	(45,391)	**(39,403)**	(147,938)	**(189)**	–	**(161,742)**	(154,795)	**–***	–*	**(215,288)**	(348,124)
Unallocated corporate liabilities											**(5,304)**	(21,078)
											(220,592)	(369,202)

* *less than one thousand Hong Kong dollars*

For the purposes of assessing segment performance and allocating resources between segments, the directors of the Company monitor the results, assets and liabilities attributable to each reportable segment on the following basis:

All assets are allocated to reportable segments other than unallocated corporate assets (mainly include property, plant and equipment, bank balances and cash that are held by the investment holding companies and other receivables that are receivable by the investment holding companies).

All liabilities are allocated to reportable segments other than unallocated corporate liabilities (mainly include lease liabilities and other payables and accruals borne by the investment holding companies).

Other segment information

	Continuing operations								Discontinued operations					
	Water business		Property development and investment		Trading of goods		Mining business		Investment in Yantian		Unallocated		Consolidation	
	2026	2025	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025	**2026**	2025
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Additions to property, plant and equipment	**2,506**	2,034	**–**	–	**–**	–	**–**	–	**–**	–	**–**	4	**2,506**	2,038
Amortisation	**(6,322)**	(10,209)	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	**(6,322)**	(10,209)
Depreciation	**(3,288)**	(3,169)	**(423)**	(501)	**–**	–	**–**	(18)	**–**	–	**(312)**	(2,379)	**(4,023)**	(6,067)
Other gains	**211**	134	**5,789**	33	**–***	–	**–***	1	**1**	5	**5,227**	328	**11,228**	501
Other losses	**–***	(201)	**–**	–	**–**	–	**–**	–	**–**	–	**(147)**	–	**(147)**	(201)
(Provision for)/reversal of impairment loss on intangible assets	**(61,553)**	(83,400)	**–**	–	**–**	–	**3,636**	(7,978)	**–**	–	**–**	–	**(57,917)**	(91,378)
Provision for impairment loss on deposits paid	**–**	–	**(3,463)**	(43,103)	**–**	–	**–**	–	**–**	–	**–**	–	**(3,463)**	(43,103)
Provision for impairment loss on completed properties held for sale	**–**	–	**–**	(2,725)	**–**	–	**–**	–	**–**	–	**–**	–	**–**	(2,725)
Provision for impairment loss on assets classified as held for sale	**–**	–	**–**	–	**–**	–	**–**	–	**(59,643)**	–	**–**	–	**(59,643)**	–
Provision for impairment loss on trade receivables	**–**	–	**–**	(90)	**–**	–	**–**	–	**–**	–	**–**	–	**–**	(90)
Provision for impairment loss on other receivables	**–**	–	**–**	–	**–**	–	**–**	–	**–**	–	**–**	(300)	**–**	(300)
Loss from changes in fair value of investment properties	**–**	–	**(48,644)**	(315,973)	**–**	–	**–**	–	**–**	–	**–**	–	**(48,644)**	(315,973)
Reversal of impairment loss on property, plant and equipment	**–**	–	**5,004**	–	**–**	–	**–**	–	**–**	–	**–**	–	**5,004**	–

* *less than one thousand Hong Kong dollars*

Geographical information

The Group operates in two principal geographical areas – the PRC and Hong Kong.

The Group's revenue from external customers and information about its non-current assets by geographical location are detailed below:

	Revenue from external customers		Non-current assets	
	2026	2025	**2026**	2025
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
The PRC	**22,635**	20,044	**994,989**	1,112,364
Hong Kong	**–**	–	**9**	320
	22,635	20,044	**994,998**	1,112,684

Information about major customers

Other than two tenants from whom the lease income represents approximately 13% and 10% of the total revenue of the Group respectively, and one customer from sales of bottled mineral water represents approximately 22% of the total revenue of the Group, there is no other single customer who contributes over 10% of the total revenue of the Group for the year ended 31 March 2026.

Other than three tenants from whom the lease income represents approximately 22%, 15% and 11% of the total revenue of the Group respectively, and one customer from sales of bottled mineral water represents approximately 15% of the total revenue of the Group, there is no other single customer who contributes over 10% of the total revenue of the Group for the year ended 31 March 2025.

4. REVENUE

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

		2026	2025
	Notes	***HK$'000***	*HK$'000*
Continuing operations			
Revenue from contracts with customers			
Sales of properties	(i)	**–**	1,186
Sales of bottled mineral water	(i)	**10,816**	4,892
Sales of goods	(i)	**449**	–
		11,265	6,078
Revenue from leases	(ii)	**11,370**	13,966
Total revenue		**22,635**	20,044

Notes:

(i) Performance obligations

Information about the Group's performance obligations is summarised below:

Sales of properties

The performance obligation is satisfied upon handover of the properties. There were no transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2025.

Sales of bottled mineral water and goods

The performance obligation is satisfied upon delivery of goods. All of the Group's revenue from sale of goods was recognised at the point in time when the control of the products was transferred to customers.

(ii) Leases

	2026	2025
	HK$'000	*HK$'000*
For operating leases:		
Lease payments that are fixed	**11,370**	13,966

5. OTHER GAINS

	2026	2025
	HK$'000	*HK$'000*
Continuing operations		
Bad debts recovered	**39**	4
Interest income on bank deposits	**46**	19
Dividend income from financial assets at fair value through profit or loss	**103**	90
Sundry	**639**	69
Extension fee income relating to postponement of disposal of assets classified as held for sale *(note 9)*	**1,019**	–
Compensation relating to acquisition of Beijing properties	**5,323**	–
Interest income relating to amount due from non-controlling interest	**–**	135
Gain on disposal of property, plant and equipment	**–**	79
Gain on settlement of liabilities	**4,059**	–
Exchange gain, net	**–**	105
	11,228	501

6. OTHER LOSSES

	2026 *HK$'000*	2025 *HK$'000*
Continuing operations		
Exchange loss, net	**142**	–
Loss on written off of property, plant and equipment, net	**–**	196
Loss on written off of inventories	**–**	5
Loss on acquisition of a subsidiary	**5**	–
	147	201

7. LOSS BEFORE TAXATION

	2026 *HK$'000*	2025 *HK$'000*
The Group's loss before taxation from continuing operations is arrived at after charging/(crediting):		
Other staff costs	**8,588**	6,722
Other staff's retirement benefits scheme contributions	**66**	90
Total staff costs	**8,654**	6,812
Auditor's remuneration		
– audit services	**820**	1,000
– non-audit services	**–**	3
	820	1,003
Depreciation of property, plant and equipment	**3,727**	3,771
Depreciation of right-of-use assets	**296**	2,296
Amortisation of land use right	**200**	198
Amortisation of water mining right	**6,122**	10,011
Lease payment not included in the measurement of lease liabilities	**326**	1,227
Fair value gain on financial assets at fair value through profit or loss	**(761)**	(213)

8. TAXATION

Continuing operations

	2026	2025
	HK$'000	*HK$'000*
Current tax:		
– Hong Kong Profits Tax	**–**	–
– PRC Enterprise Income Tax	**(126)**	(954)
Total current tax expenses	**(126)**	(954)
Under-provision in prior years:		
– PRC Enterprise Income Tax	**12**	–*
Deferred income tax:		
– (Increase)/decrease in deferred tax assets	**(42)**	785
– Decrease in deferred tax liabilities	**(8,345)**	(75,220)
	(8,387)	(74,435)
Income tax credit for the year	**(8,501)**	(75,389)

* *less than one thousand Hong Kong dollars*

Hong Kong Profits Tax should be provided at the rate of 16.5% on the estimated assessable profit arising in Hong Kong. For the years ended 31 March 2026 and 2025, no provision for Hong Kong profits tax was made as the Group has no assessable profits arising in or derived from Hong Kong.

Subsidiaries in the PRC are subject to the PRC Enterprise Income Tax at 25% (2025: 25%) for the year ended 31 March 2026.

Deferred tax assets have not been recognised in respect of tax losses amounting to approximately RMB27,548,000 as at 31 March 2026 (2025: RMB29,293,000) that will expire within 5 years for offsetting against future taxable profits. The tax losses of approximately HK$126,439,000 as at 31 March 2026 (2025: HK$125,739,000) are available indefinitely for offsetting against future taxable profits in Hong Kong. Deferred tax assets have not been recognised as it is not considered probable that taxable profits will be available against which the above tax losses can be utilised.

The income tax credit for the year can be reconciled to the loss before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

	2026	2025
	HK$'000	*HK$'000*
Loss before taxation (from continuing operations)	**(155,878)**	(560,142)
Tax at the Hong Kong Profits Tax rate of 16.5% (2025: 16.5%)	**(25,720)**	(92,424)
Tax effect of share of result of associates	**1,066**	1,930
Tax effect of expenses not deductible for tax purposes	**28,058**	55,145
Tax effect of income not taxable for tax purposes	**(583)**	(597)
Tax effect of tax losses not recognised	**3,886**	5,675
Unrecognised deferred tax arising from temporary difference	**(5,302)**	(5,230)
Utilisation of tax losses previously not recognised	**–***	–
Tax effect of different tax rates of subsidiaries operating in other jurisdictions	**(9,918)**	(39,888)
Under-provision in prior years	**12**	–*
Income tax credit for the year	**(8,501)**	(75,389)

* *less than one thousand Hong Kong dollars*

9. DISCONTINUED OPERATIONS

On 27 April 2023, the Company and Ms. Mao Yuzhen ("the Purchaser", an independent third party) entered into a sale and purchase agreement, pursuant to which, the Company has agreed to sell, and the Purchaser has agreed to acquire, the entire issued share capital of Century Strong Limited and the shareholder's loan advanced to the Disposal Group, at a consideration of RMB150,000,000. The disposal was approved by the shareholders of the Company at the special general meeting held on 12 July 2023. The disposal is expected to be completed by early 2025.

However, the Purchaser requested for postponement of the date of completion. In view of the updated asset proofs and background information provided by the Purchaser, and a further deposit of RMB1,000,000, the Group has granted the Purchaser the extension of deadline for the completion of disposal to 31 December 2025. Refer to the announcement dated 14 February 2025 for the details.

After 31 December 2025, the Purchaser further requested for postponement of the date of completion. The Group has explored the possibility of selling the Disposal Group to other potential buyers while no new willing purchaser could be secured by the Group. In view of the one-off non-refundable extension fee of RMB600,000 and the non-refundable monthly extension fee of RMB300,000 by the end of each month until the settlement of the remaining balance of the consideration, the Group has granted the Purchaser the extension of deadline for the completion of disposal to 31 December 2026. Refer to the announcement dated 1 March 2026 for the details.

The results and cash flows of the Disposal Group are treated as discontinued operations.

For the year ended 31 March 2026, the results and cash flows of the discontinued operations are analysed as follows:

Analysis of discontinued operations

	2026	2025
	HK$'000	*HK$'000*
Revenue	**–**	–
Other gains	**1**	5
Administrative expenses	**(18)**	(17)
Provision for impairment loss on assets classified as held for sale	**(59,643)**	–
Loss before taxation	**(59,660)**	(12)
Taxation	**–***	–*
Loss for the year from discontinued operations	**(59,660)**	(12)
Cash flows from discontinued operations:		
Net cash used in operating activities	**(1)**	(1)
Net cash generated from investing activities	**1**	5
Net cash generated from financing activities	**–**	–
Net increase in cash and cash equivalents	**–**	4
Effect of foreign exchange rate changes	**115**	(46)
	115	(42)

* *less than one thousand Hong Kong dollars*

10. ASSETS CLASSIFIED AS HELD FOR SALE/LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

As the net assets of the Disposal Group will be recovered principally through a sale transaction rather than through continuing use (details of which are set out in note 9), the Group classified the assets as held for sale.

The major classes of assets and liabilities comprising the Disposal Group classified as held for sale are as follows:

	2026	2025
	HK$'000	*HK$'000*
Assets		
Properties, plant and equipment	**184**	176
Deposit paid for acquisition of investment properties in Yantian	**105,329**	149,429
Deposit paid for naming right and advertising right	**147**	7,918
Cash and cash equivalents	**2,665**	2,550
Prepayments, deposits and other receivables	**–**	2,471
Assets of Disposal Group classified as held for sale	**108,325**	162,544
Liabilities		
Tax payable	**–***	–*
Liabilities of Disposal Group directly associated with assets classified as held for sale	**–***	–*
Net assets directly associated with Disposal Group	**108,325**	162,544

* *less than one thousand Hong Kong dollars*

The net assets directly associated with the Disposal Group was stated at the lower of their carrying amount and fair value less costs to sell, which should be the consideration for the disposal amounting to RMB150,000,000. However, in view of the Purchaser further delayed the deadline of completion, management had doubt on the capability of the Purchaser to complete the disposal transaction. There was indication of impairment on the Disposal Group. The decrease in the above amounts is mainly due to the impairment loss on assets classified as held for sale recognised in profit or loss.

11. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY FOR THE YEAR

From continuing and discontinued operations

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

	2026	2025
	HK$'000	*HK$'000*
Loss		
Loss for the year from continuing operations attributable to the owners of the Company	**(122,702)**	(451,542)
Loss for the year from discontinued operations attributable to the owners of the Company	**(59,660)**	(12)
	(182,362)	(451,554)

	2026	2025
	'000 Shares	*'000 Shares*
		(Restated)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic loss per share *(Note)*	**211,750**	125,103

Note: The weighted average number of ordinary shares used to calculate the basic and diluted loss per share for both years have been adjusted to reflect the capital reorganisation (Note 22(iv)) during the year ended 31 March 2026. Accordingly, the basic and diluted loss per share for the year ended 31 March 2025 are restated.

The basic and diluted loss per share from continuing and discontinued operations are the same for the years ended 31 March 2026 and 2025, as there are no dilutive potential ordinary shares in existence.

From continuing operations

The calculation of basic loss per share from continuing operations attributable to the owners of the Company is based on the following data:

	2026	2025
	HK$'000	*HK$'000*
Loss for the year from continuing operations attributable to the owners of the Company	**(122,702)**	(451,542)

From discontinued operations

Basic loss per share from discontinued operations is HK$0.28 per share (2025 (Restated): HK$0.00009), based on the loss for the year from discontinued operations attributable to the owners of the Company of approximately HK$59,660,000 (2025: HK$12,000). The denominators used are the same as those detailed above for both basic and diluted loss per share.

12. DIVIDENDS

The directors did not recommend the payment of any dividend for the year ended 31 March 2026 (2025: Nil).

13. INVESTMENT PROPERTIES

As at 31 March 2026 and 2025, investment properties are situated in Zhejiang, Suzhou and Beijing, the PRC and are held under medium-term leases.

	2026	2025
	HK$'000	*HK$'000*
At the beginning of the year	**405,580**	731,812
Additions	**1,454**	–
Transfer from deposits paid	**52,349**	–
Fair value changes	**(48,644)**	(315,973)
Exchange realignment	**18,462**	(10,259)
At the end of the year	**429,201**	405,580

Amount recognised in profit or loss for investment properties

	2026	2025
	HK$'000	*HK$'000*
Lease income from operating leases	**11,140**	13,235
Direct operating expenses on investment properties that generated lease income	**4,451**	4,298
Unrealised loss from changes in fair value of investment properties	**(48,644)**	(315,973)

Contractual obligation

As at 31 March 2026 and 2025, there is no contractual obligation to purchase, construct or develop investment properties or for repairs, maintenance or enhancements.

Leasing arrangements

The investment properties are leased to tenants under operating leases. The future minimum lease payments receivable under non-cancellable operating leases are as follows:

	2026	2025
	HK$'000	*HK$'000*
Within one year	**12,355**	11,130
In the second to fifth years inclusive	**36,830**	37,379
Over five years	**21,082**	27,576
	70,267	76,085

Valuation processes of the Group

The fair values of the Group's investment properties as at 31 March 2026 and 2025 were arrived at on the basis of valuations carried out by the independent qualified valuer, Graval Consulting Limited.

Discussions of valuation processes and results are held between the management, audit committee and the valuer annually, in line with the Group's annual reporting date.

The management:

- verifies major inputs to the valuation report;
- assesses property valuations movements when compared to the prior valuation report; and
- holds discussions with the valuer.

Valuation methodology

The Group completed its annual valuation on investment properties, and the valuation used direct comparison method under market approach. Market approach is common for property valuation. As there are publicly available data on comparable transactions in the market, the fair values of investment properties are generally arrived by adopting the direct comparison method by making reference to the recent transaction prices and/or asking prices of comparable properties.

Detail of the key inputs used in the valuation are as follows:

Non-financial assets	Fair value as at 31 March		Key inputs to the valuation	Relationship of key inputs to fair value
	2026	2025		
	HK$'000	*HK$'000*		
Investment properties in Zhejiang	**67,954**	73,686	Leasehold land and factory	
			PRC comparables ranging from RMB564 to RMB1,266 (2025: RMB1,033 to RMB1,236) per square metre	A significant increase in the key inputs would result in a significant increase in fair value, and vice versa
			Leasehold land	
			PRC comparables ranging from RMB532 to RMB612 (2025: RMB536 to RMB565) per square metre	A significant increase in the key inputs would result in a significant increase in fair value, and vice versa
Investment properties in Suzhou	**291,636**	303,415	Shops	
			PRC comparables ranging from RMB16,151 to RMB21,085 (2025: RMB19,000 to RMB22,352) per square metre	A significant increase in the key inputs would result in a significant increase in fair value, and vice versa
			Commercial buildings	
			PRC comparables ranging from RMB9,503 to RMB32,805 (2025: RMB18,238 to RMB19,317) per square metre	A significant increase in the key inputs would result in a significant increase in fair value, and vice versa
Investment properties in Beijing	**69,611**	28,479	Office	
			PRC comparables ranging from RMB14,160 to RMB23,740 (2025: RMB23,436 to RMB35,594)	A significant increase in the key inputs would result in a significant increase in fair value, and vice versa
			Car parks	
			PRC comparables ranging from RMB100,000 to RMB241,500 (2025: not applicable)	A significant increase in the key inputs would result in a significant increase in fair value, and vice versa

There is no significant changes in the assumptions from those previously adopted. The change in the key inputs was mainly due to the change in market values of properties in the PRC resulting from the slowdown of the PRC economy and the debt crisis of some of the property developers in the PRC.

As at 31 March 2026 and 2025, the fair value measurement of the Group's investment properties is categorised at level 3 hierarchy. During the years ended 31 March 2026 and 2025, there were no transfers into or out of level 3.

14. INTANGIBLE ASSETS

	Land use right *(Note i)* *HK$'000*	**Water mining right** *(Note ii)* *HK$'000*	**Exploration and mining right** *(Note iii)* *HK$'000*	**Total** *HK$'000*
Cost				
As at 1 April 2024	10,007	374,173	361,115	745,295
Exchange realignment	(177)	(70)	(6,371)	(6,618)
As at 31 March 2025 and 1 April 2025	**9,830**	**374,103**	**354,744**	**738,677**
Exchange realignment	**444**	**175**	**16,023**	**16,642**
As at 31 March 2026	**10,274**	**374,278**	**370,767**	**755,319**
Accumulated amortisation and impairment				
As at 1 April 2024	1,141	175,691	848	177,680
Amortisation for the year	198	10,011	–	10,209
Impairment loss for the year	–	83,400	7,978	91,378
Exchange realignment	(22)	(2)	(83)	(107)
As at 31 March 2025 and 1 April 2025	**1,317**	**269,100**	**8,743**	**279,160**
Amortisation for the year	**200**	**6,122**	**–**	**6,322**
Provision for/(reversal of) impairment loss for the year	**–**	**61,553**	**(3,636)**	**57,917**
Exchange realignment	**65**	**15**	**293**	**373**
As at 31 March 2026	**1,582**	**336,790**	**5,400**	**343,772**
Carrying amount				
As at 31 March 2026	**8,692**	**37,488**	**365,367**	**411,547**
As at 31 March 2025	8,513	105,003	346,001	459,517

Notes:

(i) Land use right represents the right to use the land for water exploitation activities in Hunan. The land is located at 湖南新田縣新圩鎮新嘉公路三占塘段西側.

Land use right is amortised on a straight-line basis over its lease term of 50 years. It is pledged as securities for bank borrowings (note 23).

(ii) Water mining right represents the right to conduct water exploitation activities in Hunan. The subsidiary, 湖南新田富鍶礦泉水有限公司 had entered into an agreement with Hunan Government to grant the subsidiary a water mining right for exploitation of mineral water for 5 years. The subsidiary has the priority to extend the mineral water mining right afterwards. The mine is located at 湖南新田縣三占塘. The subsidiary has the exclusive rights and authorities to manage and arrange all activities in the mining area. The water mining license was renewed on 16 January 2026 and will expire on 3 December 2035.

Water mining right is amortised on a straight-line basis over its estimated useful economic life of 20 years.

The Group is required to assess any indication of impairment on the water mining right at the end of each reporting period. The Group has completed its annual impairment test for the water mining right. As at 31 March 2026, the recoverable amount of the water mining right referenced to a valuation report issued by Graval Consulting Limited, an independent qualified valuer. The recoverable amount of the water mining right was determined based on multi period excess earnings method which uses sum of discounted present value of the projected annual excess earnings. This valuation uses cash flow projections based on financial estimates covering a nineteen-year period. The valuation is categorised at level 3 hierarchy.

As there are insufficient comparable transactions in the market, the market approach was not feasible for the valuation. As asset approach does not take future growth potential into consideration, this approach is not considered to be an adequate approach for the valuation. Therefore, income approach was considered the most appropriate valuation approach to assess the value of the water mining right. Multi period excess earnings method under income approach is used which reflects the sum of discounted present value of the projected operating profit attributed to the water mining right less required return for its contributory tangible and intangible assets.

The key inputs used in the annual excess earnings calculation are as follows:

	2026	2025
Net profit margin (% of revenue)	**2.34%–22.60%**	22.47%–45.08%
Long-term annual growth rate used to extrapolate cash flow	**1.99%**	2.02%
Pre-tax discount rate	**21.32%**	21.84%

The net profit margin is based on management's expectation and experience in bottled water market, adjusted for expected efficiency improvements and expected increase in production.

The long-term annual growth rate is the growth rate used to extrapolate the cash flows beyond the ten-year period which are based on the estimated growth rate taking into account the industry growth rate and the medium or long term growth target of the Group.

The discount rate is before tax and reflects specific risks.

The value assigned to the above assumptions reflect past experience and are consistent with management plans for focusing operations in these markets. There are no significant changes in the assumptions from those previously adopted. The change in the key inputs was mainly reflected the slowdown of the PRC economy. The management believes that the assumptions are reasonable and achievable.

(iii) The exploration and mining right represents the rights for conducting exploration and mining of lead, zinc, copper and silver at the mines which are located in Enshui Road (Minjiang Market Section), Zhenyuan Yi Hani Lahu Autonomous County, Pu'er City, Yunnan Province, the PRC* (中國雲南省普洱市鎮沅彝族哈尼族拉祜族自治縣恩水路(民江集貿市場段)) and Jiujia Township, Zhenyuan County, Pu'er City, Yunnan Province, the PRC* (中國雲南省普洱市鎮沅縣九甲鄉). The mines are operated by the subsidiaries of the Company, Zhenyuan County Jinhao Mining Co., Ltd.* (鎮沅彝族哈尼族拉祜族自治縣金豪礦業有限公司) ("Jinhao") and Zhenyuan County Jiuyuan Mining Co., Ltd.* (鎮沅縣九源礦業有限責任公司) ("Jiuyuan") respectively. The mining license held by Jiuyuan is valid from 25 July 2019 to 25 July 2026 and the exploration license held by Jinhao is valid from 25 July 2022 to 25 July 2027.

No amortisation was provided for the year ended 31 March 2026 as commercial production has not yet commenced during the year (2025: Nil).

The Group is required to assess any indication of impairment on the exploration and mining rights at the end of each reporting period. The Group has completed its annual impairment test for the exploration and mining rights. As at 31 March 2026, the recoverable amount of the exploration and mining rights referenced to a valuation report issued by Graval Consulting Limited, an independent qualified valuer. The recoverable amount of the exploration and mining rights was determined based on multi period excess earnings method which uses sum of discounted present value of the projected annual excess earnings. This valuation uses cash flow projections based on financial estimates covering the licenses terms. The valuation is categorised at level 3 hierarchy.

As there are insufficient comparable transactions in the market, the market approach was not feasible for the valuation. As asset approach does not take future growth potential into consideration, this approach is not considered to be an adequate approach for the valuation. Therefore, income approach was considered the most appropriate valuation approach to assess the value of the exploration and mining rights. Multi period excess earnings method under income approach is used which reflects the sum of discounted present value of the projected operating profit attributed to the exploration and mining rights less required return for its contributory tangible and intangible assets.

The key inputs used in the annual excess earnings calculation are as follows:

	2026		2025	
	Jinyuan	**Jinhao**	Jinyuan	Jinhao
Net profit margin (% of revenue)	**38.66%–39.87%**	**58.63%–58.99%**	40.9%–42.10%	48.4%–54.90%
Annual growth rate	**1.99%**	**1.99%**	2.02%	2.02%
Pre-tax discount rate	**30.53%**	**25.38%**	26.39%	24.02%

The net profit margin is based on management's expectation and experience in metal market, adjusted for expected efficiency improvements and expected increase in production.

The annual growth rate is based on the estimated growth rate taking into account the average growth rate of the global Gross Domestic Product and the Consumer Price Index.

The discount rate is before tax and reflects specific risks.

The value assigned to the above assumptions are consistent with management plans for focusing operations in these markets. The management believes that the assumptions are reasonable and achievable.

The recoverable amount of the mining right held by Jiuyuan is higher than its carrying amount, reversal of impairment loss of approximately HK$3,636,000 was recognised in the consolidated statement of profit or loss and other comprehensive income. Value in use calculations use cash flow projections based on financial budgets approved by management covering a 6.5 years period, and a discount rate of 16.47 per cent. The long-term average rate adopted is the projected inflation rate of the PRC which Jiuyuan operates. Cash flow projections during the budget period are based on latest 1 year spot prices of metal and the standard costs from feasibility research. The discount rate is based on the weight-average cost of capital. In the opinion of the Company's directors, any reasonably possible change in these key assumptions on which the recoverable amount is based would not cause the mining right carrying amount to exceed its recoverable amount.

The recoverable amount of the exploration right held by Jinhao is amounted to approximately HK$660,626,000, while the carrying amount is amounted to approximately HK$326,179,000. A decrease in the growth rate by 1% would cause the recoverable amount of the exploration right decrease by approximately HK$29,774,000. A decrease in the net profit margin by 10% would cause the recoverable amount of the exploration right decrease by approximately HK$70,480,000. An increase in the discount rate by 2% would cause the recoverable amount of the exploration right decrease by approximately HK$46,186,000. In the opinion of the Company's directors, any reasonably possible change in key assumptions on which the recoverable amount is based would not cause the exploration right carrying amount to exceed its recoverable amount.

15. INTERESTS IN ASSOCIATES

	2026	2025
	HK$'000	*HK$'000*
At the beginning of the year	**14,571**	90,000
Share of post-acquisition losses and other comprehensive income during the year, net of dividends received	**(7,022)**	(11,525)
Impairment losses for the year	**(7,549)**	(63,904)
At the end of the year	**–**	14,571

	2026	2025
	HK$'000	*HK$'000*
Amount due from an associate *(Notes i and ii)*	**1,891**	726

Notes:

(i) Amount due from an associate of approximately HK$1,132,000 (2025: Nil) is interest-bearing at 8% per annum, repayable on 12 January 2027, denominated in RMB and guaranteed by the ex-substantial shareholder, Mr. Li Yuguo.

Amount due from an associate of approximately HK$759,000 (2025: HK$726,000) is unsecured, interest-free, repayable on demand and denominated in RMB.

(ii) The maximum outstanding balance during the year was approximately HK$1,891,000.

(iii) The Group holds 20% equity interests in Hong Kong Spring Water Ding Dong Group Company Limited which has a wholly-owned subsidiary in Guangxi, Guangxi Spring Water Ding Dong Beverages Company Limited* ("Guangxi Spring Water Ding Dong"). Guangxi Spring Water Ding Dong possesses a water procurement permit for the production and sales of bottled water and is currently in operation in Guangxi.

The Group completed its annual impairment test for interests in associates by comparing the recoverable amount to the carrying amount. Graval Consulting Limited, an independent qualified valuer, carried out a valuation of the interests in associates as at 31 March 2026 and 2025 based on the value-in-use calculations. This valuation uses cash flow projections under income approach based on financial estimates covering a ten-year period. The valuation is categorised at level 3 hierarchy.

As there are insufficient comparable transactions in the market, the market approach was not feasible for the valuation. As asset approach does not take future growth potential into consideration, this approach is not considered to be an adequate approach for the valuation. Therefore, income approach was considered the most appropriate valuation approach to assess the value of the equity interests of the associates and the discounted cash-flow method is used in the value-in-use calculations which reflects the discounted present value of all future benefits that flow to the shareholders.

The key inputs used in the value-in-use calculations are as follows:

	2026	2025
Gross profit margin (% of revenue)	**9.85%–35.02%**	17.73%–35.62%
Long-term annual growth rate used to extrapolate cash flows	**1.99%**	2.02%
Pre-tax discount rate	**19.65%**	20.54%

Gross profit margin is the margin as a percentage of revenue over the ten-year forecast period. It is based on the current sales margin levels with adjustments for expected efficiency improvements and expected increase in production.

The long-term annual growth rate is the growth rate used to extrapolate the cash flows beyond the ten-year period based on the estimated growth rate taking into account the industry growth rate, past experience and the medium or long term growth target of the associates.

The discount rate is before tax and reflects specific risks.

The value assigned to the above assumptions reflect past experience and are consistent with management plans for focusing operations in these markets. There are no significant changes in the assumptions from those previously adopted. The change in the key inputs was mainly reflected the slowdown of the PRC economy. The management believes that the assumptions are reasonable and achievable.

Details of the Group's associates, which were held indirectly by the Company at the end of the reporting period, were as follows:

Name of associates	Form of business and structure	Place of incorporation/ operation	Class of shares/ registered capital held	Proportion of nominal value of paid capital/registered capital held by the Group		Principal activities
				2026	2025	
Hong Kong Spring Water Ding Dong Group Company Limited	Incorporated	Hong Kong	Ordinary	**20%**	20%	Investment holding and water business
Guangxi Spring Water Ding Dong Beverages Company Limited*	Incorporated	The PRC	Registered	**20%**	20%	Production and sales of bottled water

Summarised financial information in respect of the Group's associates for the years ended 31 March 2026 and 2025 was set out below which represents amounts shown in the respective financial statements of the associates prepared in accordance with HKFRS Accounting Standards. The associates are accounted for using the equity method in the consolidated financial statements.

	2026	2025
	HK$'000	*HK$'000*
Current asset	**30,743**	22,285
Non-current asset	**61,162**	63,570
Current liabilities	**224,141**	193,127
Non-current liabilities	**–**	5,201
Revenue	**8,887**	8,681
Loss for the year	**(32,296)**	(58,481)
Other comprehensive income	**(2,804)**	859
Total comprehensive income	**(35,100)**	(57,622)

Reconciliation of the net liabilities of associates at the acquisition date to the carrying amount of the interests in associates recognised in the consolidated financial statements is as follows:

	2026	2025
	HK$'000	*HK$'000*
Net liabilities of the associates as at acquisition date	**(33,841)**	(33,841)
Proportion of the Group's ownership interests in associates	**20%**	20%
Cost of investments in associates unlisted in Hong Kong	**(6,768)**	(6,768)
Valuation adjustment from acquisition (net of accumulated impairment losses)	**108,479**	116,028
Share of post-acquisition losses and other comprehensive income, net of dividends received	**(101,711)**	(94,689)
Carrying amount of the Group's interests in associates	**–**	14,571

There is no commitment and contingent liabilities under the associates.

16. PROPERTIES UNDER DEVELOPMENT

	2026	2025
	HK$'000	*HK$'000*
Properties under development	**–**	305,431
Less: provision for impairment	**–**	(305,431)
	–	–

The properties under development were disposed of through the disposal of subsidiaries. For the disposal of subsidiaries, please refer to note 25.

17. COMPLETED PROPERTIES HELD FOR SALE

	2026	2025
	HK$'000	*HK$'000*
Completed properties held for sale	**–**	115,536
Less: Provision for impairment	**–**	(57,521)
	–	58,015

The completed properties held for sale were disposed of through the disposal of subsidiaries. For the disposal of subsidiaries, please refer to note 25.

18. TRADE RECEIVABLES

	2026	2025
	HK$'000	*HK$'000*
Trade receivables	**1,679**	1,409

Based on the payment terms of tenancy agreements and credit period granted to customers, the aging analysis of the Group's trade receivables as of each reporting date is as follows:

	2026	2025
	HK$'000	*HK$'000*
0–180 days	**1,679**	1,409

The Group's trade receivables are denominated in RMB, and represent rental receivable from tenants for the use of PRC investment properties and machinery and trading receipts from sales of bottled mineral water and goods. Rentals are payable in accordance with tenancy agreements and no credit period is granted. Credit period of 1 month is granted to customers of bottled mineral water and goods.

The maximum exposure to credit risk at the reporting date is the carrying value of the trade receivables. The aging analysis of the trade receivables that are not individually nor collectively considered to be impaired is as follows:

	2026	2025
	HK$'000	*HK$'000*
Neither past due nor impaired	**1,529**	1,326
Less than 90 days past due	**150**	83
Past due more than 90 days	**–**	–
	1,679	1,409

As at 31 March 2026, as 91% (2025: 94%) of trade receivables were not yet past due, management considered that the expected credit loss of the trade receivables is immaterial.

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	Notes	2026 HK$'000	2025 HK$'000
Non-current assets:			
Deposits paid for acquisition of investment properties, net	(i)	**14,955**	102,980
Current assets:			
Deposits paid, net	(ii)	**144**	1,210
Prepayments	(iii)	**5,382**	4,010
Accrued income		**1,448**	1,194
Other receivables, net	(iv)	**21,129**	34,754
		28,103	41,168

The movement of the provision for impairment loss on deposits paid and other receivables (excluding prepayments and prepaid other taxes) is disclosed in note 5C.

The creation and release of impairment provision on deposits paid have been included in the consolidated statement of profit or loss and other comprehensive income. Amounts charged to the provision account are generally written off, when there is no expectation of recovering additional cash.

Other receivables, net are denominated in the following currencies:

	2026 HK$'000	2025 HK$'000
RMB	**20,604**	34,331
HK$	**525**	423
	21,129	34,754

Notes:

(i) Beijing Properties

As at 31 March 2026, deposit paid of approximately HK$14,955,000, net of provision for impairment of approximately HK$72,178,000 (2025: HK$102,980,000, net of provision for impairment of approximately HK$65,652,000) was related to the acquisition of investment properties in Beijing. Details of the acquisition are set out in the announcement of the Company dated 28 February 2017. After series of negotiations, the vendor proposed to refund the Deposit by way of transferring the Refund Properties, which comprise 10 properties of office premises and retail shops and 106 car parking spaces in Beijing to the Group and pay an additional compensation of RMB8,000,000 in cash, i.e. the Refund Package. During the year ended 31 March 2024, the vendor has fully paid the cash compensation of RMB8,000,000 and transferred 4 properties to the Group. Details of the Refund Properties are set out in the announcement of the Company dated 6 December 2024.

During the year ended 31 March 2026, the vendor transferred 2 properties and 49 car parking spaces and as per supplemental agreement, the Group accepted to replace 13 civil air defense parking spaces of the Refund Properties by 6 freehold car parking spaces. In addition, the vendor refunded cash of approximately RMB31,168,000 as a replacement of the 2 properties and 50 carparks of the Refund Properties. The vendor further paid approximately RMB4,830,000 as cash compensation of late refund. As at 31 March 2026, remaining 2 properties were still pending to be delivered to the Group. Details of the properties transferred, further compensation and cash refund are set out in the announcements of the Company dated 29 April 2025, 15 May 2025, 26 November 2025 and 11 December 2025.

The recoverable amount of the deposit paid for acquisition of investment properties in Beijing has been determined based on fair value of the properties to be refunded to the Group less cost of disposal. The fair value of the deposit paid was determined by reference to the valuation carried out by Graval Consulting Limited, an independent qualified valuer. The valuation used direct comparison method under market approach. Market approach is common for property valuation. As there are publicly available data on comparable transactions in the market, the direct comparison method is adopted, which is based on the recent transaction prices and/or asking prices of similar properties adjusted for nature, location and conditions of the properties to be transferred to the Group. The key inputs to the valuation are PRC comparables ranging from RMB14,160 to RMB23,740 per sq.m. for commercial portion (2025: ranging from RMB23,436 to RMB35,594 per sq.m.). If there is significant increase in the key inputs, it would result in a significant increase in the fair value, and vice versa.

The fair value measurement of the deposit paid was categorised at level 3 hierarchy.

(ii) Deposits paid mainly comprised rental deposits and payments for business related matters. Deposits paid relating to acquisition of properties in Zengcheng were fully impaired.

Zengcheng Properties

The acquisition of properties in Zengcheng was terminated on 18 January 2017 and over 77% of the paid consideration has been refunded in previous years. As at 31 March 2026, deposit paid related to acquisition of properties in Zengcheng was approximately HK$70,219,000 (2025: HK$67,185,000) which full loss allowance was recognised in prior year. The Group's legal advisors has issued demand letters to the vendor for the repayment of the remaining balance of the paid consideration and related compensation. Up to the date of this announcement, the Group is still trying to chase the repayment from the vendor. Based on the Group's historical credit loss experience, there is no indication that the loss allowance for expected credit loss on the deposits paid in prior year should be reversed.

(iii) As at 31 March 2026, prepayments mainly comprised prepayment of purchase cost of machinery for the production of bottled mineral water in Hunan.

(iv) As at 31 March 2026, other receivables of approximately HK$21,129,000, net of provision of impairment approximately HK$3,936,000 (2025: approximately HK$34,754,000, net of provision of impairment approximately HK$3,479,000), mainly comprised the advance payments for business related matters.

Other receivables of approximately HK$6,795,000 (2025: Nil) is interest-bearing at 8% per annum. Other receivables of approximately HK$4,530,000 (2025: Nil) is interest-bearing at 5% per annum. The above receivables are denominated in RMB, guaranteed by the ex-substantial shareholder, Mr. Li Yuguo and repayable within one year.

Other receivables of approximately HK$5,663,000 (2025: Nil) is an advance for a potential investment and denominated in RMB. Such investment terminated and the advance is fully recovered in June 2026.

20. TRADE PAYABLES

	2026	2025
	HK$'000	*HK$'000*
Trade payables	**2,166**	47,449

The following is an aging analysis of trade payables at the end of the reporting period, based on the contract date or invoice date:

	2026	2025
	HK$'000	*HK$'000*
0 to 180 days	**770**	2,305
181 to 365 days	**1,396**	189
Over 365 days	**–**	44,955
	2,166	47,449

The trade payables are not interest-bearing, normally settled within six months after receiving suppliers' invoices and denominated in RMB.

21. OTHER PAYABLES AND ACCRUALS

		2026	2025
	Notes	***HK$'000***	*HK$'000*
Deposit received	(i)	**2,739**	2,739
Land value added tax payable		**–**	482
Accruals		**2,637**	16,322
Receipts in advance		**478**	263
Other payables	(ii)	**68,756**	91,114
		74,610	110,920

Other payables and accruals are denominated in the following currencies:

	2026	2025
	HK$'000	*HK$'000*
RMB	**72,568**	86,439
HK$	**2,042**	24,481
	74,610	110,920

Notes:

(i) Deposit received represented the 1.67% (2025: 1.67%) of consideration received from the purchaser relating to the sale of the entire issued share capital of Century Strong Limited, amounting to RMB2,500,000 (2025: RMB2,500,000). The details of disposal are set out in notes 9 and 10, and the announcement and circular of the Company dated 2 May 2023 and 23 June 2023 respectively. The disposal is expected to be completed by 31 December 2025.

However, the Group has granted the Purchaser the extension of deadline for the completion of disposal to 31 December 2026. Refer to the note 9 for the details.

(ii) As at 31 March 2025, other payables of approximately HK$2,601,000 was interest-bearing at 10% per annum and settled on 26 May 2025. Other payables of approximately HK$2,749,000 was interest-bearing at 7% per annum and settled on 17 June 2026. Other payable of HK$8,000,000 was secured by equity interests of certain subsidiaries, interest-bearing at 10% per annum and settled on 13 January 2026.

22. SHARE CAPITAL

	Notes	Number of ordinary shares	Amount HK$'000
Authorised:			
Ordinary share of HK$0.1 each (before capital reorganisation) and HK$0.01 each (after capital reorganisation)			
At 1 April 2024, 31 March 2025 and 1 April 2025		25,000,000,000	2,500,000
Capital reorganisation on 27 June 2025	(iv)	225,000,000,000	–
31 March 2026		250,000,000,000	2,500,000
Issued and fully paid:			
Ordinary share of HK$0.1 each (before capital reorganisation) and HK$0.01 each (after capital reorganisation)			
At 1 April 2024		938,402,800	93,840
Placing of shares on 20 May 2024	(i)	187,680,560	18,768
Issuance of consideration shares on 13 June 2024	(ii)	187,680,000	18,768
At 31 March 2025 and 1 April 2025		1,313,763,360	131,376
Placing of shares on 11 June 2025	(iii)	170,100,000	17,010
Capital reorganisation on 27 June 2025	(iv)	(1,335,477,024)	(146,902)
Right issue on 9 January 2026	(v)	296,772,672	2,968
At 31 March 2026		445,159,008	4,452

Notes:

(i) On 20 May 2024, the Company completed a placing of 187,680,560 new shares at a price of HK$0.105 per placing share and raised gross proceeds of approximately HK$19,706,000, of which approximately HK$18,768,000 was credited to share capital account and the balance of approximately HK$938,000 was credited to share premium account of the Company.

Share issuance expenses (mainly include the placing commission and other related expenses) that are directly attributable to the placing of shares amounting to approximately HK$591,000 was treated as a deduction against the share premium account arising of the placing of shares.

(ii) On 13 June 2024, the Company issued a total of 187,680,000 consideration shares at a price of HK$0.23 per consideration share (equivalent to the amount of HK$43,166,400) as part of the consideration of the acquisitions of two target companies, of which HK$18,768,000 was credited to share capital account and the balance of approximately HK$24,399,000 was credited to share premium account of the Company. The issue of consideration shares was a non-cash transaction.

(iii) On 11 June 2025, the Company completed a placing of 170,100,000 new shares at a price of HK$0.1 per placing share and raised gross proceeds of approximately HK$17,010,000 and was credited to share capital account of the Company.

Share issuance expenses (mainly include the placing commission and other related expenses) that are directly attributable to the placing of shares amounting to approximately HK$646,000 was treated as a deduction against the share premium account arising of the placing of shares.

(iv) On 27 June 2025, the Company completed the capital reorganisation which involves the share consolidation, the capital reduction and the subdivision. The share consolidation involved a consolidation of every ten (10) issued and unissued ordinary shares of par value of HK$0.1 each in the share capital of the Company into one (1) consolidated share of par value of HK$1.00 each in the share capital of the Company. Upon the effectiveness of the share consolidation, the capital reduction was effected by reducing the par value of each issued consolidated share from HK$1.00 to HK$0.01. Followed by the subdivision of each authorised but unissued consolidated shares be subdivided into one hundreds (100) authorised but unissued new shares of par value HK$0.01 each.

This capital reorganisation resulted in the authorised share capital of the Company became HK$2,500,000,000, divided into 250,000,000,000 new shares with a par value of HK$0.01 each, of which 148,386,336 new shares were in issue and fully paid. The issued share capital was reduced from HK$148,386,336 by HK$146,902,473 to HK$1,483,863.

(v) On 9 January 2026, the Company completed the rights issue on the basis of two (2) rights shares for every one (1) existing share, resulting in the issue of 296,772,672 new shares at HK$0.146 per rights share and raised gross proceeds of approximately HK$43,328,000, of which approximately HK$2,968,000 was credited to share capital account and the balance of approximately HK40,360,000 was credited to share premium account of the Company.

Share issuance expenses (mainly include the share subscription and other related expenses) that are directly attributable to the rights issues amounting to approximately HK$1,463,000 was treated as a deduction against the share premium account arising of the rights issues.

23. BORROWINGS

	2026	2025
	HK$'000	*HK$'000*
Bank borrowings – secured		
Current	**9,061**	–
Non-current	**–**	8,669
	9,061	8,669

As at 31 March 2026 and 2025, bank borrowings are interest-bearing at 4.615% per annum, secured by factories under land and buildings and land use right (note 14) located in Hunan, the PRC and repayable on 19 September 2026.

The fair values of the borrowings are not materially different from their carrying amounts, since the interest payable on those borrowings is close to current market rates.

The Group's borrowings are denominated in RMB.

24. ACQUISITION OF A SUBSIDIARY

Acquisition of Dongguan Zhongxing Supply Chain Co., Ltd ("Zhongxing")

For the year ended 31 March 2026, the Group acquired 100% of the registered capital of Zhongxing at a consideration of RMB1. Zhongxing is principally engaged in general trading of goods in the PRC. The acquisition has been completed on 24 March 2026.

	Carrying value *HK$'000*	**Fair value adjustment** *HK$'000*	**Fair value** *HK$'000*
The identifiable assets acquired and the liabilities assumed at the date of acquisition			
Trade receivables	161	–	161
Bank balances and cash	35	–	35
Trade payables	(196)	–	(196)
Other payables	(5)	–	(5)
Identifiable net liabilities	(5)	–	(5)
Loss on acquisition of a subsidiary			5
Total consideration			–*

* *less than one thousand Hong Kong dollars*

	HK$'000
Net cash inflow from the acquisition	
Bank balances and cash acquired	35

The Group recognised a loss on acquisition of subsidiary of approximately HK$5,000 in the business combination as a result of the fair value of Zhongxin's identifiable net liabilities over the sum of the consideration transferred. Management assessed that the book values approximates the fair values of the identifiable net liabilities at the date of acquisition.

Zhongxing contributed a loss of approximately HK$4,000 to the Group's results for the period from the date of acquisition to 31 March 2026.

If the acquisition had been completed on 1 April 2025, the Group's revenue for the year ended 31 March 2026 would have been approximately HK$23,113,000, and the Group's loss for the year would have been approximately HK$182,366,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved, had the acquisition been completed on 1 April 2025, nor is intended to be a projection of future results.

25. DISPOSAL OF SUBSIDIARIES

Disposal of Creations Apex Limited, Impact Winner Limited, King Lotus Limited and World Legend Limited

On 15 October 2025, the Group has entered into a disposal agreement with the purchaser Vantage On Ventures Limited, an independent third party in respect of the sale of 100% share equity of Creations Apex Limited, Impact Winner Limited, King Lotus Limited and World Legend Limited (the "Disposed Subsidiaries", with their subsidiaries together, the "Disposed Group") at a consideration of RMB3,000,000. The disposal was completed on 6 November 2025.

The net liabilities of the Disposed Group at the date of disposal were as follows:

	HK$'000
Consideration received	3,291
Net liabilities disposed of:	
Property, plant and equipment	(188)
Prepayments, deposits and other receivables	(27,399)
Completed properties held for sale	(58,736)
Bank balances and cash	(1,241)
Trade payables	46,986
Other payables and accruals	5,536
Land value added tax payable	488
Contract liabilities	48,488
	13,934
Gain on disposal before release of translation reserve	17,225
Release of translation reserve	(38,468)
Loss on disposal of the subsidiaries	(21,243)
Satisfied by:	
Cash	3,291
Net cash inflow from disposal:	
Cash consideration	3,291
Bank balances and cash disposal of	(1,241)
	2,050

For the period from 1 April 2025 to the date of disposal, the Disposed Group was engaged in investment holding and property development in Dalian. The Disposed Group did not recognise any revenue but a loss of approximately HK$211,000 has been recognised in the Group's loss for the year ended 31 March 2026.

After disposal, the financial guarantee liabilities of the subsidiary, 大連創和置地有限公司, disclosed in last year announcement are not required to be disclosed in the Group's financial statements.

26. MATERIAL RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Save as disclosed elsewhere in the consolidated financial statements, details of transactions between the Group and other related parties are disclosed below.

(a) Transactions with related parties

(i) Acquisition of Zhongxing

As disclosed in note 24, during the year ended 31 March 2026, the Group acquired 100% of the registered capital of Zhongxing at a consideration of RMB1. The legal representative of the Seller of the Zhongxing is the legal representative of a subsidiary of the Group. The Seller is a connected person of the Company at the subsidiary level. Hence, the Acquisition constitutes a connected transaction under Chapter 14A of the Listing Rules.

(ii) Interest on promissory note

A promissory note of HK$5,000,000 was issued by the Company on 29 November 2024 to Mr. Liu Yan Chee James, who is an executive director of the Company before his retirement as disclosed. On 26 March 2025, the Company has redeemed all promissory note. The interest on promissory note are recognised as follows:

	2026	2025
	HK$'000	*HK$'000*
Interest on promissory note	**–**	97

(b) Transaction relating to non-controlling interests

During the year ended 31 March 2025, the interest income relating to the amount due from non-controlling interests are recognised as follows:

	2026	2025
	HK$'000	*HK$'000*
Interest income relating to amount due from non-controlling interests	**–**	135

(c) Remuneration of key management personnel

The remuneration of key management personnel during the year was as follows:

	2026	2025
	HK$'000	*HK$'000*
Short-term benefits	**2,039**	5,058
Retirement benefit scheme	**34**	37
	2,073	5,095

27. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following capital commitments:

	2026	2025
	HK$'000	*HK$'000*
Contracted but not provided for:		
Property development expenditure	**–**	98,428
Construction in-progress for water exploitation activities in Hunan	**6,094**	5,920
	6,094	104,348

28. SUBSEQUENT EVENTS

On 13 May 2026, the Group entered into the asset transfer agreement with an independent third-party (the "Purchaser"), to sell the Zhejiang machinery with carrying amount of approximately HK$5,443,000, at the consideration of RMB5,800,000 (equivalent to approximately HK$6,631,000). The Zhejiang machinery was not leased out for rental income nor in use as at 31 March 2026. Therefore, the disposal has no adverse effect to the operation of the Group. Refer to the announcement of the Company dated 13 May 2026 for the details of disposal.

FINANCIAL REVIEW

Revenue

For the year, the Group's revenue amounted to approximately HK$22,635,000 (2025: HK$20,044,000), reflecting growth despite challenging market conditions. The increase was primarily driven by the Group's bottled mineral water business, which commenced production in March 2024. The management of Hunan Xintian has been actively expanding its customer base and promoting its water products to enhance sales and market penetration.

However, the global economy remained subdued, while the economic recovery in the PRC has been gradual, with the property market in particular experiencing further weakening. This prolonged downturn in the real estate sector severely hindered the performance of the Group's developed property sales in the PRC, which eventually led to the Group's strategic decision to dispose of this entire segment during the Year. Concurrently, under the influence of the sluggish market environment, the Group's rental and management fee income from investment properties also faced downward pressure. Nonetheless, the leasing business continued to provide a stable and resilient baseline cash flow for the Group's remaining continuing operations.

Cost of Sales

For the Year, cost of sales of the Group was approximately HK$18,484,000 (2025: HK$19,266,000), including cost of bottled mineral water sold of approximately HK$18,030,000 (2025: HK$18,182,000). As the developed property segment was entirely disposed of during the Year, no cost of properties sold was recognised for the year (2025: HK$1,084,000). The cost of bottled mineral water sold for the year comprised mainly of the amortisation of water mining right of approximately HK$6,122,000 (2025: HK$10,011,000).

Gross Profit

For the Year, the Group recorded a gross profit of approximately HK$4,151,000 (2025: HK$778,000). The gross profit was mainly attributable to the rental income generated from the investment properties in Suzhou, Zhejiang and Beijing.

Other Gains

During the current year, the Group recorded other gains of approximately HK$11,228,000 (2025: HK$501,000). This substantial increase was primarily attributable to (i) the recognition of compensation income of approximately HK$5,323,000 relating to the acquisition of Beijing properties; and (ii) a gain on settlement of liabilities of approximately HK$4,059,000 crystallised during the Year.

Other Losses

For the Year, the Group recorded other losses of approximately HK$147,000 (2025: HK$201,000). The decrease in other losses was mainly attributable to the decrease in currency exchange losses on the monetary assets and liabilities denominated in RMB resulting from more stable Renminbi exchange rate during the Year.

Selling and Distribution Expenses

For the Year, selling and distribution expenses of the Group remained stable at approximately HK$3,914,000 (2025: HK$1,090,000). This substantial increase was primarily driven by the Group's intensified marketing and promotional efforts to support the expansion of its bottled mineral water business, which led to an advertising expense of approximately HK$2,100,000 incurred during the Year. Concurrently, corresponding logistics and operational costs, including transportation costs and labour service fees also increased in line with the business growth.

Administrative Expenses

Administrative expenses primarily consisted of directors' emoluments, other staff costs and benefits, depreciation, legal and professional fees, land and property taxes and other general office expenses, which were approximately HK$25,941,000 for the Year (2025: HK$29,703,000). This decrease was primarily attributable to the Group's effective cost-control measures, which led to (i) a reduction in directors' emoluments and general staff salaries from approximately HK$11,907,000 in 2025 to approximately HK$10,727,000 for the Year; and (ii) the Non-recurrence of director's housing rent expenditures for the Year (2025: approximately HK$1,000,000).

Share of Results of Associates

For the Year, the share of losses of associates was approximately HK$6,461,000 (2025: HK$11,696,000) which were mainly attributable to the depreciation of property, plant and equipment and amortisation of water procurement permit of the associate in Guangxi. The increase in losses was mainly due to the increase in operating loss of the associate.

Finance Costs

For the Year, the finance costs of the Group was approximately HK$982,000 (2025: HK$1,258,000), which mainly represented the interest on secured bank loans and other payables.

Material Impairment Loss and Fair Value Loss on Assets

The global economic recovery remains fragile, while the PRC market continues to face structural headwinds, particularly in the real estate sector and consumer spending. Given these persistent market challenges, the Group's operations have been adversely affected, leading to impairments on certain assets during the Year. For the Year, the Group recognised material impairment loss and fair value loss on assets from continuing operations including:

(i) provision for impairment loss on intangible assets of approximately HK$57,917,000 (2025: HK$91,378,000) (details of which are set out in note 14 to this announcement);

(ii) loss from changes in fair value of investment properties of approximately HK$48,644,000 (2025: HK$315,973,000) (details of which are set out in note 13 to this announcement);

(iii) provision for impairment loss on the remaining deposits paid for Beijing Properties of approximately HK$3,463,000 (2025: HK$43,103,000) was recognised for the Year; and

(iv) An impairment loss on the interests in associates of approximately HK$7,549,000 (2025: HK$63,904,000) was provided for the Year (details of which are set out in note 15 to this announcement).

In addition, regarding the discontinued operations, the Group recognised a provision for impairment loss on assets classified as held for sale of approximately HK$59,600,000 for the Year (2025: Nil). This impairment was primarily attributable to the further downward adjustment in the recoverable value of certain assets within the discontinued operations, reflecting the continued unfavourable market conditions in the PRC property sector during the Year.

Loss Attributable to Owners of the Company

For the Year, the Group recorded a loss attributable to owners of the Company, which amounted to approximately HK$182,362,000 (2025: HK$451,554,000). The decrease in loss was mainly attributable to:

(i) a significant decrease in loss from changes in fair value of investment properties;

(ii) a decrease in provision for impairment loss on interests in associates;

(iii) a decrease in provision for impairment loss on intangible assets;

(iv) a decrease in provision for impairment loss on deposit paid;

(v) a decrease in income tax credit; and

(vi) an increase in loss from discontinued operations and the recognition of a loss on disposal of subsidiaries during the Year.

BUSINESS REVIEW

The Group continued to focus on its core businesses in water business, mining business and property investment business during the Year.

The overall economy in the PRC remains stagnant, characterized by a prolonged downturn in the real estate sector and softening consumer demand. The Group is facing significant challenges, including but not limited to the downturn of the property market, unfavourable market sentiment and low consumer demand in the PRC. This prolonged downturn in the real estate sector severely hindered the performance of the Group's developed property sales, which eventually led to the Group's strategic decision to dispose of the entire property development segment during the Year. The Group is proactively taking actions to mitigate the adverse impacts of these challenges, although our core businesses remain affected to some extent.

Water Business

The Group recorded a loss from water business segment of approximately HK$74,330,000 for the Year (2025: HK$99,820,000). The decrease in loss from water business segment was mainly due to the increase in revenue from bottled mineral water and the decrease in impairment loss on the water mining right possessed by the subsidiary of the Company in Hunan.

Water Production and Sales

The Group holds 20% equity interests in Hong Kong Spring Water Ding Dong Group Company Limited which has a wholly-owned subsidiary in Guangxi, Guangxi Spring Water Ding Dong Beverages Company Limited* ("Guangxi Spring Water Ding Dong"). Guangxi Spring Water Ding Dong possesses a water procurement permit for production and sales of bottled water and is currently in operation in Guangxi.

During the Year, the Group shared losses of associates of approximately HK$6,461,000) (2025: HK$11,696,000), which were mainly attributable to the depreciation of property, plant and equipment and amortisation of water procurement permit of the associate in Guangxi. The decrease in losses was mainly due to the decrease in amortisation.

The Group reviewed the recoverable amount of the interests in associates as at 31 March 2026 with reference to a valuation report issued by an independent qualified valuer. An impairment loss on the interests in associates of approximately HK$7,549,000 (2025: HK$63,904,000) was provided for the Year. Details of the impairment assessment are set out in note 15 to this announcement.

Water Mining

The Group holds 67% equity interests in Good Union (China) Limited ("Good Union"), which has a wholly-owned subsidiary in Hunan, Hunan Xintian Strontium Rich Mineral Water Co., Ltd.* ("Hunan Xintian"). Hunan Xintian possesses a water mining right for exploitation of mineral water in Hunan. The construction of the factory buildings was completed in 2023 and the installation of machinery and equipment was completed in 1st quarter 2024. The commercial production has commenced in March 2024.

For the Year, the Group recognised revenue from the sales of bottled mineral water of approximately HK$10,816,000 (2025: HK$4,892,000). The management of Hunan Xintian is actively soliciting customers and promoting its water products in order to enhance its turnover and customer bases.

The Group reviewed the recoverable amount of the water mining right as at 31 March 2026 with reference to a valuation report issued by an independent qualified valuer. An impairment loss on the water mining right of approximately HK$61,553,000 (2025: HK$83,400,000) was provided for the Year. The water mining right was further impaired which was resulted from the unfavourable market sentiment and low consumers' demands in the PRC. Details of the impairment assessment are set out in note 14 to this announcement.

Mining Business

The Group recorded a profit from mining business segment of approximately HK$3,559,000 for the Year (2025: loss of HK$8,465,000). The profit from mining business segment was mainly due to reversal on impairment loss on mining right. Details of Jiuyuan Mine and Jinhao Mine are set out below.

Jiuyuan Mine

The Group holds 100% equity interests in Yonyin Investment Holdings Limited ("Yonyin"). Yonyin's indirect wholly-owned subsidiary, ZhenYuan County JiuYuan Mining Co., Ltd.* ("Jiuyuan") holds a mining licence with minerals of lead and zinc located at Jiujia Township, Zhenyuan County, Pu'er City, Yunnan Province, the PRC* (中國雲南省普洱市鎮沅縣九甲鄉).

The mining sector operates within PRC's stringent national regulatory framework. In recent years, the Ministry of Ecology and Environment has progressively enhanced pollution control policies through comprehensive implementation of the "Three Lines and One List" governance mechanism (encompassing Ecological Conservation Redlines, Environmental Quality Baselines, Resource Utilization Ceilings, and Ecological Environment Access Lists). These requirements now constitute fundamental compliance benchmarks for industry operations. Within this regulatory context, the expected time of commencement of commercial production of Jiuyuan has been affected. Following an on-site inspection by regulatory authorities in early 2025, the Group received directives mandating completion of specified facility enhancements and process optimizations prior to commencement of commercial production. Furthermore, supplementary guidance from local regulators in early 2025 further verbally instructed that the project is required to complete specialised certification protocols and demonstrate compliance with core standards, including ecological preservation, production safety, and sustainable resource utilization, before commencing commercial operations.

The Group has been using its best endeavours to fulfil all applicable regulatory requirements. The Group has maintained active communication with the local authorities. In December 2025, the management team and its consultant team visited the local authorities for in-depth discussions on solutions to the challenges currently faced by Jiuyuan. The Group has obtained clear guidelines regarding the resumption of production as well as the application procedures for the renewal of the mining right. The renewal procedure of the mining right is in progress now. The Group has maintained the expected commencement date of commercial production in the fourth quarter of 2026.

The Group reviewed the recoverable amount of the mining right of Jiuyuan as at 31 March 2026 with reference to a valuation report issued by an independent qualified valuer. A reversal on impairment loss of HK$3,636,000 (2025: provision for impairment loss of HK$7,978,000) was provided for the Year. Details of the impairment assessment are set out in note 14 to this announcement.

Jinhao Mine

The Group holds 73.1% equity interests in Yongming Investment Holdings Limited ("Yongming"). Yongming's indirect wholly-owned subsidiary, ZhenYuan County JinHao Mining Co., Ltd.* ("Jinhao") holds an exploration licence with minerals of copper, lead and silver located at Enshui Road (Minjiang Market Section), Zhenyuan Yi Hani Lahu Autonomous County, Pu'er City, Yunnan Province, the PRC* (中國雲南省普洱市鎮沅彝族哈尼族拉祜族自治縣恩水路(民江集貿市場段)).

Jinhao is in the process of applying the mining licence in accordance with established procedures. Following a comprehensive assessment of approval progress and funding efforts, the projected production commencement originally prudently adjusted to the second half of 2027. Currently, the application for the conversion of the exploration licence to a mining licence for Jinhao Mine is still in the pre-application stage. The progress is slower than originally anticipated, and the approval timeline is subject to various uncertainties. Given the prevailing funding, regulatory approval, and operational complexities, the Group is diligently assessing the strategic viability and the timeline for the project to ensure the optimal allocation of resources and long-term value for Shareholders.

1. *Funding Requirements*

Substantial capital investment is mandatory before the mining licence can be granted. This includes major expenditures on infrastructure development and regulatory compliance, such as:

- Construction and upgrading of roads, power supply, and water systems
- Tailings storage facility upgrades and environmental monitoring systems
- Ecological restoration works
- Safety production facilities
- Significant rehabilitation deposits

The total investment required runs into tens of millions of RMB and constitutes a strict prerequisite for licence approval.

The Company has insufficient internal cash flows to fund preliminary works, and the overall financing plan – including project loans, strategic partnerships, and government support – has not yet been secured. This funding gap continues to seriously constrain project advancement.

2. *Approval Process*

Although the new *Mineral Resources Law* introduced a "direct exploration-to-mining" channel, the actual implementation remains highly demanding. The project must fully satisfy multiple pre-conditions, including:

- Approval of mineral resources reserve reports
- Preparation and approval of green mine construction plans

- Ecological restoration schemes
- Mining and utilisation plans

The approval process involves iterative reviews by multiple government authorities (Natural Resources, Ecology and Environment, Emergency Management, etc.). Feedback from any department can trigger repeated revisions and additional submissions, creating lengthy cycles.

The Company remains committed to the long-term development of its mining business, which aligns with national strategies for critical mineral resources and actively engaging with relevant authorities, accelerating compliance works, and pursuing multiple financing channels. However, shareholders are advised that the actual timeline, costs, and outcomes remain subject to regulatory approvals, funding success, site conditions, and other uncertainties inherent in mining projects. Further updates will be provided as and when appropriate.

The Group reviewed the recoverable amount of the exploration right of Jinhao as at 31 March 2026 with reference to a valuation report issued by an independent qualified valuer. No impairment loss was provided for the Year (2025: Nil). Details of the impairment assessment are set out in note 14 to this announcement.

Property Investment Business

The Group recorded a loss from property investment segment of approximately HK$45,567,000 for the Year (2025: HK$362,009,000). The decrease in loss was mainly due to a significant decrease in loss from change in fair value of investment properties.

For the Year, the Group recorded revenue from property investment segment of approximately HK$11,370,000 (2025: HK$15,152,000). Details of the decrease in revenue are set out in the property projects in Zhejiang and Suzhou below.

Property Investment

Beijing Properties

The Group entered into an acquisition agreement on 28 February 2017 to purchase (a) office premises with an aggregate gross floor area of 8,335 square metres and (b) underground car park with an aggregate gross floor area of 3,100 square metres located at Phase III of Beijing Convention and Exhibition International Port (Exhibition Centre Ancillary Facilities) Project* (北京會展國際港展館配套設施項目第三期) for a consideration of approximately RMB220,000,000 (subject to adjustment). The Group has paid the consideration of RMB200,000,000 in accordance with the payment terms stated in the acquisitions agreement as deposits.

Due to the outbreak of the COVID-19 pandemic, construction works were temporarily suspended and the vendor failed to hand over the properties to the buyer in accordance with the agreed schedule. The Group took legal action against the vendor for the material delay in handover of the properties. Since the vendor has still not handed over the properties in 2023, the vendor has undertaken with the Group to refund the entire deposit to the Group. As the vendor was in financial difficulties, the vendor has undertaken to (i) refund the deposit by transferring certain properties in Beijing held by the vendor and (ii) pay an additional cash compensation of RMB8,000,000 to the Group. As at 31 March 2024, the vendor has fully paid the cash compensation of RMB8,000,000 and transferred 4 properties with the aggregate Consideration of approximately RMB44,381,600 to the Group.

During the year ended 31 March 2026, the vendor transferred 2 properties and 49 car parking spaces to the Group. As per the supplemental agreement, the Group accepted to replace 13 civil air defense parking spaces of the Refund Properties with 6 freehold car parking spaces. In addition, the vendor refunded cash of approximately RMB31,168,000 as a replacement of the 2 properties and 50 carparks of the Refund Properties. The vendor further paid approximately RMB4,830,000 as cash compensation of late refund. As at 31 March 2026, remaining 2 properties were still pending to be delivered to the Group. Details of the properties transferred, further compensation and cash refund are set out in the announcements of the Company dated 29 April 2025, 15 May 2025, 26 November 2025 and 11 December 2025. The remaining 2 properties are expected to be transferred as refunds of deposits in late 2026.

These properties are currently leased to tenants for rental income. For the Year, the Group recorded rental income from these properties of approximately HK$496,000 (2025: HK$453,000). During the Year, two units and certain car parking spaces were repossessed by the Group and remained vacant as at 31 March 2026. To mitigate the transitional vacancy, the Group is proactively identifying and soliciting high-caliber tenants to optimise the tenant mix and restore the occupancy rate of these properties in due course.

The Group reviewed the market values of the properties transferred and proposed to transfer to the Group as refund as at 31 March 2026 with reference to a valuation report issued by an independent qualified valuer using market approach. A loss from change of fair value of the properties transferred which are recognised as investment properties of the Group, of approximately HK$15,042,000 (2025: HK$21,029,000) was recognised for the Year. Details of the fair value assessment of these investment properties are set out in note 13 to this announcement.

Apart from this, provision for impairment loss on the remaining deposits paid for Beijing Properties of approximately HK$3,463,000 (2025: HK$43,103,000) was recognised for the Year. Details of the impairment assessment of the deposits paid are set out in note 19 to this announcement.

Given that the vendor was actively settling its liabilities, the Group has temporarily refrained from taking further actions against the vendor. While the Group reserves all its rights against the vendor and in order to minimize its loss as far as possible, the Group will continue to, follow up and closely monitor the refund progress.

Zhejiang Properties

The Group holds the land use rights in respect of an industrial land parcel with site area of approximately 31,950 square metres and a two-storey industrial building with a total gross floor area of approximately 45,330 square metres together with another land parcel with a total site area of approximately 74,960 square metres located at Chen Village, Shanghua Street, Lanxi City, Jinhua, Zhejiang Province, the PRC* (中國浙江省金華蘭溪市上華街道沈村).

The industrial lands and building are currently leased to tenants for rental income. The Group recorded rental income of approximately HK$3,262,000 for the Year (2025: HK$5,227,000). The decrease was primarily attributable to the non-renewal of a major lease with a key tenant (occupying approximately 20,000 square metres) upon its expiration in March 2025. During the Year, the Group successfully re-leased approximately 5,486 square metres of the vacant space; however, the overall rental income was adversely affected by both the reduced leased area and the lower average monthly rental rate compared to the prior period.

The Group reviewed the market value of Zhejiang Properties as at 31 March 2026 with reference to a valuation report issued by an independent qualified valuer using market approach in the assessment of the valuation. The loss from change in fair value of Zhejiang Properties of approximately HK$8,814,000 (2025: gain from change in fair value of approximately HK$109,000) was recognised for the Year. Details of the fair value assessment are set out in note 13 to this announcement.

Suzhou Properties

The Group holds the land use rights in respect of several buildings with total construction area of approximately 14,798 square metres together with the land parcel with a total site area of approximately 20,841 square metres located at 6 Waiwujingnong, Suzhou, Jiangsu, the PRC* (中國江蘇省蘇州市外五涇弄6號).

The Suzhou Properties comprise a garden-style hotel in Suzhou for travel, vacation, conference and meeting. It was being leased out by the Group for rental income and the tenants operated the same as, inter alia, business clubs, featured business boutique hotels, restaurants, shops, offices, etc. For the Year, the Group recorded rental and management fee income of approximately HK$7,612,000 (2025: HK$7,555,000).

Although the macroeconomic environment in the PRC previously posed challenges to tourism and business activities, resulting in a degree of tenant turnover in prior years, the leasing situation has stabilised during the Year. The Group has maintained steady occupancy and rental rates, reflecting improved market resilience and the successful implementation of our tenant retention strategies.

As at 31 March 2026, the Suzhou Properties maintained a highly stable and optimal occupancy profile, with substantially all units successfully leased out to operators and tenants, save for a minor portion. Demonstrating strong tenant stickiness and portfolio stability, the earliest expiring lease among the major tenancy agreements is scheduled for October 2028, thereby ensuring a secured and predictable recurring rental income stream for the Group in the upcoming financial years.

The Group reviewed the market value of Suzhou Properties as at 31 March 2026 with reference to a valuation report issued by an independent qualified valuer using market approach in the assessment of the valuation. The loss from change in fair value of Suzhou Properties of approximately HK$24,788,000 (2025: HK$295,053,000) was recognised for the Year. Details of the fair value assessment are set out in note 13 to this announcement.

Yantian Properties (discontinued operations)

(A) The Group entered into an acquisition agreement on 24 June 2014, a supplemental agreement on 15 April 2015, the second supplemental agreement on 12 July 2016, the third supplemental agreement on 17 May 2017 and the fourth supplemental agreement on 3 May 2018 to purchase the property at a consideration of approximately RMB100,000,000 (equivalent to approximately HK$126,000,000).

The property comprises 46 units of Jinma Creative Industry Park (formerly known as "Kingma Information Logistic Park") which is situated at Depot No. 2, 3rd Road and Shenyan Road Intersect, Inner Logistic Park, Yantian Bonded Area, Yantian District, Shenzhen City, the PRC* (中國深圳市鹽田區鹽田保稅區物流園內三號路與深鹽路交匯處二號堆場) ("Jinma Creative Industry Park") with a total gross floor area of approximately 8,699 square metres.

As at 31 March 2026, the Group had obtained physical possession of the property and paid conditionally refundable deposit in the aggregate sum of RMB90,000,000 in accordance with the payment terms stated in the sales and purchase agreement. The remaining balance of the consideration of approximately RMB10,000,000 shall be paid within 30 days from the date on which the relevant building ownership certificates are issued in favour of the purchaser which is an indirect wholly-owned subsidiary of the Company (the "Jinma Industry Park Purchaser"). The vendor shall register the title of the property under the name of the Jinma Industry Park Purchaser on or before 31 December 2018 (or such other date as may be mutually agreed).

(B) The Group entered into the second acquisition agreement on 15 May 2015, a supplemental agreement on 12 July 2016, the second supplemental agreement on 17 May 2017 and the third supplemental agreement on 3 May 2018 to purchase additional property at a consideration of approximately RMB65,100,000 (equivalent to approximately HK$81,400,000). The property comprises 30 units of Jinma Creative Industry Park with a total gross floor area of approximately 5,400 square metres.

As at 31 March 2026, the Group had obtained physical possession of the property and paid conditionally refundable deposit in the aggregate sum of RMB60,000,000 in accordance with the payment terms stated in the sale and purchase agreement. The remaining balance of the consideration of approximately RMB5,100,000 shall be paid within 30 days from the date on which the property is registered under the name of the Jinma Industry Park Purchaser. The vendor shall register the title of the property under the name of the Jinma Industry Park Purchaser on or before 31 December 2018 (or such other date as may be mutually agreed).

(C) The Group entered into the third acquisition agreement on 10 November 2015, a supplemental agreement on 17 May 2017 and the second supplemental agreement on 3 May 2018 to purchase additional property at a consideration of approximately RMB101,600,000 (equivalent to approximately HK$122,000,000). The property acquired was a single-storey reinforced concrete building designated for office and storage uses located at Block 2 of Jinma Creative Industry Park with a total gross floor area of approximately 4,957 square metres.

As at 31 March 2026, the Group had obtained physical possession of the property and paid conditionally refundable deposit in the aggregate sum of RMB100,000,000 in accordance with the terms of payment stated in the sale and purchase agreement. The remaining balance of the consideration of approximately RMB1,600,000 shall be paid within 30 days from the date on which the property is registered under the name of the Jinma Industry Park Purchaser. The vendor shall register the title of the property under the name of the Jinma Industry Park Purchaser on or before 31 December 2018 (or such other date as may be mutually agreed).

For Yantian Properties (A), (B) and (C) as described above, as at the date of this announcement, the vendor has still not registered the titles of the properties under the name of the Jinma Industry Park Purchaser. The approval from the PRC government authority for issuing the building ownership certificates remained pending. In April 2021, the Company received the second letter from the vendor requesting for an extension of the deadline to 31 December 2021 for handling the matter of building ownership certificates. However, due to the continuation of the COVID-19 pandemic, the registration of building ownership certificates has not been completed by the extended deadline. The Company has engaged a PRC law firm to negotiate with the vendor to resolve this matter.

Given the title defects in the Yantian Properties, such properties do not generate any revenue nor profit for the Group while the Group has to expend certain costs in continuing to hold and maintain the same.

On 27 April 2023, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Century Strong Limited and the shareholder's loan advanced to Century Strong Limited and its subsidiaries (the "Disposal Group"), at a consideration of RMB150,000,000. The wholly-owned subsidiaries of Century Strong Limited hold the naming right and advertising right of Jimma Creative Industry Park and the Yantian Properties (A), (B) and (C). The disposal constituted a very substantial disposal transaction under the Listing Rules and was approved by the shareholders of the Company at the special general meeting held on 12 July 2023. Details of the disposal are set out in the announcement of the Company dated 2 May 2023 and the circular of the Company dated 23 June 2023.

Reference is made to the announcements of the Company dated 14 February 2025 and 1 March 2026 in relation to the disposal of the Disposal Group.

As previously disclosed, the Purchaser requested a postponement of the completion date. Upon careful assessment of the updated asset proofs and background information submitted by the Purchaser, and subject to the receipt of a further deposit of RMB1,000,000, the Group initially agreed to extend the completion deadline to 31 December 2025.

Subsequent to 31 December 2025, the Purchaser requested a further extension. To safeguard the interests of the Company and the Shareholders as a whole, the Group proactively explored alternative opportunities to sell the Disposal Group to other potential buyers; however, no alternative willing purchaser could be secured under the prevailing sluggish market conditions. To mitigate the economic impact of such delay, the Group negotiated stringent compensatory terms and granted a further extension of the completion deadline to 31 December 2026, in consideration of a one-off non-refundable extension fee of RMB600,000 and a non-refundable monthly extension fee of RMB300,000 payable at the end of each calendar month until the full settlement of the remaining balance of the consideration.

Nevertheless, in view of the prolonged delays, the management of the Company adopted a prudent approach to re-examine the Purchaser's financial capability to fulfill its final completion obligations, which indicated a potential impairment trigger for the Disposal Group. Consequently, based on the assessment of the recoverable amount against the backdrop of the persistent real estate market downturn in the PRC, the Group recognized a provision for impairment loss on assets classified as held for sale of HK$59,643,000 for the Year (2025: Nil).

Trading of Goods Business

During the Year, the Group recorded a revenue of HK$449,000 from the trading of goods segment for the Year. This segment is currently in its initial establishment stage, and its short-term profitability was temporarily constrained by preliminary procurement and operating costs. The Group anticipates that as business scale expands and higher transaction volumes are achieved, the resulting economies of scale will optimise the profit-sharing structure and drive future profitability. Details of the acquisition are set out in the Company's announcement dated 24 March 2026. Through this acquisition, the Group has strategically integrated supply chain management capabilities to broaden its revenue streams, laying a solid foundation for the long-term growth of this segment.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long-term sustainability of the environment and communities in which it operates. As a responsible corporation, the Group has complied with all relevant laws and regulations regarding environmental protection, health and safety, workplace conditions and employment in all material respects. The Group has also adopted effective measures to achieve efficient use of resources, energy saving and waste reduction.

COMPLIANCE WITH LAWS AND REGULATIONS

During the Year, there was no incident of material non-compliance with any relevant laws and regulations for the Group.

RELATIONSHIP WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

During the Year, there were no material dispute between the Group and its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

PROSPECTS

Although the Group has faced challenges arising from the prevailing economic headwinds and the downturn of property market and economy in the PRC during the Year, the Directors are optimistic about the economic development of the PRC in the long run and believes that the demands for water products and properties in the PRC will remain stable and sustainable. The Group will continue to strengthen its competitive strength in its core business, i.e. water business, mining business and property investment business and look for appropriate business and investment opportunities in these areas.

The Group has completed to acquire Jiuyuan and Jinhao. The acquisitions represent an excellent opportunity for the Group to invest and tap into in the natural resources industry in the PRC and are in line with the development objective of the Group of becoming a market player in the natural resources industry. The Group is looking forward for the contributions from mining business in near future.

The Group will continue to endeavour to diversify its business and asset portfolio in order to diverse the risks from its existing businesses. Apart from its existing core business, the Group is actively studying the feasibilities of expansion into energy-related business. The management remains open for other business opportunities whenever the same arise.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE AND CONNECTED PARTY TRANSACTIONS

No Director had a significant beneficial interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company was a party during or at the end of the year. The Board is not aware of any related party transactions during the Year, which constituted a non-exempt connected transaction or continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

SIGNIFICANT INVESTMENTS

Save for disclosed elsewhere in this announcement, the Group had no material investments during the Year.

DIVIDEND

The Board does not recommend the payment of final dividend for the Year (2025: Nil).

FUND RAISING ACTIVITIES OF THE GROUP

Placing of Shares on 3 August 2018

The net proceeds (net of all relevant costs and expenses) from placing of shares under specific mandate on 3 August 2018 were approximately HK$316,500,000. Details of the placing of shares were set out in the announcements of the Company dated 17 April 2018 and 3 August 2018 respectively and the circular of the Company dated 5 June 2018.

Up to 31 March 2026, the Group had utilised the net proceeds as follows:

Intended use of net proceeds	Original allocation of net proceeds		Actual use of net proceeds	Actual allocation of net proceeds		Utilisation up to 31 March 2026	Remaining balance of net proceeds as at 31 March 2026
	HK$'million	*% of net proceeds*		*HK$'million*	*% of net proceeds*	*HK$'million*	*HK$'million*
Capital expenditure on the production facilities of Hunan Xintian	56.0	17.7%	Capital expenditure on the production facilities of Hunan Xintian	56.0	17.7%	34.1	21.9
Potential acquisition of business or companies	213.0	67.3%	Acquisition of Shenyang Properties	213.0	67.3%	213.0	–
Working capital of the Group	47.5	15.0%	Working capital of the Group	47.5	15.0%	47.5	–
	316.5	100.0%		316.5	100.0%	294.6	21.9

Due to the unexpected outbreak of the COVID-19 pandemic in the past few years and the slower-than-expected economic recovery after the pandemic, the upward trend of the PRC economy have been obstructed. Since it may take time for the economy and the market sentiment of the PRC to recover, Hunan Xintian has currently tuned down the production scale from original plan. The Group may expand the production scale in the future after taking into account the pace of recovery of the PRC economy and the demand of the products. Therefore, the unutilised net proceeds as at 31 March 2026 of approximately HK$21.9 million are expected to be utilised by the first quarter of 2031 for the expansion of production facilities of Hunan Xintian. However, the utilization date may be subject to further amendments if the market conditions do not favour such capital investments.

In view for a better use of the Company's resources, the Board may temporarily re-allocate the aforesaid unutilised net proceeds for other uses. However, once the expected demand for our products exceeds our production capacity, the Board will deploy the unutilised net proceeds of approximately HK$21.9 million back to the capital expenditure on the production facilities of Hunan Xintian.

Placing of Shares on 29 July 2022

The net proceeds (net of all relevant costs and expenses) from placing of shares under general mandate on 29 July 2022 at the placing price of HK$0.03 per share were approximately HK$29.51 million. The net placing price was approximately HK$0.0295 per share. Details of the placing of shares were set out in the announcements of the Company dated 5 July 2022 and 29 July 2022 respectively. The closing price of the shares on the date of placing agreement was HK$0.03.

Up to 31 March 2026, the Group had utilised the net proceeds as follows:

Intended use of net proceeds	**Allocation of net proceeds**		**Utilisation up to 31 March 2026**	**Remaining balance of net proceeds as at 31 March 2026**
	HK$ million	*% of net proceeds*	*HK$ million*	*HK$ million*
Working capital of the Group	19.51	66.1%	19.51	–
Potential investment	10.00	33.9%	10.00	–
	29.51	100.0%	29.51	–

As at 31 March 2026, the net proceeds had been fully utilised.

Placing of Shares on 31 March 2023

The net proceeds (net of all relevant costs and expenses) from placing of shares under general mandate on 31 March 2023 at the placing price of HK$0.146 per share were approximately HK$11 million. The net placing price was approximately HK$0.142 per share. Details of the placing of shares were set out in the announcements of the Company dated 16 March 2023 and 31 March 2023 respectively. The closing price of the shares on the date of placing agreement was HK$0.177.

Up to 31 March 2026, the Group had utilised the net proceeds as follows:

Intended use of net proceeds	Allocation of net proceeds		Utilisation up to 31 March 2026	Remaining balance of net proceeds as at 31 March 2026
	HK$ million	*% of net proceeds*	*HK$ million*	*HK$ million*
Working capital of the Group	11.0	100%	11.0	–

As at 31 March 2026, the net proceeds had been fully utilised.

Placing of Shares on 20 May 2024

The net proceeds (net of all relevant costs and expenses) from placing of shares under general mandate on 20 May 2024 at the placing price of HK$0.105 per share were approximately HK$19 million. The net placing price was approximately HK$0.101 per share. Details of the placing of shares were set out in the announcements of the Company dated 25 April 2024 and 20 May 2024 respectively. The closing price of the shares on the date of placing agreement was HK$0.12.

Up to 31 March 2026, the Group had utilised the net proceeds as follows:

Intended use of net proceeds	Allocation of net proceeds		Utilisation up to 31 March 2026	Remaining balance of net proceeds as at 31 March 2026
	HK$ million	*% of net proceeds*	*HK$ million*	*HK$ million*
Working capital of the Group	19.0	100%	19.0	–

Net proceeds of approximately HK$19.0 million has been utilised for the use of working capital of the Group during the year ended 31 March 2025. As at 31 March 2026, the net proceeds had been fully utilised.

USE OF RIGHTS ISSUE PROCEEDS

On 15 September 2025, the Board announced a proposal to conduct the rights issue (the "Rights Issue") on the basis of two (2) Rights Shares for every one (1) Share held on the record date for the determination of the entitlements under the Rights Issue, at the subscription price of HK$0.146 per Rights Share. In addition, the Company entered into a placing agreement with the placing agent, pursuant to which the placing agent had agreed to procure independent placee(s), on a best effort basis, to subscribe for the unsubscribed Rights Shares and the unsold Rights Shares of non-qualifying Shareholders under the compensatory arrangements (the "Placing").

On 20 November 2025, among others, the Rights Issue and the Placing were duly passed as ordinary resolutions of the Company at the special general meeting.

On 24 December 2025, the Board announced that a total of 5 valid applications had been received for a total of 167,352,542 Rights Shares, representing approximately 56.39% of the total number of Rights Shares offered under the Rights Issue. The total number of unsubscribed Rights Shares subject to the compensatory arrangements was 129,420,130 Rights Shares.

On 8 January 2025, the Board announced all conditions of the Rights Issue and the Placing were fulfilled, and the Rights Issue and the Placing became unconditional. Based on the results of acceptance and the Placing, a total of 296,772,672 Rights Shares were allotted and issued, representing 100% of the total number of Rights Shares offered under the Rights Issue.

References are made to the circular of the Company dated 31 October 2025, the prospectus of the Company dated 3 December 2025, and the announcements of the Company dated 15 September 2025, 17 September 2025, 2 October 2025, 24 December 2025 and 8 January 2026 for further details.

The gross proceeds raised from the Rights Issue were approximately HK$43.33 million and the net proceeds from the Rights Issue after deducting the relevant expenses were approximately HK$40.75 million.

Set out below are details of the allocation of the net proceeds in relation to the Rights Issue:

Intended use of net proceeds (i) approximately 14.72% of the net proceeds or approximately HK$6.00 million for enhancing the general working capital of the Group, for the Company's Hong Kong office for the upcoming twelve months including staff cost, professional fees, rental payments and other general administrative and operating expenses; (ii) approximately 59.29% of the net proceeds or approximately HK$24.16 million for the repayment of the part of the trade payables and other payables; (iii) approximately 16.17% of the net proceeds or approximately HK$6.59 million for the investment of new project for broadening its revenue stream of water business targeting to enhance mass-market penetration and B2B redistribution; and (iv) approximately 9.82% of the net proceeds or approximately HK$4.00 million for the maintenance and obtaining licenses for the mine business.

Allocation of net proceeds as at 31 March 2026 (all amounts in HK$ million):

Intended use of net proceeds	**Original allocation of net proceeds**		**Utilisation up to 31 March 2026**	**Remaining balance of net proceeds as at 31 March 2026**
	HK$ million	*% of net proceeds*	*HK$ million*	*HK$ million*
Enhancing general working capital of the Group (HK office)	6.00	14.72%	2.32	3.68
Repayment of trade and other payables	24.16	59.29%	24.16	–
Investment in new water business project	6.59	16.17%	–	6.59
Maintenance and obtaining licenses for the mine business	4.00	9.82%	–	4.00
Total	40.75	100.0%	26.48	14.27

CAPITAL STRUCTURE

As at 31 March 2026, total equity attributable to owners of the Company was approximately HK$887,131,000 (2025: HK$935,872,000). The decrease arose from the loss attributable to owners of the Company. There were no other material change in the capital structure of the Group during the Year.

LIQUIDITY AND FINANCIAL RESOURCES

During the Year, the Group's liquidity funds were primarily used to invest in the mining business and water business and for their operations and such funds were funded by a combination of capital contribution by shareholders, borrowings as well as cash generated from operation.

As at 31 March 2026, the Group's total borrowings comprised secured bank borrowings of approximately HK$9,061,000 (2025: HK$8,669,000). There were no outstanding advances from independent third parties as at year ended (2025: HK$13,350,000). The secured bank borrowings are interest-bearing at 4.615% per annum and repayable on 19 September 2026.

As at 31 March 2026, the Group had total assets of approximately HK$1,168,838,000 (2025: HK$1,388,147,000) which was financed by current liabilities of approximately HK$874,410,000 (2025: HK$224,857,000), non-current liabilities of approximately HK$Nil (2025: HK$8,669,000), non-controlling interests of approximately HK$61,115,000 (2025: HK$83,073,000) and shareholders' equity of approximately HK$887,131,000 (2025: HK$935,872,000).

As at 31 March 2026, the current ratio of the Group was approximately 1.99 (2025: 1.22). Current ratio is calculated based on current assets divided by current liabilities.

As at 31 March 2026, the gearing ratio of the Group was approximately 0.019 (2025: 0.022). Gearing ratio is calculated based on total borrowings divided by total equity.

MATERIAL ACQUISITIONS OR DISPOSALS

Save and except for those disclosed in notes 24 and 25 to this announcement, the Group did not have other material acquisition or disposal during the Year.

SUBSEQUENT EVENTS

Save and except for those disclosed in note 28 to this announcement, the Board is not aware of any significant events that have occurred subsequent to 31 March 2026 and up to the date of this announcement which require disclosure herein.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group is mainly exposed to fluctuation in the exchange rate of RMB, arising from relevant group entities' monetary assets and liabilities denominated in foreign currency for the Group's operating activities.

The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. Nevertheless, the management closely monitors the relevant foreign currency exposure from time to time and will consider hedging significant foreign currency exposures should the need arise.

EMPLOYEE AND REMUNERATION POLICY

The Group had a total of 75 (2025: 73) employees in Hong Kong and the PRC as at 31 March 2026. The total staff cost (staff salaries, directors' emoluments and other staff costs) for the Year amounted to approximately HK$10,727,000 (2025: HK$11,907,000). Remuneration packages are generally structured with reference to the market conditions and individual performance. Apart from the mandatory provident fund and statutory retirement benefits, the Group also provides medical benefits and subsidises employees in various trainings and continuous education programs.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

Save and except for those disclosed in note 27 to this announcement, the Group did not have other capital commitments and contingent liabilities as at 31 March 2026.

FINANCIAL GUARANTEE CONTRACTS

The Group did not have financial guarantee contracts as at 31 March 2026.

CHARGES ON GROUP'S ASSETS

Save and except for those disclosed in note 23 to this announcement, the Group did not have other charges over its assets as at 31 March 2026.

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

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

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the Corporate Governance Code contained in Appendix C1 (the "Code") of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). During the Year, the Company complied with all applicable provisions of the Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

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. Having made specific enquiry of all Directors, all Directors confirmed that they had fully complied with the required standard set out in the Model Code throughout the Year.

REVIEW OF ANNUAL FINANCIAL STATEMENTS

The figures in respect of the preliminary announcement of the Group's annual results for the Year have been agreed by the auditors of the Company.

AUDIT COMMITTEE

The Company has established an audit committee in compliance with the Listing Rules and the Code. The audit committee comprises all independent non-executive Directors. The audit committee has reviewed with the management of the Group, the accounting standards and practices adopted by the Group, and discussed auditing, internal control, risk management and financial reporting matters including the review of interim and annual financial statements.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This annual results announcement is available on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.zhongjiagx.com. The annual report will be dispatched to the shareholders and will also be available on these websites.

By Order of the Board
Zhong Jia Guo Xin Holdings Company Limited
Lam Tsz Chak
Chairman & independent non-executive Director

Hong Kong, 26 June 2026

As at the date of this announcement, the Board consists of two executive Directors, Ms. Yau Ho Yi and Mr. Huang Jiahao; four non-executive Directors, Ms. Jiang Xiaojun, Dr. Liang Jinxiang, Mr. Wan Ngar Yin David and Mr. Ong Chor Wei and four independent non-executive Directors, Mr. So Ting Kong, Mr. Wang Pengwei, Mr. Lam Tsz Chak and Mr. Wong Chun Peng Stewart.

* *For identification purpose only*