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SYNERTONE

協同通信集團有限公司

Synertone Communication Corporation

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1613)

**ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 MARCH 2026**

The board (the “**Board**”) of directors (the “**Directors**”) of Synertone Communication Corporation (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the consolidated results of the Group for the year ended 31 March 2026 together with the comparative figures for the corresponding period in 2025 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

		2026	2025
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue	4	36,797	116,933
Cost of sales		<u>(26,399)</u>	<u>(101,024)</u>
Gross profit		10,398	15,909
Other income	5	424	2,459
Other (losses) gains, net	5	(301)	12
Selling and distribution expenses		(472)	(226)
Administrative and other operating expenses		(21,458)	(36,006)
Research and development expenditure		(2,900)	(3,929)
Allowance for expected credit loss, net		(8,149)	(2,470)
Fair value loss on financial asset at fair value through profit or loss ("FVTPL")		<u>(23,656)</u>	<u>(9,209)</u>
Loss from operations		(46,114)	(33,460)
Finance costs	6(a)	<u>(41)</u>	<u>(2,354)</u>
Loss before tax	6	(46,155)	(35,814)
Income tax expense	7	<u>(10)</u>	<u>(17)</u>
Loss for the year		<u>(46,165)</u>	<u>(35,831)</u>
Other comprehensive income (expense)			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		2,492	(5,289)
Reclassification of cumulative translation reserve upon disposal of a foreign operation		<u>6,829</u>	<u>–</u>
Other comprehensive income (expense) for the year, net of tax		<u>9,321</u>	<u>(5,289)</u>
Total comprehensive expense for the year		<u>(36,844)</u>	<u>(41,120)</u>

	<i>Note</i>	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Loss for the year attributable to:			
Owners of the Company		(42,342)	(32,488)
Non-controlling interests		<u>(3,823)</u>	<u>(3,343)</u>
		<u>(46,165)</u>	<u>(35,831)</u>
Total comprehensive expense attributable to:			
Owners of the Company		(33,004)	(37,806)
Non-controlling interests		<u>(3,840)</u>	<u>(3,314)</u>
		<u>(36,844)</u>	<u>(41,120)</u>
		<i>HK cents</i>	<i>HK cents</i> (Restated)
Loss per share			
–Basic and diluted	9	<u>(8.7)</u>	<u>(7.8)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	<i>Notes</i>	2026 HK\$'000	2025 HK\$'000
Non-current assets			
Property, plant and equipment		355	20,044
Right-of-use assets		503	7,492
Goodwill		23,197	21,911
Financial asset at fair value through profit or loss		1,000	24,656
		25,055	74,103
Current assets			
Inventories		22,215	44,420
Trade and other receivables	<i>10</i>	50,265	74,618
Amount due from a former associate		15,134	17,273
Cash and cash equivalents		19,501	11,030
		107,115	147,341
Current liabilities			
Trade and other payables	<i>11</i>	43,504	55,473
Contract liabilities		5,090	14,394
Bank borrowings		–	43,030
Lease liabilities		508	831
		49,102	113,728
Net current assets		58,013	33,613
Total assets less current liabilities		83,068	107,716
Net assets		83,068	107,716
Equity			
Share capital		53,586	44,874
Reserves		32,139	63,118
Equity attributable to owners of the Company		85,725	107,992
Non-controlling interests		(2,657)	(276)
Total equity		83,068	107,716

Notes:

1. GENERAL INFORMATION

Synertone Communication Corporation (the “**Company**”) was incorporated in the Cayman Islands on 11 October 2006 as an exempted company with limited liability. The addresses of the Company’s registered office in the Cayman Islands and the principal place of business in Hong Kong are disclosed in the corporate information section to the annual report.

On 18 April 2012, the shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The principal activities of the Company and its subsidiaries (the “**Group**”) are principally engaged in (i) design, development and sales of automation control systems and solutions, (ii) design, research and development, manufacture and sales of intelligent systems and other related products including video intercom and surveillance systems for residential homes and buildings, (iii) the rental, maintenance, other related services in relation to computer equipment and machines, information technology infrastructure and advanced technologies such as robots; and (iv) smartphone distribution business.

The principal operations of the Group are conducted in the People’s Republic of China (the “**PRC**”). Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates. The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the functional currency of the Company. For the convenience of the financial statements users, the consolidated financial statements are presented in HK\$, as the Company’s shares are listed on the Stock Exchange. These financial statements are presented in HK\$, rounded to the nearest thousand except for per share data.

According to the register of substantial shareholders maintained by the Company as at 31 March 2026, Excel Time Investments Limited is the substantial corporate shareholder of the Company and the ultimate controlling party of Excel Time Investments Limited is Mr. Han Weining.

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the HKICPA for the first time, which are mandatorily effective for the Group's annual periods beginning on 1 April 2025 for the preparation of the consolidated financial statements:

Amendment to HKAS 21	Lack of Exchangeability
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The application of the new and amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
HKFRS 18	Presentation and Disclosure in Financial Statements ²
HKFRS 19	Subsidiaries without Public Accountability: Disclosure ²
Amendments to HKAS 21	Translation to 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
Annual improvements to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ¹

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 Effective date not yet determined.

Except for the new and amendments to HKFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of the above 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 HKFRS 18 is not expected to have material impact on the financial position of the Group but is expected to affect the presentation of the statement of profit or loss and statement of cash flows and disclosures in the future financial statements. The Group will continue to assess the impact of HKFRS 18 on the consolidated financial statements of the Group.

3. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by business lines.

On adopting HKFRS 8 Operating Segments and in a manner consistent with the way in which information is reported internally to the senior management of the Company, who have been identified as the Group’s chief operating decision makers (“**CODM**”), for the purposes of resource allocation and performance assessment. During the years ended 31 March 2026 and 2025, the Group had four reporting segments as follows:

Building Intelligence:	Provision of video intercom system and security alarm solutions for residential complexes; smart home automation systems for new and existing households and other related products.
Control System:	Provision of automation hardware and software products, information systems platforms, as well as the industrial and monitoring and scheduling management system solutions for municipal utilities industry.
Data Centre:	Rental and maintenance services in relation to computer equipment and machines, information technology infrastructure and platform and robot and other related services.
Smartphone distribution:	Distributor of Xiaomi-branded smartphones, ecosystem products and related equipment.

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources among segments, the Group's senior management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of corporate assets, financial asset at FVTPL and amount due from a former associate which are unallocated to an individual reportable segment. Segment liabilities include trade and other payables and contract liabilities attributable to the activities of the individual segments, bank borrowings and lease liabilities managed directly by the segments with the exception of corporate liabilities which are unallocated to an individual reportable segment.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment results is adjusted earnings or loss before interest and taxes ("**Adjusted EBIT**"). To arrive at the Adjusted EBIT, the Group's earnings or loss are further adjusted for items not specifically attributed to an individual reportable segment, such as interest income, finance costs depreciation of property, plant and equipment and right-of-use assets, (reversal of) allowance for ECL, net, fair value loss on financial asset at FVTPL and unallocated corporate expenses.

In addition to receiving segment information concerning Adjusted EBIT, the Group's senior management is provided with segment information concerning revenue (including inter-segment sales), interest income, finance costs, depreciation of property, plant and equipment and right-of-use assets, (reversal of) allowance for ECL, net, research and development expenditure, fair value loss on financial asset at FVTPL and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the Group's senior management for the purpose for resource allocation and assessment of segment performance for the years ended 31 March 2026 and 2025 is as follows:

	For the year ended 31 March 2026					
	Building intelligence <i>HK\$'000</i>	Control system <i>HK\$'000</i>	Data centre <i>HK\$'000</i>	Smartphone distribution <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customers	10,300	26,452	-	45	-	36,797
Inter-segment revenue	508	533	-	-	-	1,041
Reportable segment revenue	<u>10,808</u>	<u>26,985</u>	<u>-</u>	<u>45</u>	<u>-</u>	<u>37,838</u>
Reportable segment (loss) profit (Adjusted EBIT)	(9,098)	269	-	(904)	-	(9,733)
Interest income	-	5	-	-	-	5
Finance costs	-	(14)	-	-	(27)	(41)
Depreciation of property, plant and equipment	(2,007)	(108)	-	-	-	(2,115)
Depreciation of right-of-use assets	(190)	(403)	-	-	(796)	(1,389)
(Allowance) reversal of allowance for ECL, net	(6,306)	650	-	(354)	(2,139)	(8,149)
Fair value loss on financial asset at FVTPL	-	-	-	-	(23,656)	(23,656)
Research and development expenditure	<u>(464)</u>	<u>(2,436)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(2,900)</u>
Reportable segment assets	<u>30,840</u>	<u>60,646</u>	<u>-</u>	<u>12,963</u>	<u>-</u>	<u>104,449</u>
Addition to non-current segment assets – Right-of-use assets	<u>-</u>	<u>906</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>906</u>
Reportable segment liabilities	<u>10,325</u>	<u>18,480</u>	<u>-</u>	<u>13,328</u>	<u>-</u>	<u>42,133</u>

For the year ended 31 March 2025

	Building intelligence <i>HK\$'000</i>	Control system <i>HK\$'000</i>	Data centre <i>HK\$'000</i>	Smartphone distribution <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customers	1,553	29,499	12	85,869	–	116,933
Inter-segment revenue	<u>718</u>	<u>1,052</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>1,770</u>
Reportable segment revenue	<u><u>2,271</u></u>	<u><u>30,551</u></u>	<u><u>12</u></u>	<u><u>85,869</u></u>	<u><u>–</u></u>	<u><u>118,703</u></u>
Reportable segment (loss) profit (Adjusted EBIT)	(11,870)	8,657	(18)	(9,312)	–	(12,543)
Interest income	1	34	–	2	6	43
Finance costs	(2,271)	(9)	–	(74)	–	(2,354)
Depreciation of property, plant and equipment	(1,896)	(149)	–	–	–	(2,045)
Depreciation of right-of-use assets	(325)	(378)	–	(795)	–	(1,498)
(Allowance) reversal of allowance for ECL, net	(7,260)	5,087	366	(19)	(644)	(2,470)
Fair value loss on financial asset at FVTPL	–	–	–	–	(9,209)	(9,209)
Research and development expenditure	<u>(882)</u>	<u>(3,047)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(3,929)</u>
Reportable segment assets	<u><u>81,458</u></u>	<u><u>64,569</u></u>	<u><u>265</u></u>	<u><u>30,104</u></u>	<u><u>–</u></u>	<u><u>176,396</u></u>
Addition to non-current segment assets						
– Property, plant and equipment	–	319	–	–	–	319
– Right-of-use assets	<u>–</u>	<u>–</u>	<u>–</u>	<u>1,591</u>	<u>–</u>	<u>1,591</u>
Reportable segment liabilities	<u><u>78,716</u></u>	<u><u>16,669</u></u>	<u><u>175</u></u>	<u><u>1,883</u></u>	<u><u>–</u></u>	<u><u>97,443</u></u>

(b) **Reconciliation of reportable segment revenue, profit or loss, assets and liabilities**

	2026 HK\$'000	2025 HK\$'000
Revenue		
Reportable segment revenue	37,838	118,703
Elimination of inter-segment revenue	<u>(1,041)</u>	<u>(1,770)</u>
Consolidated revenue	<u><u>36,797</u></u>	<u><u>116,933</u></u>
Loss		
Reportable segment loss	(9,733)	(12,543)
Allowance for ECL, net	(2,139)	(644)
Interest income	5	43
Finance costs	(41)	(2,354)
Fair value loss in financial asset at FVTPL	(23,656)	(9,209)
Unallocated corporate expenses	<u>(10,591)</u>	<u>(11,107)</u>
Consolidated loss before tax	<u><u>(46,155)</u></u>	<u><u>(35,814)</u></u>
Assets		
Reportable segment assets	104,449	176,396
Amount due from a former associate	15,134	17,273
Financial asset at FVTPL	1,000	24,656
Unallocated corporate assets	<u>11,587</u>	<u>3,119</u>
Consolidated total assets	<u><u>132,170</u></u>	<u><u>221,444</u></u>
Liabilities		
Reportable segment liabilities	42,133	97,443
Unallocated corporate liabilities	<u>6,969</u>	<u>16,285</u>
Consolidated total liabilities	<u><u>49,102</u></u>	<u><u>113,728</u></u>

(c) **Geographical information**

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, right-of-use assets and goodwill. The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of right-of-use assets and property, plant and equipment is based on the physical location of the asset under consideration. In the case of goodwill, it is based on the location of the operation to which they are allocated.

	Revenue from external customers		Non-current assets	
	2026 HK\$'000	2025 HK\$'000	2026 HK\$'000	2025 HK\$'000
Hong Kong (place of domicile)	1,795	78,924	–	–
The PRC	26,757	31,052	24,055	49,447
Overseas	8,245	6,957	–	–
	<u>36,797</u>	<u>116,933</u>	<u>24,055</u>	<u>49,447</u>

Note: Non-current assets exclude financial asset at FVTPL.

(d) **Information about products and services**

The Group's revenue from external customers for each principal type of products and services were set out in note 4.

(e) **Information about major customers**

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

	2026 HK\$'000	2025 HK\$'000
Building intelligence		
– Customer A	7,966	N/A*
Control system		
– Customer B	4,248	N/A*
– Customer C	N/A*	15,476
Smartphone distribution		
– Customer D	<u>N/A*</u>	<u>75,465</u>

* Revenue from the customer is less than 10% of the total revenue of the Group.

4. REVENUE

Disaggregation of the Group's revenue from contracts with customers by major products and services:

	2026 HK\$'000	2025 HK\$'000
Building intelligence	10,300	1,553
Control system	26,452	29,499
Smartphone distribution	45	85,869
Total revenue from contract with customers	36,797	116,921
Rental income under HKFRS 16	–	12
Total revenue	36,797	116,933

Revenue from building intelligence operation, control system operation and smartphone distribution are recognised at a point in time when the customer obtains control of the goods.

Disaggregation of the Group's revenue from contracts with customers by geographic markets is disclosed in note 3.

5. OTHER INCOME AND OTHER (LOSSES) GAINS, NET

	2026 HK\$'000	2025 HK\$'000
Other income		
Interest income on bank deposits	5	43
Government grants (note (a))	–	479
Value-added taxes refund (note (b))	419	767
Sundry income	–	1,170
	424	2,459
Other (losses) gains, net		
Net exchange gain	–	12
Loss on disposal of subsidiaries	(301)	–
	(301)	12
	123	2,471

Notes:

- (a) These government grants are unconditional government subsidies received by the Group from relevant government authorities in respect of incentive to “hi-tech enterprise”, with an amount of approximately HK\$479,000 during the year ended 31 March 2025.
- (b) Value-added taxes refund is recognised when the acknowledgement of refund from the PRC Tax Bureau has been received.

6. LOSS BEFORE TAX

Loss before tax is arrived at after charging the following:

(a) Finance costs

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Interest expense on bank borrowings	–	2,268
Finance charges on lease liabilities	<u>41</u>	<u>86</u>
	<u><u>41</u></u>	<u><u>2,354</u></u>

(b) Staff costs (including Directors' emoluments)

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Salaries, wages and other benefits	13,938	17,916
Contributions to defined contribution retirement plans	1,477	1,764
Share-based payment expenses	<u>–</u>	<u>4,871</u>
	<u><u>15,415</u></u>	<u><u>24,551</u></u>

(c) Other items

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Auditor's remuneration	640	640
Cost of inventories recognised as expenses	26,399	101,024
Depreciation of property, plant and equipment	2,115	2,045
Depreciation of right-of-use assets	1,389	1,498
Allowance for ECL, net		
– Trade receivables	6,510	1,148
– Other receivables	(500)	694
– Amount due from a former associate	2,139	628
Expenses relating to short-term lease	360	360
Research and development expenditure	<u><u>2,900</u></u>	<u><u>3,929</u></u>

7. INCOME TAX

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Current tax		
PRC Enterprise Income Tax (“EIT”)	–	6
Under-provision in respect of prior year		
PRC EIT	<u>10</u>	<u>11</u>
Income tax expense	<u><u>10</u></u>	<u><u>17</u></u>

8. DIVIDENDS

No dividend was paid or proposed for shareholders of the Company during each of the years ended 31 March 2026 and 2025, nor has any dividend been proposed since the end of each reporting period.

9. LOSS PER SHARE

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$42,342,000 (2025: approximately HK\$32,488,000) and the weighted average number of ordinary shares of the Company in issue during the year:

	2026 <i>'000</i>	2025 <i>'000</i> (Restated)
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u><u>487,861</u></u>	<u><u>418,335</u></u>

The denominators used are the same as those detailed above for both basic and diluted loss per share.

Potential ordinary shares from the assumed exercise of share options have not been included in the calculation of diluted losses per share because they are anti-dilutive for the years ended 31 March 2026 and 2025. Therefore, diluted loss per share was the same as the basic loss per share for the years ended 31 March 2026 and 2025.

10. TRADE AND OTHER RECEIVABLES

	2026 HK\$'000	2025 HK\$'000
Trade receivables (<i>notes (a) and (b)</i>)	37,376	53,458
Less: Loss allowance	<u>(21,693)</u>	<u>(22,643)</u>
	<u>15,683</u>	<u>30,815</u>
Loan receivables	<u>–</u>	<u>–</u>
Other receivables	32,082	27,743
Prepaid value-added and other taxes	8	49
Deposits	392	392
Prepayments	19,148	33,211
Less: Loss allowance	<u>(17,048)</u>	<u>(17,592)</u>
	<u>34,582</u>	<u>43,803</u>
	<u><u>50,265</u></u>	<u><u>74,618</u></u>

Notes:

- (a) For the year ended 31 March 2026, purchases of the Group's products by its customers are in general made on credit with credit period of 30 to 180 days (2025: 30 to 180 days). A longer credit period of 181 to 365 days (2025: 181 to 365 days) may be extended to customers with long term business relationship, established reputation and good repayment history. The credit terms of each customer of the Group are determined by the Group's sales team and are subject to review and approval by the Group's management based on the customers payment history, financial background, transaction volume and length of business relationship with the Group.

(b) The following is an aged analysis of trade receivables, presented based on past due date:

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Not yet past due	1,225	12,227
1-60 days	7,663	2,327
61-90 days	3,598	2,734
91-180 days	2,011	2,362
181-365 days	1,433	12,493
Over 365 days	21,446	21,315
	<u>37,376</u>	<u>53,458</u>
Less: Loss allowance	<u>(21,693)</u>	<u>(22,643)</u>
	<u><u>15,683</u></u>	<u><u>30,815</u></u>

11. TRADE AND OTHER PAYABLES

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Trade payables	9,538	11,298
Accrued salaries	1,670	3,394
Accrued expenses	1,963	2,405
Other payables	30,331	37,911
Deposit received	–	3
	<u>43,502</u>	<u>55,011</u>
Financial liabilities measured at amortised cost	43,502	55,011
Other tax payables	2	462
	<u>43,504</u>	<u>55,473</u>

The following aged analysis of trade payables presented based on invoice date:

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
0-60 days	6,547	770
61-90 days	137	599
91-180 days	248	440
181-365 days	94	4,551
Over 365 days	2,512	4,938
	<u>9,538</u>	<u>11,298</u>

12. DISPOSAL OF SUBSIDIARIES

On 25 September 2025, the Group completed the disposal of its non wholly-owned subsidiary, MOX Group Limited, and its subsidiaries (collectively referred as the “**MOX Group**”) at a cash consideration of HK\$2,500,000.

HK\$'000

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

Property, plant and equipment	19,372
Right-of-use assets	6,809
Trade and other receivables	26,767
Cash and cash equivalents	25
Trade and other payables	(14,703)
Bank borrowings	<u>(43,757)</u>

Net liabilities disposed of	<u><u>(5,487)</u></u>
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Loss on disposal of MOX Group:

Consideration received	2,500
Net liabilities disposed of	5,487
Non-controlling interest	(1,459)
Reclassification of cumulative translation reserve upon disposal	<u>(6,829)</u>

Loss on disposal	<u><u>(301)</u></u>
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Net cash inflow arising on disposal:

Cash consideration	2,500
Less: cash and cash equivalents disposed of	<u>(25)</u>

2,475

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is one of the leading providers of building and home intelligence products and integrated automation control systems and solutions. The Group's products are widely used in high-rise buildings, high-end residential complexes and smart communities by providing fully digital intelligent control systems for modern living. As one of the world's leading providers of automation control systems, the Group possesses leading standard of technical know-how and commercial competitiveness with which the products are extensively applied in diversified industries including electrical power, petrochemical, public utilities, mining, natural gas and food and beverage industries. The Group has its operation base in Jiaxing City, Zhejiang province of China and has established offices and sales network across major cities in China, including Beijing, Shanghai, Changsha and Hangzhou. Besides, in July 2024, the Group launched its smartphone distribution business, with the primary objective of serving as a distributor of Xiaomi-branded smartphones, ecosystem products and related equipment. This new venture leverages the Group's established sales network and market expertise to expand its presence in the consumer electronics market, aligning with its commitment to innovation and diversification.

During the financial year ended 31 March 2026 (“**FY2026**” or the “**Current Year**”), the Group's principal operations include (i) design, development and sales of automation control systems and solutions, (ii) design, research and development, manufacture and sales of intelligent systems and other related products including video intercom and surveillance systems for residential homes and buildings, (iii) rental and maintenance services in relation to computer equipment and machines, information technology infrastructure and other related services and (iv) smartphone distribution business.

Control system operations

The Group's control system operations provide customers with automation control systems and solutions, which are widely used in various industries to monitor pressure, temperature, fluid levels and operating condition, including airport refill system and public utilities control. The Group has established a solid customer base ranging from sizeable listed corporations to governmental entities, municipal utilities (fresh water, sewage, gas and city lights) as well as power generation plants.

The external revenue recorded by the Group's control system segment decreased to HK\$26.5 million for FY2026 (2025: HK\$29.5 million). The segment profit of HK\$0.3 million was recorded by the control system segment for FY2026 as compared to a segment profit of HK\$8.7 million for the year ended 31 March 2025 (“**FY2025**” or the “**Prior Year**”) mainly due to reversal of allowance for expected credit loss was recorded in FY2025.

Building intelligence operations

The Group's building intelligence business mainly provides customers, which comprise major property developers or building systems integrators, with (i) video intercom system and security alarm solutions products for residential complexes; and (ii) smart home devices and systems for households. The production base is located at Jiaxing Science City in Zhejiang province of China, which has developed an efficient and unified manufacturing control process with ISO9001 certification and has been accredited high technology enterprise status with continuing new products and software developments.

The sales operation of the Group's "MOX" brand video intercom and surveillance system products increased from revenue at HK\$1.6 million for the Prior Year to HK\$10.3 million for the Current Year. The Group's building intelligence segment recorded a segment loss of HK\$9.1 million for the Current Year (2025: loss of HK\$11.9 million). Such change was mainly due to the decrease in administrative cost after disposed of certain subsidiaries during the Current Year. A strategic decision was made by the Group to relocate the production to Australia to service the Australia and the Western market, in order to rejuvenate the business, in consideration of the current geopolitical situation.

Data centre operations

In 2022, the Group developed and commenced its new data centre business in the provision of rental and maintenance services to customers in relation to computer equipment and machines, information technology infrastructure and other related services. The launch of the new business by the Group was for the purpose of better utilisation of the Group's financial resources and improving the Group's financial position and performance under the unfavourable business environment.

The revenue for the Prior Year of approximately HK\$12,000 was attributable to the rental and maintenance services of commercial service robots. As the service contracts expired during the Current Year, the revenue for the Current Year was nil. A segment loss of nil (2025: HK\$18,000) was recorded for the Current Year. However, this business enabled the Group to accumulate some technical expertise and knowledge to venture into business in financial and artificial intelligence related sectors, which are being closely monitored and followed.

Smartphone distribution business

The Group commenced its new smartphone distribution business in July 2024. The primary objective of the Group is to serve as a distributor of Xiaomi-branded smartphones, ecosystem products and related equipment (the "**Products**"). The Group typically procures the Products from an authorised distributor and sells the Products directly to wholesalers.

The Group's smartphone distribution business recorded a revenue of HK\$45,000 and a segment loss of HK\$0.8 million for the Current Year as compared to a revenue of HK\$85.9 million and a segment loss of HK\$9.3 million for the Prior Year. The substantial revenue decline in the smartphone distribution business was primarily due to the scaling back of its operations during the Current Year, where intense market competition and low profitability prevail with slim profit margins.

Business prospects on the Group's principal operations

During the Current Year, market conditions remained challenging, with persistent inflation and elevated interest rates continuing to suppress consumer demand and business investment in China. Consumers have become increasingly price-sensitive and cautious about discretionary spending. Furthermore, ongoing Sino-US tensions contributed to a weak and disappointing economic recovery in China during the Current Year.

Amid the rapid expansion of artificial intelligence, Internet-of-Things, and intelligent home technology worldwide, the Board believes that these trends will generate sustained and stable demand for the Group's building intelligence products in the Western markets. Accordingly, the Group has made a strategic decision to relocate the production plant to Australia (plan to be built) to cater the Australia and the Western markets. At the same time, with an accumulated user base of close to one million households, long history of working with property developers, and vast experiences in this industry sector, the Group is also actively looking at expanding into not only products but also related services for the residential and commercial buildings.

Additionally, the Group will keep maintaining a prudent approach, with continued emphasis on strict cost control. The management will also proactively review and leverage our strength and experiences in high tech areas, such as financial technology and artificial intelligence, to capture business opportunities for a sustainable future.

Future fund raising and investment opportunities

The Company will continue to explore opportunities for new business and investments or mergers and acquisitions which can expand or diversify the Group's business and will bring long-term benefit to the Group. For the purpose of financing the Group's current businesses or any potential investment or acquisitions in the future, the Company is also continuously seeking and assessing any potential fund-raising opportunities, which may include the issue of new shares or convertible securities of the Company or its subsidiaries. The Company will make announcement(s) in respect thereof as required by the Listing Rules should they materialise.

FINANCIAL REVIEW

Revenue

The Group recorded a revenue of approximately HK\$36.8 million for the Current Year, representing significantly decrease of approximately HK\$80.1 million or 68.5% as compared to the revenue of approximately HK\$116.9 million for the Prior Year.

During the Current Year, the Group derived its revenue from the control system, the building intelligence, the data centre business and the smartphone distribution business. The following table sets forth a breakdown of revenue by business segments for the years presented:

	2026		2025	
	HK\$'000	%	HK\$'000	%
Control system	26,452	71.9	29,499	25.2
Building intelligence	10,300	28.0	1,553	1.4
Data centre	–	–	12	–
Smartphone distribution	45	0.1	85,869	73.4
	<u>36,797</u>	<u>100.0</u>	<u>116,933</u>	<u>100.0</u>

The Group's revenue decreased by approximately HK\$80.1 million or 68.5% from approximately HK\$116.9 million for the Prior Year to approximately HK\$36.8 million for the Current Year. The decrease was mainly from scaling back our smartphone distribution business during the Current Year which was intense market competition and low profitability.

Cost of sales

Cost of sales of the Group consists of costs of raw materials, labour costs and manufacturing overheads. It decreased by approximately HK\$74.6 million or 73.9% from approximately HK\$101.0 million for FY2025 to approximately HK\$26.4 million for FY2026, which is in line with the decrease in revenue for the Current Year.

Gross profit and gross profit margin

The Group's gross profit for FY2026 was approximately HK\$10.4 million, representing a decrease of approximately HK\$5.5 million or 34.6% from approximately HK\$15.9 million for FY2025. The gross profit margin for FY2026 increased to 28.3% as compared to 13.6% for FY2025. The increase was mainly due to the scaling back in smartphone distribution business during the Current Year which contributed slim gross profit margin.

Other income

The Group's other income represents, among others, interest income, government grants and value-added taxes refund. The other income for the Current Year decreased to approximately HK\$0.4 million (2025: approximately HK\$2.5 million) which mainly due to no government grant obtained during the Current Year (2025: approximately HK\$0.5 million).

Other (losses) gains, net

The Group recorded other losses of approximately HK\$301,000 for FY2026 (2025: other gains HK\$12,000) mainly due to an one-off loss on disposal of subsidiaries of approximately HK\$301,000 was recognised in FY2026.

Selling and distribution expenses

The Group's selling and distribution expenses increased by approximately HK\$246,000 or 109% from approximately HK\$226,000 for the Prior Year to approximately HK\$472,000 for the Current Year, which is in line with the increase in sales from building intelligence segment for the Current Year.

Administrative and other operating expenses

The administrative and other operating expenses of the Group, which mainly represent the staff costs, depreciation of property, plant and equipment and right-of-use assets and legal and professional fees. It decreased by approximately HK\$14.5 million from approximately HK\$36.0 million for FY2025 to approximately HK\$21.5 million for FY2026, which was mainly due to decrease in staff costs and the share-based payment expenses in the Current Year.

Allowance for expected credit loss, net

During the Current Year, the Group recorded a net allowance for expected credit loss of approximately HK\$8.1 million in relation to its trade receivables, other receivables and amount due from a former associate, as compared to approximately HK\$2.5 million for the Prior Year.

As at 31 March 2026, the Group's trade receivables amounted to approximately HK\$37.4 million (2025: approximately HK\$53.5 million) and other receivables amounted to approximately HK\$32.1 million (2025: approximately HK\$27.7 million), out of which amounts of approximately HK\$21.7 million (2025: approximately HK\$22.6 million) and approximately HK\$17.0 million (2025: approximately HK\$17.6 million) were considered impaired for each of the trade receivables and other receivables respectively. Apart from the specific full provision made according to the Group's individual assessment on long outstanding receivables as disclosed in the previous paragraph, the remaining receivables were assessed based on an expected credit loss model. For the purpose of assessment of expected credit loss, expected loss rates were estimated based on historical observed default rates over the expected life of the debtors and were adjusted for forward-looking information that was available without undue costs or effort.

Financial asset at FVTPL

The Company held a 15% equity interest in Iogo Workshop Investment Limited, which was engaged in leasing and renting of charging stations for mobile devices and extended value-added services. The Company accounted for this 15% equity interest as financial asset at fair value through profit or loss, and recorded a fair value loss on financial asset at fair value through profit or loss of approximately HK\$23.7 million (2025: approximately HK\$9.2 million).

Finance costs

The finance costs of the Group was approximately HK\$41,000 for FY2026. The decrease in finance costs of approximately HK\$2,313,000 or 98.3% from approximately HK\$2,354,000 for FY2025 was due to the disposal of subsidiaries which bearing for the bank borrowings during the Current Year.

Loss for the year

The loss attributable to owners of the Company increased significantly by approximately HK\$9.8 million or 30.2% from approximately HK\$32.5 million for the Prior Year to approximately HK\$42.3 million for the Current Year, which was mainly attributable to the decrease in revenue of approximately HK\$80.1 million and the fair value loss of financial assets at fair value through profit or loss of approximately HK\$23.7 million.

Trade receivables

The Group provides credit terms to its customers who purchased the Group's products during the year ended 31 March 2026. The trade receivables (after loss allowance) at 31 March 2026 is approximately HK\$15.7 million, of which approximately HK\$4.7 million or 29.9% was subsequently settled as at the date of this announcement. There is no material changes of the long aged receivables (aged over 365 days) between FY2026 and FY2025, while there is an improvement in the group of aged 181-365 days, decreased by 88.5%, mainly due to the Group put more effort to collect money from customers.

The management of the Group regularly reviewed the aging analysis of trade receivables and performed collective assessment (for the receivables past due within 365 days) and individual assessment (for the receivables past due over 365 days) on expected credit loss (ECL) estimation. The ECL rates of collective assessment were ranging from 1.18% to 3.27% (FY2025: 1.76% to 6.53%), no material changes between FY2026 and FY2025, which contributed to the credit quality of the receivables portfolio has strengthened, leading to a more favorable historical loss experience compared to the FY2025. The Group assessed the ECL rates by using a provision matrix and considered the forward-looking information about the economic conditions, and considered that the loss allowance on trade receivables were adequate.

Deposit and prepayments

Deposits are the rental deposits and utility deposits paid. Prepayments are advances to staff, prepaid expenses and prepayments made to numerous suppliers in the normal course of business with individual amount not more than HK\$3 million. Following the scaling back of our smartphone distribution business, prepayments for undelivered goods totaling approximately HKD19,351,000 were settled by the suppliers during the year ended 31 March 2026. Up to the date of this announcement, prepaid expenses of approximately HK\$129,000 and prepayments to suppliers of approximately HK\$428,000 were subsequently utilized. In view of the significant amount of deposits were paid to well-known property developer in Hong Kong and the prepayments to suppliers were subsequent utilized according to the business plan, the Group will monitor the usage of the prepayments to suppliers and expense them accordingly when consumed.

Inventories

Inventories are the raw materials, work in progress and finished goods for building intelligence business and control system business. Up to the date of this announcement, approximately HK\$234,000 of finished goods were subsequently sold. The management of the Group assessed the net realizable value of the inventories and supported by several key evidence, as follows:

- There was no evidence of a decline in the selling prices of finished goods, indicating that they continue to be realisable at or above their carrying cost;
- The Group achieved a gross profit margin of around 28% for FY2026, which reflects the competitiveness of its products and indicates solid pricing ability of the Group in the market;
- The finished goods are durable, with no significant technological changes that would materially impact the selling price; and
- Raw materials and work in progress are held for incorporation into finished products, which are expected to be sold at or above cost. Such items are not written down below cost when the related finished goods remain recoverable at or above cost.

Accordingly, the carrying amount of inventories at the end of the reporting period was considered appropriate and no write-down was considered necessary.

Capital structure, liquidity and financial resources

The liquidity requirements arise principally from the need for working capital to finance its operations and expansions. The Group has been meeting its working capital and other capital requirements principally from cash generated from its operations, bank borrowings and capital contributions by the Shareholders. In the long term, the operation of the Group will be funded by internally generated cash flow and, if necessary, additional equity financing and bank borrowings. As at 31 March 2026, the issued share capital of the Company was approximately HK\$53.6 million (2025: HK\$44.9 million), comprising 535,864,491 shares (the “**Shares**”) of the Company (2025: 448,741,440 Shares) of nominal value of HK\$0.10 each (2025: HK\$0.10 each).

In October 2025, the Company proposed to issue by way of rights issue of up to 897,482,880 rights shares (the “**Rights Shares**”) on the basis of two (2) rights share for every one (1) shares held on the record date, at the subscription price of HK\$0.135 per rights share (the “**Subscription Price**”) (the “**Rights Issue 2025**”). The Subscription Price represented a discount of approximately 35.71% to the closing price of HK\$0.21 per Share as quoted on the Stock Exchange on the 15 October 2025, being the last trading day for the Shares on the Stock Exchange immediately prior to the date of the announcement dated 15 October 2025. The Board considered that the Rights Issue 2025 will raise the Group’s corporate profile and enhance its capital base, enabling it to expand the scale and scope of its operations further, the expansion of the control system business and building intelligence business of the Group.

On 15 January 2026, being the latest time for acceptance of the offer of and payment for the Rights Shares, the Company had received a total of six (6) valid applications and acceptances of provisional allotments under the provisional allotment letter for a total of 87,123,051 Rights Shares offered under the Rights Issue 2025, representing approximately 9.71% of the total number of Rights Shares offered under the Rights Issue 2025 and representing approximately 16.3% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares immediately upon completion of the Rights Issue 2025. The aggregate nominal value of the Rights Shares issued and allotted pursuant to the Rights Issue 2025 was HK\$11.8 million. The net proceeds from the Rights Issue 2025, after deduction of expenses related to the Rights Issue 2025, amounting to approximately HK\$10.8 million, representing a net price of approximately HK\$0.124 per Rights Share, which were intended to be used as the Group's working capital. As at 31 March 2026, the net proceeds from the Rights Issue 2025 of approximately HK\$10.8 million were partially utilized during the Current Year as intended for the Group's general working capital, with details as follows:

	Planned use of net proceeds <i>HK\$'000</i>	Utilized amounts as at 31 March 2026 <i>HK\$'000</i>	Unutilized amounts as at 31 March 2026 <i>HK\$'000</i>	Expected timeline for unutilized proceeds <i>HK\$'000</i>
(i) Staff salaries and pension contribution	6,500	490	6,010	March 2027
(ii) Rental expenses and management fee	2,050	250	1,800	March 2027
(iii) Other general working capital of the Group	<u>2,250</u>	<u>40</u>	<u>2,210</u>	March 2027
Total	<u>10,800</u>	<u>780</u>	<u>10,020</u>	

On 5 March 2026, the Company entered into a placing agreement (the “**2026 Placing Agreement**”) with Arta Asset Management Limited (the “**2026 Placing Agent**”), pursuant to which the Company agreed to place through the 2026 Placing Agent up to a maximum of 1,000,000,000 placing shares of the Company of nominal value of HK\$0.10 each (the “**2026 Placing Share(s)**”) at the price (the “**2026 Placing Price**”) of HK\$0.108 per 2026 Placing Share to not less than six placees on a best effort basis (the “**2026 Placing**”). The 2026 Placing Price represents a discount of approximately 20.0% to the closing price of HK\$0.135 per Share as quoted on the Stock Exchange on the date of the 2026 Placing Agreement.

The completion of the 2026 Placing took place on 29 June 2026 and an aggregate of 1,000,000,000 2026 Placing Shares were allotted and issued to not less than six independent placees at the 2026 Placing Price of HK\$0.108 per 2026 Placing Share, representing approximately 186.61% of the total issued share capital of the Company immediately before the completion of 2026 Placing. The net proceeds from the 2026 Placing were approximately HK\$106.6 million. For details, please refer to the announcement of the Company dated 29 June 2026.

The current ratio of the Group, calculated by dividing the current assets by the current liabilities, as at 31 March 2026 was approximately 2.2 (2025: approximately 1.3). Gearing ratio calculated by total borrowings (comprising bank borrowings and lease liabilities) net of cash and cash equivalents, over total equity. There is no gearing ratio presented for FY2026 as the total borrowings net of cash and cash equivalents, over total equity, resulting a negative figures (2025: 30.5%).

Bank borrowings

As at 31 March 2026, the Group do not have outstanding bank borrowings (2025: approximately HK\$43.0 million).

Pledge of assets

As at 31 March 2026, the Group do not have assets pledged against bank borrowings raised by the Group (2025: land use rights and property, plant and equipment in aggregate carrying value of approximately HK\$25.8 million).

Contingent liabilities

As at 31 March 2026, the Group had no material contingent liabilities.

Major acquisition and disposal

The Group had no other major acquisition or disposal transactions during the year ended 31 March 2026.

Significant capital expenditure for the year

Save as disclosed elsewhere in this announcement, the Group had no significant capital expenditure commitments as at 31 March 2026.

Risk of foreign exchange fluctuations

Substantially all transactions of the Group are denominated in Renminbi (“**RMB**”), United States Dollar (“**USD**”) and HK\$ and most of the bank deposits are denominated in RMB, USD and HK\$ to minimise foreign exchange exposure. Despite the fluctuation of the exchange rates of RMB and USD against HK\$ during the Current Year, the Directors expect that any fluctuation of RMB and USDs’ exchange rate will not have material adverse effect on the operation of the Group. Therefore, the Group had not implemented any formal hedging or other alternative policies to deal with such exposure as at 31 March 2026.

Employee and remuneration policy

As at 31 March 2026, the Group had 61 (2025:82) employees. For the year ended 31 March 2026, the staff costs of the Group amounted to approximately HK\$15.4 million, representing a decrease of approximately HK\$9.2 million or 37.4% as compared to approximately HK\$24.6 million for the corresponding period last year, mainly due to the decrease in number of the Group’s employees and share-based payment expenses approximately HK\$4.9 million for the Prior Year.

The Group’s employee remuneration policy is determined based on a number of factors such as individual performance, experience and prevailing industry practices. Compensation policies and packages of employees are being reviewed on an annual basis. In addition to basic salary, performance related remuneration such as bonus may also be awarded to employees based on internal performance evaluation. The emoluments of the Directors are reviewed at least annually and recommended by the remuneration committee of the Company (the “**Remuneration Committee**”), and decided by the Board, as authorised by the Shareholders at the annual general meeting, in accordance with the Group’s operating results, individual performance and comparable market statistics. The Company adopted a share option scheme on 26 September 2025 and eligible participants of which may be granted the share options to subscribe for the Shares in order to enable the Company to grant options to its employees, executives, officers or service providers who are contributing to the Group as their incentives and rewards. As at 31 March 2026, 10,790,400 share options were outstanding under the share option schemes of the Company.

The Group has been committing resources in continuing education and training programmes for management staff and other employees in order to upgrade their skills and knowledge. These training courses include internal courses run by the management of the Group and external courses provided by professional trainers. They range from technical training for production staff to financial and administrative trainings for management staff.

SHARE OPTION SCHEME

The Company has adopted the share option scheme on 26 September 2025 (“**2025 Share Option Scheme**”) by way of ordinary resolutions. For details, please refer to the Company’s circular and announcements dated 1 September 2025 and 26 September 2025.

There is no movement of share options granted, exercised, cancelled or lapsed under the share option schemes during the year ended 31 March 2026.

EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period, on 29 June 2026, the Company completed the placing of 1,000,000,000 new shares under specific mandate at a placing price of HK\$0.108 per share. The placing shares were allotted and issued to not less than six placees. The net proceeds from the placing amounted to approximately HK\$106.6 million, which are intended to be applied towards the expansion of the Group’s building intelligence business and for general working capital purposes. Details of the placing are set out in the announcement of the Company dated 29 June 2026.

DIVIDEND

The Directors do not recommend the payment of any dividend for the year ended 31 March 2026 (year ended 31 March 2025: nil).

ANNUAL GENERAL MEETING

A notice convening the AGM of the Company will be published and dispatched to the Shareholders in the manner as required by the Listing Rules in due course.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the year ended 31 March 2026.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 to the Listing Rules. The Board considers that the Company was in compliance with all the applicable code provisions as set out in the CG Code during the year ended 31 March 2026 apart from code provisions C.2 and F.2.2 as disclosed below.

Code provisions under C.2 of the CG Code

Under code provision C.2 of the CG Code, there should be two key aspects on the management of the Company, being the management of the Board and the day-to-day management of the Group's business. There should be a clear division of these responsibilities to ensure a balance of power and authority, so that power is not concentrated in any one individual.

Under the current structure and functions of the Board, the role of chairman should be responsible for the management and leadership of the Board while the role of chief executive officer should be responsible for the day-to-day management of the Group's business. However, the position of the chairman of the Board has been vacant since 3 January 2020 and the position of the chief executive officer has been vacant since 18 March 2025, and hence the Company did not comply with code provisions under C.2 of the CG Code during the year ended 31 March 2026.

Currently, the roles and functions of the chairman, including the coordination and communication of the Board, are performed collectively by the Board members themselves, and the roles and functions of the chief executive officer are performed collectively by the senior management team. The Company is from time to time identifying the suitable candidates who possess suitable leadership, knowledge, skills and experience to fill the vacancy of chairman of the Board and the chief executive officer.

Code provision F.2.2 of the CG Code

Under code provision F.2.2 of the CG Code, the chairman of the Board should attend the annual general meeting. As the position of chairman of the Board was vacant as at the date of the annual general meeting held on 26 September 2025 (the “**2025 AGM**”), Mr. Han Weining, being the executive Director of the Company on the date of the 2025 AGM, was appointed as the chairman of the 2025 AGM to answer and address questions raised by the Shareholders at the 2025 AGM.

The Directors believed that Mr. Han Weining, as an executive director of the Company on the date of the 2025 AGM, possessed sufficient knowledge on the Group's businesses and had the required leadership in maintaining an effective dialogue with Shareholders and addressing any issues or questions raised in the general meeting. Therefore, Mr. Han was considered suitable and appropriate to act as the chairman of the 2025 AGM in the absence of the chairman of the Board.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the “**Model Code**”) as the code of conduct for Directors in their dealings in the Company's securities. Having made specific enquiry to all Directors, all Directors have confirmed that they had complied with the required standard of dealings as set out in the Model Code during the year ended 31 March 2026.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) with written terms of reference and revised from time to time to comply with the CG Code. The Audit Committee currently comprises three independent non-executive Directors, namely Ms. Li Mingqi (as committee chairperson), Mr. Xu Wei and Mr. Xu Dongsan. The principal duties of the Audit Committee are to review and monitor the Group’s financial reporting system, and risk management and internal control systems. The Audit Committee has reviewed the consolidated financial statements of the Company for the year ended 31 March 2026 and considered that the Company had complied with all applicable accounting standards and requirements and made adequate disclosures.

SCOPE OF WORK OF PRISM HONG KONG LIMITED

The figures in respect of the Group’s consolidated statement of financial position, consolidated statement of profit and loss and other comprehensive income and the related notes thereto for the year ended 31 March 2026 as set out in the preliminary announcement have been agreed by the Group’s auditor, Prism Hong Kong Limited, to the amounts set out in the Group’s draft consolidated financial statements for the Year. The work performed by Prism Hong Kong Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Prism Hong Kong Limited on the preliminary announcement.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This annual results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.synertone.net). The annual report of the Company for the year ended 31 March 2026 will be despatched to the Shareholders and published on the aforesaid websites in due course.

By order of the Board
Synertone Communication Corporation
Han Weining
Executive Director

Hong Kong, 29 June 2026

As at the date of this announcement, the executive Directors are Mr. Han Weining and Mr. You Yiyang; and the independent non-executive Directors are Ms. Li Mingqi, Mr. Xu Wei and Mr. Xu Dongsan.