Boill Healthcare Holdings Limited
保集健康控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1246)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2026

The board of directors (the "**Board**", or the "**Director(s)**") of Boill Healthcare Holdings Limited (the "**Company**") announces the audited consolidated results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 March 2026, together with the audited comparative figures for the previous corresponding year and the relevant explanatory notes, as set out below:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Note	**2026** **HK$'000**	2025 HK$'000
Revenue	5	**257,541**	76,920
Cost of sales		**(227,001)**	(83,919)
Gross profit/(loss)		**30,540**	(6,999)
Other income and gains/(losses), net	6	**12**	(12,476)
Selling and distribution expenses		**(489)**	(1,022)
Administrative and other expenses		**(6,613)**	(6,752)
Reversal of loss on net realisable values of completed properties held for sales		**–**	149
Provision for loss on net realisable values of properties under development		**(49,265)**	(299,480)
Fair value loss on investment properties, net		**(75,467)**	(449,181)
Gain/(loss) on equity instruments, net		**34**	(522)
Expected credit losses ("ECL") for trade receivables		**(26,453)**	(3,222)

	Note	2026 HK$'000	2025 HK$'000
ECL for prepayments, deposits and other receivables		**(7,153)**	(1,749)
ECL for financial guarantee contracts		**(27,234)**	(26,035)
Finance costs	7	**(33,551)**	(66,238)
LOSS BEFORE TAX	8	**(195,639)**	(873,527)
Income tax (expense)/credit	9	**(6,928)**	581
LOSS FOR THE YEAR		**(202,567)**	(872,946)
OTHER COMPREHENSIVE (LOSS)/ INCOME			
Items that may be reclassified to profit or loss in the subsequent periods:			
Exchange differences arising on translation to presentation currency		**(67,131)**	8,092
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX		**(67,131)**	8,092
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		**(269,698)**	(864,854)
LOSS FOR THE YEAR ATTRIBUTABLE TO:			
– owners of the Company		**(194,124)**	(829,965)
– non-controlling interests		**(8,443)**	(42,981)
		(202,567)	(872,946)
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:			
– owners of the Company		**(256,637)**	(822,139)
– non-controlling interests		**(13,061)**	(42,715)
		(269,698)	(864,854)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY			
– Basic and diluted	11	**HK(14.29) cents**	HK(61.12) cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	Note	2026 *HK$'000*	2025 *HK$'000*
Non-current assets			
Property, plant and equipment		**160**	15
Investment properties	*12*	**209,460**	269,694
Total non-current assets		**209,620**	269,709
Current assets			
Completed properties held for sale		**4,503**	4,257
Properties under development		**135,027**	174,442
Inventories		**18,255**	3,663
Trade receivables	*13*	**46,611**	59,275
Prepayments, deposits and other receivables		**166,252**	9,966
Equity instruments at fair value through profit or loss		**123**	89
Restricted cash		**7,915**	7,480
Cash and cash equivalents		**31,479**	325
Total current assets		**410,165**	259,497
Current liabilities			
Trade payables	*14*	**360,040**	258,364
Contract liabilities		**98,287**	–
Other payables and accruals		**263,974**	200,994
Financial guarantee liabilities		**241,938**	202,832
Due to related companies		**12,342**	225,746
Borrowings	*15*	**877,149**	833,166
Tax payables		**6,260**	3,716
Total current liabilities		**1,859,990**	1,724,818

	Note	**2026**	2025
		HK$'000	*HK$'000*
Net current liabilities		**(1,449,825)**	(1,465,321)
Net liabilities		**(1,240,205)**	(1,195,612)
Equity			
Share capital	*16*	**339,500**	339,500
Reserves		**(1,524,608)**	(1,492,334)
Equity attributable to owners of the Company		**(1,185,108)**	(1,152,834)
Non-controlling interests		**(55,097)**	(42,778)
Total deficit		**(1,240,205)**	(1,195,612)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE AND GROUP INFORMATION

Boill Healthcare Holdings Limited (the "**Company**") is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The registered address of the Company is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1−1108, Cayman Islands. The principal place of business of the Company is located at 15/F, Toi Shan Association Building, 167−169 Hennessy Road, Wan Chai, Hong Kong.

Mr. Shum Wa Wah Walter is the Company's largest shareholder, and owned approximately 19.15% of the issued shares of the Company.

2. BASIS OF PRESENTATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards which includes all Hong Kong Financial Reporting Standards ("**HKFRSs**"), Hong Kong Accounting Standards ("**HKASs**") and interpretations issued by the HKICPA. The consolidated financial statements also include the applicable disclosure requirements of Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange.

The consolidated financial statements have been prepared under historical cost basis, except for investment properties and financial instruments at fair value through profit or loss ("**FVTPL**"), which is measured at fair value.

(b) Basis of measurement and going concern

These consolidated financial statements have been prepared in conformity with the principles applicable to a going concern basis. The applicability of these principles is dependent upon continued availability of adequate finance or attaining profitable operations in future and the success of the below plans and measures in view of the excess of current liabilities over current assets.

As at 31 March 2026, the Group's current liabilities exceeded its current assets and its total liabilities exceeded its total assets by approximately HK$1,449,825,000 and approximately HK$1,240,205,000, respectively.

Borrowings

As at 31 March 2026, the Group's borrowings amounted to approximately HK$877,149,000. All borrowings are repayable on demand, while the Group only had cash and cash equivalents of approximately HK$31,479,000 as at 31 March 2026.

During the year ended 31 March 2026, the Group default on its all borrowings of approximately HK$877,149,000. As at the date of this result announcement, the bank is currently processing a public auction of the properties under development of the Group, with a carrying amount of approximately HK$135,027,000 and investment properties under construction of the Group, with a carrying amount of approximately HK$205,263,000.

Financial guarantee to a related company

The Group has recognised ECL of approximately RMB51.7 million for the financial guarantee provided by certain guarantors and Shanghai Baoxian Company Limited* (上海保賢實業有限公司) ("**Shanghai Baoxian**"), an indirect non-wholly-owned subsidiary of the Company by way of corporate guarantee for loans of a related company, Shanghai Guzhen Company Limited* (上海顧臻實業有限公司) ("**Shanghai Guzhen**"), controlled by Boill Holding Group Co., Limited* ("**Boill Holding**"), an entity indirectly held by Mr. Qiu Dongfang ("**Mr. Qiu**"), who was a substantial shareholder until 12 March 2026 and a director of the Company until 30 December 2024 (collectively, "**Guarantors**"), up to the maximum amount of the corporate guarantee of RMB55.5 million.

During the year ended 31 March 2024, Shanghai Guzhen has failed to repay the outstanding borrowing of RMB37.0 million. On 19 February 2024, the People's Court of Fengxian District, Shanghai City (上海市奉賢區人民法院) (the "**Court**") handed down a judgment that Shanghai Guzhen should repay all outstanding loan amount and unpaid interests within 10 days after the judgment becoming effective, and the Guarantors should be jointly liable. As such, upon Shanghai Guzhen's further default of the judgment requirements, the lender applied for property preservation to the Court. As a result, the Group has received documents of legal proceedings claiming the amount of approximately RMB41.5 million ("**Claim Amount**"). Consequently, the bank balances of the Group of approximately HK$7.5 million have been frozen. Up to the date of these consolidated financial statements were authorised for issue, the management has not received any claim from the lender, Shanghai Fengxian Greenland Microloan Company Limited* (上海奉賢綠地小額貸款股份有限公司).

Financial guarantee for loan facilities

The Group has recognised ECL of approximately RMB161.5 million relating to loan facilities granted by a non-controlling interest ("**NCI**") ("**NCI Loan Facilities**") of the Group to Shanghai Baoxian. As at 31 March 2026, the Group has utilised the loan facilities of RMB45.0 million ("**NCI Loan A**") of the loan facilities and recorded in the borrowings in the consolidated statement of financial position. Shanghai Baoxian has failed to repay the NCI Loan A. Per management understanding, Boill Holding also borrowed RMB135.0 million from the NCI ("**NCI Loan B**") and the Group is one of guarantor of the NCI Loan Facilities, and Boill Holding has failed to repay the NCI Loan B during the year. The NCI has initiated legal action against the Group (the "**Dispute**") to claim the NCI Loan A and NCI Loan B. In connection with this litigation, court judgment was received and the Group is obliged to payment approximately RMB179.2 million which has been fully recognised in the consolidated financial statements as of 31 March 2026.

Certain subsidiaries of the Group have been subjected to high-level consumption restrictions by the Chinese Mainland court and have been included on the list of dishonest persons subject to enforcement.

Notwithstanding the above mentioned and those events set forth below, the consolidated financial statements have been prepared on a going concern basis on the assumption that the below events will be successfully completed, and that the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future on, the validity of which is dependent on the outcome of plans and measure to be taken by the management of the Group, including:

(i) negotiating with investor/banks to obtain additional new financing and other source of funding as and when required;

* For identification purpose only

(ii) the Group continued to sell the completed properties held for sale in order to boost the liquidity of the Group;

(iii) the directors of the Company will continue to implement stronger measures aiming at improving the working capital and cash flows of the Group, including closely monitoring incurrence of other operating expenses;

(iv) the Group has expanded its healthcare and leisure business in the People's Republic of China during the year ended 31 March 2026 and subsequent to the year ended 31 March 2026; and

(v) the outcome of the litigation and dispute in line with the recognised amount of the financial guarantee and its borrowings and the outcome of the several litigations in relation to disputes under construction contracts in respect of its property development projects, which arose during the normal course of business.

Taking into account the Group's cash flow projections covering a period of twelve months from the date of this result announcement prepared by the management, and assuming the successful implementation of the above measures, the Directors consider the Group would be able to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of this result announcement. Accordingly, the consolidated financial statements have been prepared on a going concern basis notwithstanding that the above events or conditions indicate the existence of material uncertainties that may cast significant doubt about the Group's ability to continue as a going concern.

Should the Group fail to achieve the intended effects resulting from the plans and measures as mentioned above, it might not be able to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their net realisable amounts, to provide for any further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

(c) Functional and presentation currency

The functional currency of the Company is Hong Kong dollars ("**HK$**"). For the purpose of presenting the consolidated financial statements, the Company and its subsidiaries (hereinafter collectively referred to as the "**Group**") adopted HK$ as its presentation currency which is the same as the functional currency of the Company.

The consolidated financial statements are presented in Hong Kong dollars. All values are rounded to the nearest thousand except when otherwise indicated.

3. ADOPTION OF HKFRS ACCOUNTING STANDARDS

(a) Adoption of new/revised HKFRS Accounting Standards

In the current year, the Group has applied the following amendments to HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which are mandatorily effective for the annual periods beginning on or after 1 April 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability

The application of the 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.

(b) New/revised HKFRS Accounting Standards that have been issued but are 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 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[1]
Amendments to HKFRS Accounting Standards – Volume 11	Annual Improvements to HKFRS Accounting Standards[1]
Amendments to HKFRS 9 and HKFRS 7	Amendments to contracts referencing nature dependent electricity[1]
HKFRS 18	Presentation and Disclosure in Financial Statements[2]
Amendments to HKAS 21	Translation to Hyperinflationary Presentation Currency[2]
Amendments to HKAS 28 and HKFRS 10	Amendments to Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

1 Effective for annual periods beginning on or after 1 January 2026
2 Effective for annual periods beginning on or after 1 January 2027
3 No mandatory effective date yet determined but available for adoption

Except for the new and amendments to HKFRS Accounting Standards mentioned below, the Directors of the Company anticipate that the application of all other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 replaces HKAS 1 Presentation of Financial Statements, carrying forward many of the requirements in HKAS 1 unchanged and complementing them with new requirements. HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into the five categories: operating, investing, financing, income taxes and discontinued operations, and to present two new defined subtotals. It also requires disclosures about management defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, which is renamed as HKAS 8 Basis of Preparation of Financial Statements. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 Statement of Cash Flows, HKAS 33 Earnings Per Share. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs will be effective for annual periods beginning on or after 1 January 2027 with earlier application permitted.

Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

4. OPERATING SEGMENT INFORMATION

The management has determined the operating segments based on the reports reviewed by the directors of the Company, which are used to access performance and allocate resources. The management assesses the performance of the following operating segments as below:

(i) Property development

Sale of properties, sales of construction materials, provision of property management services and leases; and

(ii) Healthcare and leisure

Sale of food, beverage, healthcare and leisure related products.

An analysis of the Group's revenue by product category is as follows:

	2026	2025
	HK$'000	*HK$'000*
Property development:		
– Sales of properties	**–**	43,159
– Sales of construction materials	**15,937**	33,506
Revenue from leasing properties with fixed payment	**–**	255
Healthcare and leisure:		
– Sales of food and beverage	**241,604**	–
Total	**257,541**	76,920

(a) Geographical Information:

The Group's operations, and its non-current assets, are mainly located in the PRC and all revenue were generated from the PRC.

(b) Information About Major Customers

Details of customers individually representing 10% or more of the Group's revenue are as follows:

	2026	2025
	HK$'000	*HK$'000*
Customer A^	**55,625**	–
Customer B^	**29,131**	–
Customer C*	**–**	37,624
Customer D*	**–**	23,674

^ Revenue from healthcare and leisure segment

* Revenue from property development segment

Except disclosed above, no other customers contributed 10% or more to the Group's revenue for both years.

(c) The segment revenue and results for the year ended 31 March 2026 are as follows:

	Property development	**Healthcare and leisure**	**Unallocated**	**Total**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***
Revenue from external customers	**15,937**	**241,604**	**–**	**257,541**
Segment results	**(177,069)**	**20,533**	**(5,552)**	**(162,088)**
Finance costs				**(33,551)**
Loss before tax				**(195,639)**
Income tax expense (Note 19)				**(6,928)**
Loss for the year				**(202,567)**
Other segment items included in the consolidated statement of profit or loss are as follows:				
Gains on equity investment, net	**34**	**–**	**–**	**34**
Provision for ECL on trade receivables	**(26,291)**	**(162)**	**–**	**(26,453)**
Provision for loss on net realisable values of properties under development	**(49,265)**	**–**	**–**	**(49,265)**
Fair value loss on investment properties, net	**(75,467)**	**–**	**–**	**(75,467)**
ECL for financial guarantee contracts	**(27,234)**	**–**	**–**	**(27,234)**
ECL on other receivables	**(7,153)**	**–**	**–**	**(7,153)**

No segment revenue and result is disclosed for the year ended 31 March 2025 because the Group operated as a single segment.

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

	2026	2025
	HK$'000	*HK$'000*
Segment assets		
Property development	**350,110**	528,432
Healthcare and leisure	**268,866**	–
	618,976	528,432
Total reportable segment assets		
Unallocated corporate assets	**809**	774
Consolidated assets	**619,785**	529,206

	2026	2025
	HK$'000	*HK$'000*
Segment liabilities		
Property development	**1,526,583**	1,628,806
Healthcare and leisure	**231,810**	–
	1,758,393	1,628,806
Total reportable segment liabilities		
Unallocated corporate liabilities	**101,597**	96,012
Consolidated liabilities	**1,859,990**	1,724,818

5. REVENUE

	2026	2025
	HK$'000	HK$'000
Revenue from contract with customer:		
Sales of properties	**–**	43,159
Sales of construction materials	**15,937**	33,506
Sales of food and beverage	**241,604**	–
Total revenue recognised on a point in time basis	**257,541**	76,665
Revenue from other source:		
Rental income from leasing properties with fixed payment	**–**	255
	257,541	76,920

Transaction allocated to the remaining performance obligation for contracts with customers

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contract that the Group does not disclose information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the sales contract that had an original expected duration of one year or less.

6. OTHER INCOME AND GAINS/(LOSSES), NET

An analysis of other income and gains/losses, is as follows:

	2026	2025
	HK$'000	*HK$'000*
Foreign exchange differences, net	**–**	1
Interest income	**12**	16
Others	**–**	35
Provision *(Note)*	**–**	(12,528)
	12	(12,476)

Note: The provision represented the amount that the Group is required to compensate to the customers for failing to fulfill its contractual obligations to complete the properties under development.

7. FINANCE COSTS

An analysis of finance costs is as follows:

	2026	2025
	HK$'000	*HK$'000*
Interest and charges on bank and other borrowings	**25,729**	58,761
Interest and charges on loan from a non-controlling interests	**7,822**	7,477
	33,551	66,238

8. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	2026	2025
	HK$'000	*HK$'000*
Auditors' remuneration	**1,040**	800
Cost of properties sold	**–**	50,749
Cost of construction materials sold	**14,862**	33,170
Cost of food and beverage sold	**212,139**	–
	227,001	83,919
Advertising and promotion fee included in the selling and distribution expenses	**5**	428
Foreign exchange differences, net	**–**	(1)
Expense relating to short-term leases	**66**	5
Employee benefit expenses *(note)* (excluding directors' remuneration*)*:		
– Wages, salaries and bonus	**643**	1,809
– Contribution to defined contribution plans	**98**	251
	741	2,060

Note: The employee benefit expenses were approximately HK$367,000 (2025: HK$574,000) included in the selling and distribution expenses.

9. INCOME TAX EXPENSE/(CREDIT)

For the year ended 31 March 2026, Hong Kong Profits Tax of the selected entity of the Group was calculated at 8.25% (2025: 8.25%) of the first HK$2,000,000 estimated assessable profits and 16.5% (2025: 16.5%) of the remaining estimated assessable profits. Hong Kong Profits Tax for the remaining entities within the Group was calculated at 16.5% (2025: 16.5%) of the estimated assessable profits for the year ended 31 March 2026. No provision for Hong Kong Profits Tax as the Group did not earn any assessable income subject to Hong Kong Profits Tax during the years ended 31 March 2026 and 2025.

Enterprise Income Tax ("**PRC EIT**") arising from the PRC is calculated at 25% (2025: 25%) of the estimated assessable profits during the years ended 31 March 2026 and 31 March 2025.

	2026	2025
	HK$'000	*HK$'000*
Current tax – PRC EIT		
– Tax for the year	**6,928**	82
Deferred tax		
– Credit to profit or loss for the year	**–**	(663)
Income tax expense/(credit)	**6,928**	(581)

10. DIVIDENDS

No dividend was paid or proposed during the year ended 31 March 2026, nor has any dividend been proposed since the end of the reporting period (2025: Nil).

11. LOSS PER SHARE

Calculation of the basic and diluted loss per share attributable to owners of the Company is based on:

	2026	2025
	HK$'000	*HK$'000*
Loss for the year attributable to owners of the Company	**(194,124)**	(829,965)

	Number of shares	
	2026	2025
Weighted average number of ordinary shares in issue during the year for the purpose of basic loss per share	**1,358,000,000**	1,358,000,000

Diluted loss per share is the same as the basic loss per share because the Group has no potential ordinary shares outstanding during the years ended 31 March 2026 and 2025.

12. INVESTMENT PROPERTIES

	Completed	**Under construction**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
At 1 April 2024	4,422	719,423	723,845
Increase/(decrease) in fair value	140	(449,321)	(449,181)
Exchange realignment	(48)	(4,922)	(4,970)
At 31 March 2025 and 1 April 2025	4,514	265,180	269,694
Decrease in fair value	(576)	(74,891)	(75,467)
Exchange realignment	259	14,974	15,233
At 31 March 2026	4,197	205,263	209,460

At 31 March 2026, the Group's investment properties with carrying amount of approximately HK$205,263,000 (2025: HK$265,180,000) were pledged to secure borrowings granted to the Group. As disclosed in note 2, the bank is currently processing a public auction of investment properties under construction.

13. TRADE RECEIVABLES

	2026	2025
	HK$'000	*HK$'000*
Trade receivables	**76,266**	62,477
Less: Impairment loss	**(29,655)**	(3,202)
	46,611	59,275

Trade receivables represent receivables from sales of properties and construction materials for property development business and sale of food, beverage, healthcare and leisure related products business. Trade receivables are past due when a counterparty has failed to make a payment when contractually due and the credit period granted to customers is generally for a period of one month or otherwise the payment terms in the sales of construction materials contract and one month for sale of food, beverage, healthcare and leisure related products business. Trade receivables are non-interest bearing.

An aged analysis of the gross amount of trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

	2026	2025
	HK$'000	*HK$'000*
0 to 30 days	**31,080**	37,624
31 to 60 days	**18,895**	–
61 to 90 days	**–**	67
181 to 360 days	**–**	24,786
Over 360 days	**26,291**	–
	76,266	62,477

As at 31 March 2026, the balances of approximately HK$31,080,000 (2025: HK$37,624,000) were not past due, approximately HK$18,895,000 (2025: nil) were past due 0 to 30 days, approximately HK$nil (2025: HK$67,000) were past due 31 to 60 days, approximately HK$nil (2025: HK$24,786,000) were past due 61 to 90 days and approximately HK$26,291,000 (2025: HK$nil) were past due over 1 year.

14. TRADE PAYABLES

The trade payables are non-interest-bearing and are normally settled on 30–60 days terms. An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2026	2025
	HK$'000	*HK$'000*
0 to 30 days	**105,167**	36,624
31 to 60 days	**17,921**	–
61 to 90 days	**40**	–
91 to 180 days	**113**	–
181 to 360 days	**2,229**	169,537
Over 360 days	**234,570**	52,203
	360,040	258,364

15. BORROWINGS

	Notes	Effective interest rate (%)	Maturity	**2026** *HK$'000*	2025 *HK$'000*
Bank loans – secured (i), (ii) & (iii)	*a*	3.00–3.45%	On demand	**814,762**	770,192
Other loan – unsecured	*b*	8.0%	On demand	–	4,000
Other loan – secured (iii) & (iv)	*c*	12.0%	On demand	**11,343**	10,723
NCI Loan A – secured (v)	*d*	15.0–15.4%	On demand	**51,044**	48,251
Current liabilities				**877,149**	833,166

The Group's borrowings are secured by:

i) Investment properties with carrying value of approximately HK$205,263,000 (2025: HK$265,180,000);

ii) Properties under development with carrying value of approximately HK$135,027,000 (2025: HK$174,442,000);

iii) Properties held by a related company controlled by Mr. Qiu;

iv) Guaranteed by related companies controlled by Mr. Qiu; and

v) Personal guarantee given by each of Mr. Qiu and his spouse, Ms. Huang, and corporate guarantees provided by the related companies controlled by Mr. Qiu.

Notes:

a. The Group defaulted on its bank borrowings. As at the date of these consolidated financial statements were authorised for issue, the bank processed a public auction of the properties under development of the Group, with a carrying amount of approximately HK$135,027,000 (2025: HK$174,442,000), and investment properties of the Group, with a carrying amount of HK$205,263,000 (2025: HK$265,180,000). As of the date of these consolidated financial statements were authorised for issue, the auction is in process.

b. The other loan was matured in March 2024 and fully settled.

c. The other loan was matured in May 2024 and unsettled up to the date of these consolidated financial statements were authorised for issue.

d. The NCI Loan A was matured in December 2023 and unsettled up to the date of these consolidated financial statements were authorised for issue. Details of this borrowing, please refer to note 2(b).

16. SHARE CAPITAL

	Ordinary shares of HK$0.25 each	Amount *HK$'000*
Authorised:		
At 1 April 2024, 31 March 2025, 1 April 2025 and 31 March 2026	**4,800,000,000**	**1,200,000**
Issued and fully paid:		
At 1 April 2024, 31 March 2025, 1 April 2025 and 31 March 2026	**1,358,000,000**	**339,500**

MANAGEMENT DISCUSSION AND ANALYSIS

The Board presents the audited consolidated results of the Group for FY2026 to the valued Shareholders. The Group's revenue for FY2026 was approximately HK$257.5 million, representing an increase of approximately 234.9% from approximately HK$76.9 million for FY2025. The revenue from the property development, sales of construction materials and healthcare and the leisure business for FY2026 were nil (FY2025: approximately HK$43.2 million), approximately HK$15.9 million (FY2025: approximately HK$33.5 million), and approximately HK$241.6 million (FY2025: nil) respectively.

The loss attributable to owners of the Company for FY2026 was approximately HK$194.1 million (FY2025: approximately HK$830.0 million), while the basic and diluted loss per share attributable to owners of the Company was approximately HK14.29 cents (FY2025: HK61.12 cents).

BUSINESS REVIEW

Property development

Residential property project

The Group has expanded its property development business in October 2021 following completion of the acquisition of the entire equity interest of Set Flourish Ventures Limited, which through its subsidiaries, is principally engaged in the development and operation of a property project (the "**Yangzhong Project**"), which is situated at No. 1 Yihe Road, located at the east of Xinyang Road, south of Yihe Road, Sanmao Street, the central business district of Yangzhong City, Zhenjiang City, Jiangsu Province, the PRC. The Group has completed the construction of Yangzhong Project during the year ended 31 March 2024.

The Group recorded nil revenue from Yangzhong Project during FY2026. During FY2025, the Group recorded revenue of approximately HK$43.2 million from the sales of 10 apartments with an aggregate gross floor area of approximately 1,313 square meters, 366 car parking spaces, 59 storage rooms, and the accumulated sales of 1,150 apartments, 14 shops, 366 car parking spaces, 59 storage rooms, with an aggregate gross floor area of approximately 145,995 square meters. As at 31 March 2026, there were 68 car parks and one shop with an aggregate gross floor area of approximately 37 square meters for the Yangzhong Project.

Construction materials business

The Group recorded approximately HK$15.9 million of revenue from sales of construction materials for FY2026, representing a decrease of approximately 52.5% from approximately HK$33.5 million for FY2025, mainly due to more resources have been put to develop the healthcare and leisure business.

Healthcare and leisure business

The healthcare and leisure business of the Group focuses on two asset-light principal activities, namely (i) a fast-moving consumer goods (FMCG) business; and (ii) a bioactive food ingredients business.

FMCG Business

The FMCG business operates through a multi-tiered distribution network. This business model is designed to achieve market penetration with minimal fixed costs. The Group has established cooperation with over 150 terminal stores across Guangdong, Fujian and Jiangxi, demonstrating the substance and reach of its FMCG operations. The partner network comprises a diverse range of retail formats, including supermarkets, convenience stores, traditional grocery stores, restaurants and F&B outlets and wholesale distributors.

The product portfolio under this segment includes (a) white wine (Baijiu), (b) beverages such as grain drinks, tea beverages, functional drinks, and fruit juices; (c) cooking wine and (d) yellow wine (Huangjiu). The Group has signed long-term strategic cooperation agreements with its suppliers to secure reliable product supply and pricing.

Bioactive food ingredients business

The bioactive food ingredients business is principally engaged in the sourcing and distribution of whole-food ingredients naturally rich in bioactive compounds, including non-GMO corn (rich in dietary fibre and resistant starch), premium rice, and high-protein soybeans (a natural source of isoflavones). While the FMCG segment focuses on branded consumer products, this segment focuses on the upstream sourcing of natural, high-quality food ingredients, which are essential inputs for health-conscious consumers and the food processing industry.

The bioactive food ingredients business utilizes a digital platform to support traceability, quality control and supply chain coordination, contributing to value-add in the grain sourcing industry where place of origin and quality are important. The Group has recurring transactions under this business with more than ten corporate customers, including grain purchasing enterprises and agricultural cooperatives.

During FY2026, the Group resumed its healthcare and leisure business and recorded revenue of approximately HK$241.6 million (FY2025: nil) through the distribution of healthcare and leisure-related products.

FINANCIAL REVIEW

Revenue

The revenue of the Group for FY2026 was approximately HK$257.5 million, representing an increase of approximately HK$180.6 million or 234.9% as compared to the revenue of approximately HK$76.9 million for FY2025.

The increase in revenue was mainly due to the net effect of the increase in healthcare and leisure segment to HK$241.6 million during FY2026 from nil during FY2025, and the decrease in delivery of properties under the Yangzhong Project to nil during FY2026 from HK$43.2 million during FY2025 and sales of construction materials to HK$15.9 million from HK$33.5 million during FY2025.

Gross profit/(loss)

The gross profit of the Group for FY2026 was approximately HK$30.5 million, as compared to the gross loss of approximately HK$7.0 million for FY2025.

The change in gross loss in FY2025 to gross profit in FY2026 was mainly due to the gross loss of HK$7.3 million in property development and partly set off by the gross profit of HK$0.3 million in sales of construction materials during FY2025, while the gross profit of HK$30.5 million in sales of construction materials and healthcare and leisure segment during FY2026.

Other income and gains/(losses), net

The other income and gains/(losses), net of the Group for FY2026 were net gain of approximately HK$12,000 of interest income, while the other losses were mainly the provision of approximately of HK$12.5 million for the compensation to the customers for failure to satisfy the obligations of contract liabilities for FY2025.

Selling and distribution expenses

The selling and distribution expenses of the Group decreased from approximately HK$1.0 million for FY2025 to approximately HK$0.5 million for FY2026, mainly due to the decrease in the delivery of properties. The selling and distribution expenses for FY2026 are primarily composed of salaries and commissions.

Administrative and other expenses

The administrative and other expenses of the Group for FY2026 were approximately HK$6.6 million, representing a slight decrease of approximately HK$0.2 million from approximately HK$6.8 million for FY2025.

Provision for loss on net realisable values of properties under development and completed properties held for sales

During FY2026, in light of the adverse impact caused by the sluggish property development industry environments in mainland China and properties under development is under auction by lender, the management reassessed the provision for loss on net realisable values of properties under development in respect of the integrated industrial zone project and completed properties held for sales in respect of the Yangzhong Project.

The Group assessed the recoverable amounts of the properties under development and completed properties held for sales at the lower of costs and net realisable value. Provision for loss on net realisable values of properties under development of the Group for FY2026 was approximately HK$49.3 million (FY2025: HK$299.5 million). This amount is primarily attributed to the provision for loss on the net realisable value related to properties under development in the integrated industrial zone project, as well as properties being auctioned by the lender instead of being completely developed.

Fair value loss on investment properties

The Group's investment properties have been valued individually, on market value basis, which conforms to RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors (RICS). The fair value loss on investment properties mainly in respect of the integrated industrial zone project for FY2026 was approximately HK$75.5 million (FY2025: HK$449.2 million). The increase in total fair value loss was mainly due to the following.

On 12 May 2021, Shanghai Baoxian succeeded in the bids of the land use rights of a plot of land located at Plot 12A-01A, Industrial Comprehensive Development Zone, Fengxian District, the People's Republic of China (the "**PRC**"), which is located at east to Shanghai-Hangzhou Highway, west to Renjie Road, south to Fengpu Avenue and north to Zhijiang Road (the "**Land**") with a total site area of approximately 63,481 square meters through the listing-for-sale process held by Shanghai Land Transaction Center. Completion of the acquisition of the Land took place on 2 July 2021.

The Group intended to develop the Land into an innovative hub and integrated industrial zone for companies, researchers and individuals in the medical equipment, biomedical and medical beauty industry, and such integrated zone, with an area for commercial facilities, aims to attract customers for talent residence, catering and leisure, Chinese medical and healthcare, cosmetics sales, fitness and sports, personal image consulting and other businesses. The Group planed to construct 30 buildings ranging from 1 to 18 storeys, with a total estimated gross floor area of approximately 160,090 square meters for education, scientific research and design use, and 739 carparking spaces in the basement.

The construction on the Land commenced in September 2021 and it was expected to be completed by April 2024. Due to the property market in the PRC remained under downward pressure and the housing supply and prices dragged down by the weakened demands, the construction progress of the Land were inevitably affected.

The Land and the property under development were pledged to secure the borrowing of approximately HK$770.2 million from a bank. During the year ended 31 March 2026, the Group defaulted on the bank borrowings. The bank is currently processing a public auction of the Land and the property under development. As of the date of this announcement, the auction is in process.

Expected credit losses for trade receivables

During FY2026, the Group recognised expected credit losses for trade receivables of approximately HK$26.5 million (FY2025: approximately HK$3.2 million) due to the impairment losses recognised.

Expected credit losses for prepayments, deposits and other receivables

During FY2026, the Group recognised expected credit losses for prepayments, deposits and other receivables of approximately HK$7.2 million (FY2025: approximately HK$1.7 million) due to the impairment losses recognised.

Expected credit losses for financial guarantee contracts

During FY2026, the Group recognised expected credit losses for financial guarantee contracts of approximately HK$27.2 million (FY2025: HK$26.0 million). Please refer to the heading "Internal Control Deficiencies and Remedial Measures Implemented" and "Contingent Liabilities and Litigations" in this section for further details.

Finance costs

The finance costs of the Group for FY2026 were approximately HK$33.6 million, representing a decrease of approximately HK$32.6 million from approximately HK$66.2 million for FY2025. The decrease was due to the decrease in interest rate on the defaulted loan.

Income tax (expense)/credit

The income tax expense of the Group for FY2026 was approximately HK$6.9 million which was provided for the profit before tax of certain subsidiaries in the PRC. The income tax credit was approximately HK$0.6 million for FY2025.

Net loss

The net loss of the Group for FY2026 was approximately HK$202.6 million, representing a decrease of approximately HK$670.3 million from approximately HK$872.9 million for FY2025.

The Group's overall performance for the FY2026 was unsatisfactory as the Group recorded provision for loss on net realisable value of properties under development of approximately

HK$49.3 million for FY2026 (FY2025: HK$299.5 million) from the integrated industrial zone project, and fair value loss on investment properties of approximately HK$75.5 million for FY2026 (FY2025: HK$449.2 million), due to the negative impact of the properties being auctioned by the lender rather than being developed, expected credit losses for trade receivables and prepayments, deposits and other receivables of approximately HK$26.5 million (FY2025: approximately HK$3.2 million) and approximately HK$7.2 million (FY2025: approximately HK$1.7 million) respectively due to the impairment losses recognized.

BUSINESS PROSPECTS

The unsatisfactory performance was partly due to the Board fight and suspension of trading of our Shares, and is expected to resume normal following the resumption of trading of our Shares.

Looking back from a longer historical perspective, the FY2026 was doomed to be an extraordinary year, during which enterprises and individuals did their best to survive a tough and hard time. The world was turbulent. China was bumping forward. Amid dramatic changes and reshaping, uncertainty became normal, and this was also the case for the property development industry which stumbled through its ups and downs.

We were hard working during the FY2026, in which the industry saw a year of deep adjustments, a year of spiraling down to a dark hole and a year of complicated and volatile market environment.

On 25 March 2026, the Company entered into an agreement to dispose of four subsidiaries under its Property Development Business for RMB2 million (the "**Proposed VSD**"), which is expected to remove overdue borrowings of approximately HK$877.1 million. The Proposed VSD pending the approval of the Stock Exchange, is expected to constitute a very substantial disposal to the Company pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

Looking forward to financial year 2027, the international environment will still be complex and severe, while the prospect for economic recovery in China is yet to show any sign of strength, and the real estate industry continues to stay in the stage of structural adjustment. Against the backdrop of challenges and uncertainties, we must follow the right way and take unpredictable moves so as to make steady progress.

Accordingly, the Board is reviewing the feasibility of various business options to increase the Group's revenue and working capital.

In 2017, with the approval of the shareholders of the Company, the name of the Company was changed from Ngai Shun Holdings Limited (毅信控股有限公司) to Boill Healthcare Holdings Limited (保集健康控股有限公司). The name change marked the strategic expansion of the Group gradually from real estate industry to the healthcare and leisure industry. It had been the Company's strategy to leverage on its competitive edge and industry knowhow in the real estate business to explore business opportunities in the field of healthcare and leisure-related products and services.

Having considered the uncertainties in the real estate industry in the near future, the Company resolved to continue to reduce its reliance in the real estate segment, and prioritise its resources in development the healthcare and leisure segment of the Group (through distribution of herbal tea, grain-related drinks huangjiu and other Chinese liquor products and other fast moving consumable goods). The Group is in the course of expanding its product matrix and identifying suitable business partners.

DEBTS AND CHARGE ON ASSETS

As at 31 March 2026, the interest-bearing bank and other borrowings of the Group approximately HK$877.1 million (as at 31 March 2025: approximately HK$833.2 million).

As at 31 March 2026, the Group's borrowings of approximately HK$877.1 million (as at 31 March 2025: approximately HK$833.2 million) were secured by (i) investment properties with carrying value of approximately HK$205.3 million; (ii) properties under development with carrying value of approximately HK$135.0 million; (iii) personal guarantee given by each of Mr. Qiu Dongfang ("**Mr. Qiu**"), the then Director and his spouse, Ms. Huang Jian ("**Ms. Huang**"), and corporate guarantees provided by the related companies controlled by Mr. Qiu; (iv) properties held by a related company controlled by Mr. Qiu; and (v) interest in certain subsidiaries held by the Group.

As at 31 March 2026, the Group's all interest-bearing bank and other borrowings were repayable within one year or on demand and bearing interests at ranging from 3.0% to 15.4% per annum. As at 31 March 2025, the Group's interest-bearing bank and other borrowings of approximately HK$833.2 million were repayable within one year or on demand and bearing interests at ranging from 4.1% to 15.4% per annum. The interest on debt default was approximately HK$33.6 million for FY2026 (FY2025: HK$66.2 million).

The bank balance including approximately RMB6,856,000 (equivalent to HK$7,915,000) as of 31 March 2026 (31 March 2025: RMB6,856,000 (equivalent to HK$7,480,000)) was frozen since 7 March 2024 by Shanghai Court, details refer to note 1 of "Contingent Liabilities and Litigations" in this section.

As at 25 June 2024, the 100% equity interest of Shanghai Xiepeng has been frozen by Hangzhou Court due to the Dispute, details refer to note 2 of "Contingent Liabilities and Litigations" in this section.

Save as disclosed above and disclosed in "Contingent Liabilities and Litigations" in this section, the Group did not pledge any assets to bank or other financial institutions nor did the Group have any corporate guarantee given to any entity as at 31 March 2026.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2026, the Group had net current liabilities of approximately HK$1,449.8 million (as at 31 March 2025: approximately HK$1,465.3 million) and cash and bank deposits (excluding restricted bank deposits) of approximately HK$31.5 million (as at 31 March 2025: approximately HK$0.3 million).

As at 31 March 2026 and 31 March 2025, the Group was total deficit, no gearing ratio can be presented.

Taking into account the Group's cash flow projections covering a period of twelve months from the date of this announcement prepared by management, and assuming the successful implementation of the below measures, the Directors consider that the Group would be able to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of this announcement.

FOREIGN EXCHANGE RISK

The majority of the Group's assets and cash flows were denominated in RMB during FY2026 and FY2025. The management of the Company viewed that the change in exchange rate of RMB against foreign currencies had significant impact on the Group's financial position and performance during FY2026 given that the functional currency of the Group was RMB. During FY2026, the Group did not engage in any hedging activities and the Group has no intention to carry out any hedging activities in the near future. The management of the Group will continue to closely monitor the foreign currency market and consider carrying out hedging activities when necessary.

CAPITAL COMMITMENTS

As at 31 March 2026 and 31 March 2025, the Group did not have any significant capital commitments.

SIGNIFICANT INVESTMENTS

The Group did not hold any significant investments during FY2026.

MATERIAL ACQUISITIONS AND DISPOSALS

On 25 March 2026, the Company entered into an agreement (the "**SPA**") to dispose of the entire equity interest in four companies held by the Company under its Property Development Business (the "**Selling Companies**") for RMB2 million. The Selling Companies comprises (i) 100% equity interest in Creative Prosperity (BVI) Co Ltd; (ii) 100% equity interest in Double Earn Holdings Ltd; (iii) 100% equity interest in Set Flourish Ventures Ltd; and (iv) 100% equity interest in Creative Lane Limited. The Group expects to recognise a gain on the Disposal of approximately HK$1.18 billion. An extraordinary general meeting will be convened and held for the Shareholders to consider and, if thought fit, approve, the

SPA and the transactions contemplated thereunder. Further announcement regarding any material development of the Proposed VSD will be made as and when appropriate and in accordance with the Listing Rules.

Except for the above-mentioned disposed, there were no material acquisitions or disposals of any subsidiaries, associates or joint ventures during FY2026.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at the date of approval of this announcement, the Board had not authorised any plans for material investments or additions of capital assets.

CONTINGENT LIABILITIES AND LITIGATIONS

As at 31 March 2026, save as disclosed in the announcements named "Inside Information Involving Legal Proceedings Major Transaction and Connected Transaction in Relation to Financial Assistance" on 28 June 2024 and "Civil Debt Dispute" on 28 June 2024 and elsewhere in this announcement, the Group is also subjected to certain legal claims mainly in relation to disputes under construction contracts in respect of its property development projects, which arose during the normal course of business. Up to the date of this announcement, the maximum amounts of the disputes were approximately HK$91.2 million and recognised in the consolidated financial statements as of 31 March 2026.

(1) Inside Information Involving Legal Proceedings Major Transaction and Connected Transaction in relation to Financial Assistance

On 14 March 2023, 上海保賢實業有限公司 (Shanghai Baoxian Company Limited, an indirect non-wholly-owned subsidiary of the Company, "**Shanghai Baoxian**") (together with 保集控股集團有限公司 (Boill Holding Group Company Limited*, "**Boill Holding**"), Mr. Qiu and Ms. Huang as guarantors (together, the "**Guarantors A**") in favor of the lender to secure the repayment obligations of 上海顧臻實業有限公司 (Shanghai Guzhen Company Limited*, "**Shanghai Guzhen**") under a loan agreement dated 14 March 2024 (the "**Loan Agreement A**") entered between 上海奉賢綠地小額貸款股份有限公司 (Shanghai Fengxian Lvdi Microfinance Company Limited*, the "**Lender A**") and the Borrower (for the guarantee provided by Shanghai Baoxian therein, the "**Unauthorised Guarantee**"). The maximum loan amount is RMB55.5 million (equivalent to HK$60.2 million) and the loan has been drawn down by the Borrower under the Loan Agreement A was RMB37.0 million (equivalent to HK$40.1 million).

Shanghai Guzhen is a company established in the PRC with limited liability and is principally engaged in property construction. As at the date of entering into of the Loan Agreement A and the date of this annual report, Shanghai Guzhen is owned as to 93.872% by Boill Holding which was in turn directly and indirectly owned as to 86.83% by Mr. Qiu, an executive Director and one of the controlling shareholders of the Company, therefore, Shanghai Guzhen is a connected person of the Company under the Listing Rules.

As Shanghai Guzhen has been in default of its repayment obligation upon expiry of the term of the loan, the Lender A sued Shanghai Guzhen and the Guarantors A to claim approximately RMB45 million (equivalent to HK$48.8 million) (the "**Claim Amount**").

On 19 February 2024, 上海市奉賢區人民法院 (the People's Court of Fengxian District, Shanghai Municipality*, the "**Shanghai Court**") handed down a judgment that Shanghai Guzhen should repay all outstanding loan amount and unpaid interests in the sum of approximately RMB39 million within 10 days after the judgment becoming effective, and the Guarantors A should be jointly liable. As such, upon Shanghai Guzhen's further default of the judgment requirements, the Lender A applied for property preservation to the Court in respect of RMB39 million and the bank account of Shanghai Baoxian with a bank balance of approximately RMB6,856,000 (equivalent to HK$7,915,000) (31 March 2025: RMB6,856,000 (equivalent to HK$7,459,000)) was frozen since 7 March 2025.

As the Claim Amount has been fully recognized expected credit loss, no valuation was conducted. The Board takes the view that expected credit loss of the Claim Amount in full has been made on a prudent basis in light of the fact that the Lender A has obtained the judgment from the Shanghai Court, and the amount of the expected credit loss recognized is fair and reasonable taking into account the above circumstances.

Non-compliance of the Listing Rules for the Unauthorised Guarantee

As the Unauthorised Guarantee constituted a major and connected transaction of the Company under the Listing Rules, the transaction is subject to the requirements of reporting, announcement, circular and the approval from the independent shareholders of the Company.

The Company failed to comply with (i) the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14 of the Listing Rules; and (ii) the reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in a timely manner at the relevant time of the entering into of the Unauthorised Guarantee.

The non-compliance was due to the then management's misinterpretation of the Listing Rules and in particular the scope of financial assistance and guarantee under Chapters 14 and 14A of the Listing Rules and the non-compliance was inadvertent and unintentional.

Remedial Measures Implemented to avoid recurrence of similar matter

The Directors take such incident of non-compliance with the Listing Rules seriously, and regrets the Company's failure to comply with the relevant provisions of the Listing Rules. To avoid any occurrence of similar incidents in the future, the Company will adopt the following remedial measures to strengthen the relevant internal control procedures of the Group.

(i) provide further guidance materials and training to the Directors and all senior managers of the Group ("**Relevant Personnel**") regarding definition of a transaction and proper calculation of percentage ratios to strengthen and reinforce their existing knowledge and updates with respect to the classification and compliance requirements for notifiable and connected transactions under the Listing Rules;

(ii) an internal memo will be issued to all the Directors and Relevant Personnel that the connected transaction requirements under Chapter 14A of the Listing Rules and the notifiable transaction requirements under Chapter 14 of the Listing Rules must be strictly complied with and they shall keep the Company informed of any transactions which may involve connected person(s) of the Company;

(iii) enhancing the Group's internal control system by, including but not limited to, (a) providing the Relevant Personnel with a list of the connected persons of the Company on a regular basis and making timely updates; (b) requiring pre-approval of the Board for any transactions with connected persons; (c) monitoring the monthly transactions with connected persons to ensure better coordination and report of connected transactions among various business units of the Company which are responsible for reporting, monitoring and handling connected transactions; and

(iv) further review the existing internal control procedures of the Company to identify any deficiencies of the internal control policies of the Company and seek recommendations from professional parties on how to enhance the monitoring and effectiveness of the implementation of the internal control policies on connected transaction monitoring and reporting to ensure that current and future transactions will be conducted in compliance with the applicable requirements under Listing Rules and the relevant rules and regulations.

The Company's proposed actions to safeguard the Company's interests over the Claim Amount

The Company has taken or proposed to take the following actions to safeguard the Company's interests:

(i) The Company is seeking for legal advice in relation to the judgment and freezing of the bank account of Shanghai Baoxian, and will consider taking the necessary legal actions to protect the interests of Shanghai Baoxian;

(ii) The Company understands that Shanghai Guzhen provided property collateral to the Lender A with an agreed value of RMB120 million (the "**Property Collateral**") which was more than 200% of the maximum principal amount of RMB55.5 million (equivalent to HK$60.2 million) that could be drawn down under the Loan Agreement A. Subject to legal advice, the Company will urge Shanghai Guzhen and the Lender A to settle the Claim Amount by utilizing the Property Collateral and to release the freeze over Shanghai Baoxian's bank account as soon as practicable.

(iii) Boill International Co., Limited ("**Boill International**", a then substantial shareholder of the Company holding approximately 33.18% shareholding in the Company) and Liyao Investment Limited ("**Liyao**", a then substantial shareholder of the Company holding approximately 19.15% shareholding in the Company) (Boill International and Liyao, together the "**Indemnifiers**") have agreed to indemnify the Company against any actual losses which it may suffer if Shanghai Baoxian is required to pay any amount to the Lender A in respect of the legal proceedings. The Indemnifiers also confirm that to the knowledge of the Indemnifiers and Mr. Qiu (the Indemnifiers and Mr. Qiu, together the "**Controlling Shareholders**"), save for the Guarantee, the Company and/or any of its subsidiaries have not provided any other guarantees for the debts of any third party (i.e. any other company, individual or entity other than the Company and its subsidiaries) ("**External Guarantees**") that have not been released (the "**Outstanding Guarantees**"). In addition, the Indemnifiers undertake that (i) if Shanghai Baoxian repays any amounts to the Lender A in relation to the Guarantee (such amount, "**Repaid Amount**"), the Company is entitled to set off such Repaid Amount against the payables due from the Company and/or its subsidiary to the Controlling Shareholders (or any entity that is more than 50% controlled by the Controlling Shareholders); (ii) the Indemnifiers shall indemnify the Company for any actual losses suffered by the Company due to any of the Outstanding Guarantees; and (iii) if the Controlling Shareholders become aware of any new External Guarantee proposed to be entered into by the Company and/or its subsidiaries, the Controlling Shareholders shall use its reasonable endeavors to procure the reporting of such External Guarantee to the Board. On 8 October 2025, the Company obtained a waiver of amounts payable to Boill International and Liyao, totaling approximately HK$226.5 million.

(2) Civil Debt Dispute – NCI Loan

On 11 June 2021, 杭州華建豐置業有限公司 (Hangzhou Huajianfeng Real Estate Company Limited*, the non-controlling shareholder of Shanghai Baoxian, "**NCI**"), Shanghai Baoxian (as borrower) and Boill Holding, Mr. Qiu, Ms. Huang and 上海燮鵬實業有限公司 (Shanghai Xiepeng Company Limited*, an indirect wholly-owned subsidiary of the Company, "**Shanghai Xiepeng**") as guarantors (together, the "**Guarantors B**"), entered into a loan agreement. The maximum loan amount is RMB200 million (equivalent to HK$216.8 million) and the loan has been drawn down by Shanghai Baoxian under the Loan Agreement B was RMB180 million (equivalent to HK$195.1 million) at the same date.

On 9 September 2021, Shanghai Xiepeng, which is the 95% shareholder of Shanghai Baoxian, repaid RMB135 million (equivalent to HK$146.3 million) to the NCI on behalf of Shanghai Baoxian. Hence, immediately following such repayment, the outstanding principal amount of the loan became RMB45 million (equivalent to HK$48.8 million) ("**NCI Loan A**").

Based on the Company's enquiry with Boill Holding, the Company has been given to understand that: (i) on 9 September 2021, Boill Holding received a total amount of RMB135 million (equivalent to HK$146.3 million) as a loan from the NCI (the "**NCI Loan B**") which was a separate arrangement between Boill Holding and the NCI; (ii) it was agreed between Boill Holding and the NCI that, among other things, the NCI Loan B would be (A) secured by a pledge over 100% equity interest in 湖州金滙置業有限公司 (Huzhou Jinhui Properties Company Limited*, "**Huzhou Jinhui**") held by Boill Holding and, Boill Holding would procure Huzhou Jinhui to repay the principal amount of RMB70 million (equivalent to HK$75.9 million) and accrued interest thereon on behalf of Boill Holding according to an agreed repayment schedule; and (B) partially repaid and set off by way of the transfer of certain residential housing units developed by 邯鄲市鵬浩房地產開發有限公司 (Handan City Penghao Property Development Company Limited*, an indirect non-wholly-owned subsidiary of Boill Holding) to the designated persons of the NCI with a total agreed value of approximately RMB60 million (equivalent to HK$65.0 million).

Despite that Shanghai Baoxian, Shanghai Xiepeng and 上海保集健康管理有限公司 (Shanghai Baoji Healthcare Management Company Limited*, an indirect wholly-owned subsidiary of the Company, "**Shanghai Boill Healthcare**") were not parties to the NCI Loan B, they were nonetheless treated by the NCI as part of the commercial arrangement between the NCI and Boill Holding with respect to NCI Loan B, and the NCI obtained a civil mediation judgment (the "**Hangzhou Court Judgment**") from 浙江省杭州市中級人民法院 (Intermediate People's Court of Hangzhou Municipality, Zhejiang Province*, the "**Hangzhou Court**") in November 2022 against Shanghai Baoxian, Shanghai Xiepeng and Shanghai Baoji Healthcare, together with nine other defendants including but not limited to the Company's Boill Holding, Mr. Qiu and 上海佳富投資有限公司 (Shanghai Jiafu Investment Company Limited) (collectively, the "**Defendants**").

Pursuant to the Hangzhou Court Judgement, the Defendants were ordered repay approximately RMB186.3 million (equivalent to HK$201.9 million) (including the outstanding loan principal and interests, and various legal costs) (the "**Settlement Sum**") by way of five installments from the period of 31 December 2022 to 31 October 2024. If the Defendants default in repayment of any installment, the total Settlement Sum shall become immediately enforceable and the default interest rate of 15.4% per annum shall apply from 11 July 2024 till the date when all debts are fully repaid, and the NCI shall have right to apply to the Hangzhou Court for enforcement.

As the Defendants failed to repay the Settlement Sum in accordance with the payment schedule set out in the Hangzhou Court Judgment, the NCI applied to the Hangzhou Court for enforcement and the Hangzhou Court issued the Enforcement Writ against all Defendants on 11 June 2024. According to the Enforcement Writ, the Defendants are responsible for the outstanding Settlement Sum of approximately RMB179.2 million (equivalent to HK$194.2 million), together with accrued interest thereon and the enforcement cost of approximately RMB0.2 million (equivalent to HK$0.2 million) (the "**Dispute**"). As at 25 June 2024, the 100% equity interest of Shanghai Xiepeng has been frozen by Hangzhou Court due to the Dispute.

As the NCI Loan B has been fully recognized as expected credit loss, no valuation was conducted. The Board takes the view that expected credit loss of the Dispute in full has been made on a prudent basis in light of the fact that the NCI has obtained the judgment from the Hangzhou Court, and the amount of the expected credit loss recognized is fair and reasonable taking into account the above circumstances.

Non-compliance of the Listing Rules in relation to the NCI Loan A and NCI Loan B

As security for the NCI Loan A, the NCI Loan B and the repayment undertaking to NCI, Shanghai Xiepeng provided a guarantee to guarantee the obligations of Shanghai Baoxian. The guarantee exceeded 8% of the assets ratio as defined under Rule 14.07(1) of the Listing Rules and subject to announcement requirements under Rules 13.13 and 13.16 of the Listing Rules.

The Company failed to comply with the relevant announcement requirements under the Listing Rules in a timely manner at the relevant time of entering into the NCI Loan A and NCI Loan B. The non-compliance was due to the then management's misinterpretation of the Listing Rules and in particular the scope of advance to an entity and financial assistance and guarantees to affiliated companies of an issuer under the Rules 13.13 and 13.16 of the Listing Rules and the non-compliance was inadvertent and unintentional.

Remedial Measures Implemented to avoid recurrence of similar matter

The Directors take such incident of non-compliance with the Listing Rules seriously, and regrets the Company's failure to comply with the relevant provisions of the Listing Rules. To avoid any occurrence of similar incidents in the future, the Company will adopt the following remedial measures to strengthen the relevant internal control procedures of the Group.

(i) provide further guidance materials and training to the Relevant Personnels regarding definition of a transaction and proper calculation of percentage ratios to strengthen and reinforce their existing knowledge and updates with respect to the classification and compliance requirements for the advance to an entity and financial assistance transactions under the Listing Rules; and

(ii) set up relevant policies for material provision of financial assistance transactions exceeding certain percentage of the assets ratio, where such transactions must have prior approval from the Board.

The Company's proposed actions to safeguard the Company's interests over the Dispute

The Company has taken or proposed to take the following actions to safeguard the Company's interests:

(i) The Company is seeking for legal advice in relation to the correct enforcement amount against Shanghai Baoxian, Shanghai Xiepeng and Shanghai Baoji Healthcare, as well as the effect of the Enforcement Writ on them;

(ii) The Company is also seeking for legal advice in relation to the freezing of the 100% equity interest of Shanghai Xiepeng; and

(iii) On 8 October 2025, the Company obtained a waiver of amounts payable to related companies, totaling approximately HK$226.5 million, and simultaneously, Boill International and Liyao Investment terminated their undertaking to pay the Claim Amount and the Dispute, as the waived amounts exceeded the Claim Amount and the Dispute.

(3) Civil Debt Dispute – Bank Borrowing

On 20 December 2024, a judgment was given by the People's court of Minhang District, Shanghai against, among others, the Company's subsidiary, namely, Shanghai Baoxian for civil debts disputes with the lender, Agricultural Bank of China Co., Ltd. Shanghai Minhang Branch (the "**Lender**"), amounted to approximately RMB352.27 million (involving the principal amount of RMB348.00 million for the development of the Land interest in arrears as at the date of judgment of approximately RMB4.27

million) plus any unpaid interest up to the total repayment of the debts (the "**Debts**"). The judgment ruled that Shanghai Baoxian must fully repay the Debts to the Lender within 10 days from the effective date of the judgment; the defendants are jointly and severally liable for the Debts; and the Lender has the right to enforce the charged properties of a land use right in Fengxian District, Shanghai and an industrial factory building at Baoshan District, Shanghai (provided by Shanghai Xieku* (上海燮庫實業有限公司), a wholly-owned subsidiary of Boill Holdings* (保集控股集團有限公司), a then controlling shareholder of the Company) if the Debts were not fully repaid within 10 days from the effective date of the judgment.

The Company's proposed actions to safeguard the Company's interests over the Dispute

The Company has taken or proposed to take the following actions to safeguard the Company's interests: (i) Efforts will be made to cooperate with the Land's lending bank, Agricultural Bank of China, Shanghai Branch to seek an exemption of a portion of the loan amount, thereby alleviating the debt burden on the Land. Currently, the Lender has completed an internal valuation of the Land and submitted the valuation to the headquarters of Agricultural Bank of China for approval for the exemption of a portion of the loan amount; (ii) Efforts will be made to seek cooperation with investors with strong financial strength for the development; and (iii) We will actively negotiate with the general contractor to strive for an early resumption of work for the Land.

The Group is also subjected to certain legal claims mainly in relation to disputes under construction contracts in respect of its property development projects, which arose during the normal course of business.

EMPLOYEE AND HUMAN RESOURCES POLICY

The Group had a total of 50 employees as at 31 March 2026, of which 46 employees worked in the PRC and 4 worked in Hong Kong. Total employee costs for FY2026 amounted to approximately HK$1.9 million (FY2025: approximately HK$2.3 million).

The Group has established rules and procedures of recruitment, job promotion, compensation, benefits, leave, dismissal, etc. The Group determines employees' compensation packages on the basis of work performance and the market standard of remuneration.

Employee remuneration packages are maintained at competitive levels and employees are rewarded through the Group's salary and bonus system. The Group provides adequate job training to employees to equip them with practical knowledge and skills.

Pursuant to the share option scheme adopted by the Company on 27 September 2023 ("**New Share Option Scheme**"), the Board may grant options to Directors (including non-executive Directors and independent non-executive Directors), employees of the Company and any of its subsidiaries and associated companies, to subscribe for shares of the Company. During FY2026, no options were granted under the Share Option Scheme.

FINAL DIVIDEND

The Directors resolved not to recommend the payment of a final dividend for FY2026 (FY2025: Nil).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the memorandum and articles of association of the Company or the laws of Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to its existing Shareholders.

EVENT AFTER THE REPORTING PERIOD

Save as disclosed in this announcement, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 31 March 2026 and up to the date of this announcement.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during FY2026.

CORPORATE GOVERNANCE CODE

The Directors and the management of the Group recognise the importance of sound corporate governance to the long-term and continuing success of the Group. The Board is committed in maintaining good corporate standards and procedures for the best interest of the Shareholders. The Board will continue to review its corporate governance practices from time to time to ensure that the Group complies with the statutory requirements and the Corporate Governance Code ("**CG Code**") as set out in Appendix C1 to the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange (the "**Stock Exchange**") and align with the latest developments. Throughout FY2026, the Company had complied with the applicable code provisions of the CG Code in force during the year, except for the deviation from code provision C.2.1 as explained below:

No Chief Executive Officer Position

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yu Jiulong, executive Director, acted as chairman of the Board and the Company did not have any offices with the title of "Chief Executive Officer" up to 5 March 2026. Mr. Yu Jiulong, together with other executive Directors, are responsible for the overall business strategy and development and management of the Group's business. The Board meets regularly to consider major matters affecting the operations of the Group.

The Board considers that this structure does not impair the balance of power and authority between the Board and the management of the Company. However, the Board will review the board composition regularly and consider to appoint a chief executive officer if a suitable person is identified.

On 5 March 2026, Mr. Zhuo Wenjie was appointed as an executive Director and the Chairman of the Board and Mr. Yu Sicheng was appointed as an executive Director and the Chief Executive Officer of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Director's securities transactions pursuant to the Model Code for Securities Transactions by Directors of Listed Issuer ("**Model Code**") as set out in Appendix C3 to the Listing Rules. Having made specific enquiry by the Company, all Directors have confirmed that their compliance with the Model Code and the code of conduct throughout the year ended 31 March 2026.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Having made specific enquiry of all Directors, all Directors have confirmed that neither themselves nor their respective associates (as defined in the Listing Rules) had held any position or had interest in any businesses or companies that compete or likely to compete, either directly or indirectly, with the business of the Group during the year ended 31 March 2026.

SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on information available in the public domain concerning the Company, at least 25% of the Company's issued share capital was held by the public as at the date of this announcement.

AUDIT COMMITTEE

The audit committee of the Company (" **Audit Committee** ") has reviewed the consolidated financial statements of the Group for FY2026 and has met with the auditor of the Company, Infinity CPA Limited ("**Infinity**"). The consolidated financial statements have been agreed by Infinity. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company, risk management and internal control systems with senior management members of the Company.

SCOPE OF WORK OF INFINITY

The financial information has been reviewed by the Audit Committee and approved by the Board. The figures in respect of the Group's audited consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for FY2026 as set out in this announcement have been agreed by Infinity, to the amounts set out in the Group's audited consolidated financial statements for FY2026. The work performed by Infinity in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Infinity on this preliminary results announcement.

EXTRACT OF THE INDEPENDENT AUDITOR'S REPORT

Infinity was engaged to audit the consolidated financial statements of the Group. The section below sets out an extract of independent auditor's report regarding the consolidated financial statements of the Group for the year ended 31 March 2026:

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

Limitation of scope − appropriateness of the going concern basis of preparing the consolidated financial statements

We draw attention to note 2(b) in the consolidated financial statements, which describes as at 31 March 2026, the Group's current liabilities exceeded its current assets and total liabilities exceeded its total assets by approximately HK$1,449,825,000 and HK$1,240,205,000 respectively. These events and conditions, along with other matters as set forth in note 2(b) to the consolidated financial statements, indicate that which may cast significant doubt on the Group's ability to continue as a going concern.

Notwithstanding the abovementioned and those events set forth in note (2b) to the consolidated financial statements for the year ended 31 March 2026, the consolidated financial statements have been prepared on a going concern basis on the assumption that the below events will be successfully completed as disclosed in note 2(b), and that the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future on, the validity of which is dependent on the outcome of plans and measure to be taken by the management of the Group, including:

(i) negotiating with investor/banks to obtain additional new financing and other source of funding as and when required;

(ii) the Group continued to sell the completed properties held for sale in order to boost the liquidity of the Group;

(iii) the directors of the Company will continue to implement stronger measures aiming at improving the working capital and cash flows of the Group, including closely monitoring incurrence of other operating expenses;

(iv) the Group has expanded its healthcare and leisure business in the People's Republic of China during the year ended 31 March 2026 and subsequent to the year ended 31 March 2026; and

(v) the outcome of the litigation and dispute in line with the recognised amount of the financial guarantee and its borrowings and the outcome of the several litigations in relation to disputes under construction contracts in respect of its property development projects, which arose during the normal course of business.

We have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements because of the lack of detailed analyses provided by management to support its plans and measures for future actions in its going concern assessment which take into account the outcome of these plans and measures and how variability in outcome would affect the future cash flows of the Group for the year ended 31 March 2026, and the related elements and disclosures thereof presented or disclosed in the consolidated financial statements.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying values of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements and we were unable to determine whether such adjustments might have been found necessary.

ANNUAL GENERAL MEETING

A circular together with a notice convening the annual general meeting of the Company for the year ended 31 March 2026 will be despatched to the shareholders in due course.

DECISION OF LISTING REVIEW COMMITTEE AND JUDICIAL REVIEW

References are made to (i) the announcement of the Company dated 25 July 2024 in relation to suspension of trading of the Shares; (ii) the announcements of the Stock Exchange dated 9 August 2024, 3 December 2024 and 13 February 2025 regarding the Company, which set out, among others, the Resumption Guidance; (iii) the announcements of the Company dated 16 January 2026 and 25 January 2026 in relation to, among others, the progress in fulfilling the Resumption Guidance; (iv) the announcement of the Company dated 27 February 2026 in relation to the request for review of the decision of the listing committee; (v) the announcement of the Company dated 21 May 2026 in relation to decision of listing review committee and judicial review; and (vi) the announcement of the Company dated 5

June 2026 in relation to the judicial review (collectively, the "**Announcements**"). Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board wishes to inform the shareholders and potential investors of the Company that the review hearing of the Listing Review Committee was held on 14 April 2026 regarding the Decision, and according to a letter issued by the Listing Review Committee dated 12 May 2026, the Company was notified that the Listing Review Committee decided to uphold the Decision under Rule 6.01A(1) of the Listing Rules (the "**LRC Decision**"). On 13 May 2026, the Stock Exchange further issued a letter advising the Company that the last day of listing of the Shares will be 22 May 2026 and the listing of the Shares will be cancelled with effect from 9:00 a.m. on 26 May 2026.

On 3 June 2026:

(a) the Company filed the Leave Application to the High Court to quash the LRC Decision and other remedy, relief and order as the High Court may provide; and

(b) the Company notified the Stock Exchange of the Judicial Review Proceedings and the grounds for judicial review.

Further announcement regarding any material development of the Judicial Review Proceedings and the implementation of the LRC Decision as and when appropriate and in accordance with the Listing Rules.

PUBLICATION OF THE ANNOUNCEMENT ON DESIGNATED WEBSITES

This annual results announcement is published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.boillhealthcare.com.hk). The annual report of the Company for FY2026 will be despatched to the Shareholders and published on the same websites in due course.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange was suspended at the request of the Company with effect from 9:31 a.m. on 25 July 2024.

Shareholders and potential investors of the Company should note that the intended application to judicial review does not mean the Company will not be delisted. The High Court may or may not grant leave for the judicial review and even if leave is granted, the judicial review may or may not succeed. Shareholders and potential investors of the Company who have any queries about the implications of the cancellation of listing of the Shares are advised to obtain appropriate professional advice.

By order of the Board
Boill Healthcare Holdings Limited
Zhuo Wenjie
Executive Director and Chairman

Hong Kong, 30 June 2026

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Zhuo Wenjie, Mr. Yu Sicheng and Mr. Chen Wei; (ii) one non-executive Director, Dr. Tang Sing Hing, Kenny; and (iii) three independent non-executive Directors, namely Mr. Yau Yan Yuen, Ms. Xiao Lihong and Mr. Liang Yanan.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

* *The English name of the Chinese entity is translation of its Chinese name and is included herein for identification purpose only.*