TIAN CHENG HOLDINGS LIMITED
天成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2110)

ANNOUNCEMENT OF THE ANNUAL RESULTS FOR THE YEAR ENDED 31 MAY 2026

FINANCIAL HIGHLIGHTS

- Revenue amounted to approximately HK$108.8 million (FY2025: approximately HK$202.8 million), representing a decrease of approximately 46.4%.
- Revenue from marine construction works segment decreased by approximately 63.2% to approximately HK$56.8 million (FY2025: approximately HK$154.4 million).
- Revenue from other civil engineering works segment increased by approximately 35.1% to approximately HK$50.4 million (FY2025: approximately HK$37.3 million).
- Revenue from vessel chartering services segment decreased by approximately 98.6% to approximately HK$0.1 million (FY2025: approximately HK$7.2 million).
- Revenue from health and wellness services segment decreased by approximately 61.5% to approximately HK$1.5 million (FY2025: approximately HK$3.9 million).
- Net loss for the year attributable to equity shareholders of the Company amounted to approximately HK$16.6 million (FY2025: net loss of approximately HK$34.5 million).
- Basic and diluted loss per share for the Year amounted to approximately HK$4.95 cents (FY2025: approximately HK$11.86 cents).

The board (the "**Board**") of directors (the "**Director(s)**") of Tian Cheng Holdings Limited (the "**Company**") is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively refer to as the "**Group**") for the year ended 31 May 2026 (the "**Year**"), together with the comparative figures for the corresponding year ended 31 May 2025 ("**FY2025**", the "**corresponding prior year**").

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 May 2026

	Notes	**2026** *HK$'000*	2025 *HK$'000*
Revenue	4(a)	**108,802**	202,785
Direct costs		**(111,315)**	(216,459)
Gross loss		**(2,513)**	(13,674)
Other income and (losses), net	5	**1,507**	(471)
General and administrative expenses		**(12,777)**	(17,923)
Impairment losses of property, plant and equipment		**–**	(497)
Impairment losses of right-of-use assets		**–**	(515)
Impairment losses under expected credit losses model, net		**(2,877)**	(1,632)
Equity-settled share-based payment expenses		**(403)**	(979)
Loss from operations		**(17,063)**	(35,691)
Finance costs	6(a)	**(74)**	(175)
Loss before taxation	6	**(17,137)**	(35,866)
Income tax credit	7	**511**	1,382
Loss for the year		**(16,626)**	(34,484)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

	Note	**2026** **_HK$'000_**	2025 *HK$'000*
Other comprehensive income/(expense)			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising from translation of foreign operations		**6**	(17)
Item that will not be reclassified subsequently to profit or loss:			
Remeasurements of employee benefit obligations		**32**	–
Other comprehensive income/(expense)		**38**	(17)
Total comprehensive expense for the year		**(16,588)**	(34,501)
		HK cents	*HK cents*
Loss per share			
Basic and diluted	9	**(4.95)**	(11.86)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 May 2026

	Notes	2026 HK$'000	2025 HK$'000
Non-current assets			
Property, plant and equipment		**13,144**	18,899
Deferred tax assets		**332**	312
Interest in an associate	10	**–**	–
		13,476	19,211
Current assets			
Inventories		**65**	627
Contract assets	11	**11,872**	25,450
Trade and other receivables, deposits and prepayments	12	**20,020**	10,925
Cash and cash equivalents		**15,836**	25,347
		47,793	62,349
Current liabilities			
Trade and other payables	13	**15,332**	29,973
Lease liabilities		**628**	2,393
Amount due to a director		**844**	2,340
		16,804	34,706
Net current assets		**30,989**	27,643
Total assets less current liabilities		**44,465**	46,854
Non-current liabilities			
Employee benefit obligations		**233**	565
Lease liabilities		**756**	162
Deferred tax liabilities		**2,176**	2,667
		3,165	3,394
Net assets		**41,300**	43,460
Capital and reserves			
Share capital	14	**43,200**	30,000
Reserves		**(1,900)**	13,460
Total equity		**41,300**	43,460

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 May 2026

	Note	Share capital *HK$'000*	Share premium *HK$'000*	Share-based payment reserve *HK$'000*	Merger reserve *HK$'000*	Exchange fluctuation reserve *HK$'000*	Accumulated losses *HK$'000*	Subtotal *HK$'000*	Non-controlling interest *HK$'000*	Total equity *HK$'000*
		Attributable to the owners of the Company								
Balance at 1 June 2024		26,688	63,911	–	–*	22	(16,717)	73,904	–*	73,904
Loss for the year		–	–	–	–	–	(34,484)	(34,484)	–*	(34,484)
Other comprehensive expenses for the year										
Item that may be reclassified subsequently to profit or loss:										
Exchange differences arising on translation of foreign operations		–	–	–	–	(17)	–	(17)	–	(17)
Total comprehensive expense for the year		–	–	–	–	(17)	(34,484)	(34,501)	–*	(34,501)
Placing of new shares	14(ii)	3,312	(234)	–	–	–	–	3,078	–	3,078
Equity-settled share-based payment expenses		–	–	979	–	–	–	979	–	979
Balance at 31 May 2025		30,000	63,677	979	–*	5	(51,201)	43,460	–	43,460

The accompanying notes form part of these consolidated financial statements.

* The balance represents an amount less than HK$1,000.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the year ended 31 May 2026

	Note	Attributable to the owners of the Company								
		Share capital	Share premium	Share-based payment reserve	Merger reserve	Exchange fluctuation reserve	Accumulated losses	Subtotal	Non-controlling interest	Total equity
		HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Balance at 1 June 2025		30,000	63,677	979	–*	5	(51,201)	43,460	–	43,460
Loss for the year		–	–	–	–	–	(16,626)	(16,626)	–	(16,626)
Other comprehensive income for the year										
Item that may be reclassified subsequently to profit or loss:										
Exchange differences arising on translation of foreign operations		–	–	–	–	6	–	6	–	6
Item that will not be reclassified subsequently to profit or loss:										
Remeasurements of employee benefit obligations		–	–	–	–	–	32	32	–	32
Total comprehensive expense for the year		–	–	–	–	6	(16,594)	(16,588)	–	(16,588)
Placing of new shares	14(iii) & (iv)	13,200	825	–	–	–	–	14,025	–	14,025
Equity-settled share-based payment expenses		–	–	403	–	–	–	403	–	403
Balance at 31 May 2026		43,200	64,502	1,382	–*	11	(67,795)	41,300	–	41,300

The accompanying notes form part of these consolidated financial statements.

* The balance represents an amount less than HK$1,000.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 May 2026

	2026	2025
	HK$'000	*HK$'000*
Operating activities		
Cash used in operations	**(21,970)**	(13,355)
Corporate income tax refund	**–**	6
Net cash used in operating activities	**(21,970)**	(13,349)
Investing activities		
Proceeds from disposal of plant and equipment	**2,339**	10,820
Interest received	**109**	556
Net cash generated from investing activities	**2,448**	11,376
Financing activities		
Proceeds from placing of shares	**14,460**	3,312
Transaction cost attributable to placing of new shares	**(435)**	(234)
Capital element of lease rentals paid	**(2,489)**	(2,411)
Interest element of lease rentals paid	**(74)**	(175)
(Repayment to)/advance from a director	**(1,496)**	1,000
Net cash generated from financing activities	**9,966**	1,492
Net decrease in cash and cash equivalents	**(9,556)**	(481)
Cash and cash equivalents at the beginning of the year	**25,347**	25,822
Effect of foreign exchange rate changes	**45**	6
Cash and cash equivalents at the end of the year	**15,836**	25,347

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 May 2026

1. CORPORATE INFORMATION

Tian Cheng Holdings Limited (the "**Company**") is a public limited company incorporated in the Cayman Islands on 24 May 2018 with limited liability under the Companies Act (as revised) of the Cayman Islands. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 7 December 2020. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report. The Company and its subsidiaries (hereinafter collectively referred to as the "**Group**") are principally engaged in marine construction works, other civil engineering works, vessel chartering services, and health and wellness services.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is also the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Application of amendments to HKFRS Accounting Standards

In the current year, the Group has applied, for the first time, the following amendments to HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"), which are effective for the Group's financial year beginning 1 June 2025:

Amendments to HKAS 21	Lack of Exchangeability

The application of the amendments to HKAS 21 in the current year has had no material effect on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

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

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

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

HKFRS 18 – Presentation and Disclosure in Financial Statements

HKFRS 18 sets out requirements on presentation and disclosures in financial statements and will replace HKAS 1 Presentation of Financial Statements. HKFRS 18 introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. Minor amendments to HKAS 7 "Statement of Cash Flows" and HKAS 33 "Earnings per Share" are also made.

HKFRS 18, and the consequential amendments to other HKFRS Accounting Standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted.

The application of 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. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of 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 at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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

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

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

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

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

Going concern assumption

The Group incurred a net loss of approximately HK$16,626,000 and negative operating cash flow of approximately HK$21,970,000 for the year ended 31 May 2026. Notwithstanding the above results, the consolidated financial statements have been prepared on a going concern basis, the validity of the going concern basis is dependent upon the success of the Group's future operations. These facts and circumstances indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as going concern.

In order to improve the Group's liquidity and cash flows to sustain the Group as a going concern, the directors of the Company are taking the following measures subsequent to the year ended 31 May 2026, including:

– Implementing various strategies to improve the cash flow status;

– Putting extra efforts on the collection of trade debtors to improve the debtors turnover days; and up to the date of this announcement, the Group has subsequently successfully received outstanding balance amounting approximately HK$9,213,000 of trade debtors as at 31 May 2026;

– Actively seeking opportunities to engage in new construction projects;

– Monitoring and controlling administrative costs and future capital expenditures; and

– Considering to conduct fund raising exercises, such as share placement, with a view to increasing the Group's capitalisation/equity.

After taking into account the above measures, the directors of the Company consider that the Group will have sufficient working capital to finance its operations and financial obligations as and when they fall due and are satisfied that it is appropriate for the Group to prepare the consolidated financial statements on a going concern basis.

Should the going concern assumption be considered inappropriate, adjustments would have to be made in the consolidated financial statements to restate the values of the Group's assets to their recoverable amounts, to provide for any further liabilities that might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in these consolidated financial statements.

4. REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the Group are the provision of marine construction works, other civil engineering works, vessel chartering services and health and wellness services.

(i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major service lines is as follows:

	2026	2025
	HK$'000	*HK$'000*
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by major service lines		
– Revenue from marine construction works	**56,787**	154,445
– Revenue from other civil engineering works	**50,446**	37,250
– Revenue from vessel chartering services	**57**	7,186
– Revenue from health and wellness services	**1,512**	3,904
	108,802	202,785

(b) Segment reporting

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following four reportable segments. No operating segments have been aggregated to form the following reportable segments.

Marine construction works: this segment involves reclamation works, submarine pipeline works, sediment treatment works as well as regulation and deposition of sand blanket works as a subcontractor to the Group's customers. Currently the Group's activities in this regard are carried out in Hong Kong.

Other civil engineering works: this segment includes foundation works, site formation works and roads and drainage works. Currently the Group's activities in this regard are carried out in Hong Kong.

Vessel chartering services: this segment provides vessel chartering services in Hong Kong, including hiring of vessels and crews for a specific period of time.

Health and wellness services: this segment includes providing consulting services to customers, arranging healthcare consultation from specialist, and organising health and wellness seminars and sales of related products in the PRC.

(i) Segment results

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

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation of assets attributable to those segments. The measure used for reporting segment profit is gross profit. No inter-segment sales have occurred during the reporting periods. The Group's other income and expense items, such as general and administrative expenses, and assets and liabilities are not measured under individual segments. Accordingly, neither information on segment assets and liabilities nor information concerning capital expenditure, interest income and interest expenses is presented.

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 May 2026 and 2025 is set out below:

Year ended 31 May 2026

	Marine construction works *HK$'000*	Other civil engineering works *HK$'000*	Vessel chartering services *HK$'000*	Health and wellness services *HK$'000*	Total *HK$'000*
Disaggregated by timing of revenue recognition and revenue from external customers					
Over time	56,787	50,446	57	–	107,290
At a point in time	–	–	–	1,512	1,512
Total	56,787	50,446	57	1,512	108,802
Reportable segment gross (loss)/profit	(15,184)	11,892	57	722	(2,513)
Depreciation for the year*	2,950	2,162	–	–	5,112

Year ended 31 May 2025

	Marine construction works *HK$'000*	Other civil engineering works *HK$'000*	Vessel chartering services *HK$'000*	Health and wellness services *HK$'000*	Total *HK$'000*
Disaggregated by timing of revenue recognition and revenue from external customers					
Over time	154,445	37,250	7,186	–	198,881
At a point in time	–	–	–	3,904	3,904
Total	154,445	37,250	7,186	3,904	202,785
Reportable segment gross (loss)/profit	(20,224)	3,174	2,417	959	(13,674)
Depreciation for the year*	6,344	478	662	–	7,484

* Included in "Direct costs" in the consolidated statement of profit or loss and other comprehensive income.

(ii) Reconciliation of reportable segment profit or loss

	Year ended 31 May	
	2026	2025
	HK$'000	*HK$'000*
Loss		
Total reportable segment gross loss	**(2,513)**	(13,674)
Other income and (losses), net	**1,507**	(471)
General and administrative expenses	**(12,777)**	(17,923)
Impairment losses of property, plant and equipment	**–**	(497)
Impairment losses of right-of-use assets	**–**	(515)
Impairment losses under expected credit losses model, net	**(2,877)**	(1,632)
Equity-settled share-based payment expenses	**(403)**	(979)
Finance costs	**(74)**	(175)
Consolidated loss before taxation	**(17,137)**	(35,866)

(iii) Geographical information

The Group's operations are mainly located in Hong Kong and the PRC.

Information about the Group's revenue from external customers is presented based on the location of the customers. Information about the Group's non-current assets is presented based on the location of the operations of relevant group entities. The following table sets out information about the geographical location of revenue from external customers and non-current assets:

	Revenue from external customers		**Non-current assets***	
	2026	2025	**2026**	2025
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
The PRC	**1,512**	3,904	**1,279**	348
Hong Kong	**107,290**	198,881	**11,865**	18,551
	108,802	202,785	**13,144**	18,899

* Non-current assets exclude deferred tax assets and interest in an associate.

5. OTHER INCOME AND (LOSSES), NET

	Year ended 31 May	
	2026	2025
	HK$'000	*HK$'000*
Bank interest income	**109**	556
Sundry income	**171**	45
Exchange (loss)/gain	**(126)**	35
Gain/(loss) on disposal of plant and equipment, net	**877**	(1,107)
Compensation from insurer	**474**	–
Gain on early termination of leases	**2**	–
	1,507	(471)

6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

(a) Finance costs

	Year ended 31 May	
	2026	2025
	HK$'000	*HK$'000*
Interest expenses on lease liabilities	**74**	175

(b) Staff costs (including directors' emoluments)

	Year ended 31 May	
	2026	2025
	HK$'000	*HK$'000*
Salaries, wages and other benefits	**29,990**	50,758
Contributions to retirement benefits scheme	**867**	1,435
Equity-settled share-based payment expenses	**403**	979
	31,260	53,172

Staff costs of approximately HK$24,030,000 (2025: approximately HK$44,612,000) and approximately HK$7,230,000 (2025: approximately HK$8,560,000) are included in "Direct costs" and "General and administrative expenses" in the consolidated statement of profit or loss and other comprehensive income, respectively.

(c) Other items

	Year ended 31 May	
	2026	2025
	HK$'000	*HK$'000*
Depreciation of property, plant and equipment		
– owned property, plant and equipment	**5,135**	7,373
– right-of-use assets	**482**	1,782
	5,617*	9,155*
Auditor's remuneration		
– audit services	**700**	750
Expense relating to short-term leases	**7,259**	20,295

* Depreciation of approximately HK$5,112,000 (2025: approximately HK$7,484,000) and approximately HK$505,000 (2025: approximately HK$1,671,000) are included in "Direct costs" and "General and administrative expenses" in the consolidated statement of profit or loss and other comprehensive income, respectively.

7. INCOME TAX CREDIT

Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

	Year ended 31 May	
	2026	2025
	HK$'000	*HK$'000*
Current tax		
Hong Kong Profits Tax		
– Over provision in respect of prior year	**–**	6
Deferred tax		
Origination and reversal of temporary differences	**511**	1,376
	511	1,382

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group does not have any assessable profit in these jurisdictions during both years, and therefore has no income tax charge incurred in these countries.

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements for both years as the subsidiaries in Hong Kong have no taxable profits.

Under the Law of the PRC on EIT (the "**EIT Law**") and implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%. No provision for PRC EIT has been made in the consolidated financial statements for both years as the subsidiaries in the PRC have no taxable profits.

8. DIVIDENDS

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

9. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share for the year ended 31 May 2026 is based on the loss attributable to the owners of the Company of approximately HK$16,626,000 (2025 loss attributable: approximately HK$34,484,000) and the weighted average of approximately 335,704,000 (2025: 290,654,000) shares in issue during the year, calculated as follows:

	Year ended 31 May	
	2026	2025
	HK$'000	*HK$'000*
Loss		
Loss attributable to owners of the Company, used in basic and diluted loss per share calculation	**(16,626)**	(34,484)

For the year ended 31 May 2026, the weighted average number of ordinary shares for the purpose of basic loss per share has been adjusted for the placing of new shares on 21 November 2025 and 11 May 2026, respectively.

For the year ended 31 May 2025, the weighted average number of ordinary shares for the purpose of basic loss per share has been adjusted for the placing of new shares on 12 September 2024.

(b) Diluted loss per share

For the years ended 31 May 2026 and 2025, the computation of diluted loss per share did not assume the exercise of the share options since the assumed exercise would be anti-dilutive which result in a decrease in loss per share. Hence, the diluted earnings per share is the same as basic earnings per share.

10. INTEREST IN AN ASSOCIATE

	2026
	HK$'000
Cost of unlisted investment in an associate	–
Share of post-acquisition loss and other comprehensive expense	–
	–

Details of the Group's associate as at 31 May 2026 are as follows:

Name of entity	Country of establishment	Principal place of business	Proportion of ownership interest held by the Group		Proportion of voting rights held by the Group		Principal activity
			2026	2025	**2026**	2025	
Shenzhen Tiancheng Linghang Investment Holdings Co., Ltd. ("**Shenzhen Tiancheng Linghang**")	The PRC	The PRC	**49%**	N/A	**49%**	N/A	Investment holding, information and IT consultancy; food sales; and domestic trade agency services

The associate is accounted for using the equity method in these consolidated financial statements.

On 26 March 2026, a subsidiary of the Group, Shenzhen Tian Cheng Holdings Company Limited, subscribed for a 49% equity interest in Shenzhen Tiancheng Linghang. Shenzhen Tiancheng Linghang is principally engaged in investment activities, corporate management and consultancy, supply-chain management, brand management, marketing planning, information technology consultancy, food sales and domestic trade agency services in the PRC.

Pursuant to the articles of association dated 26 March 2026, Shenzhen Tian Cheng Holdings Company Limited subscribed for registered capital of RMB14,700,000 in cash, representing 49% of Shenzhen Tiancheng Linghang's total registered capital of RMB30,000,000. The subscribed capital is required to be paid in full by 1 March 2030. The remaining 51% interest, representing subscribed capital of RMB15,300,000, is held by Heilongjiang Youpin Yougu Agricultural Technology Co., Ltd. and is required to be paid in full by 1 March 2031.

No capital contribution had been paid as at 31 May 2026. The unpaid capital of RMB14,700,000 is payable by 1 March 2030.

11. CONTRACT ASSETS

	2026	2025
	HK$'000	*HK$'000*
Unbilled revenue of:		
– Marine construction works	**1,097**	14,843
– Other civil engineering works	**2,659**	2,568
	3,756	17,411
Less: Allowance for impairment loss	**(19)**	(19)
Sub-total	**3,737**	17,392
Retention receivables of:		
– Marine construction works	**2,209**	4,172
– Other civil engineering works	**5,969**	3,894
	8,178	8,066
Less: Allowance for impairment loss	**(43)**	(8)
Sub-total	**8,135**	8,058
Total	**11,872**	25,450

The Group's service contracts for marine construction works and other civil engineering works normally require payments within 30 to 60 days once the progress certificates were issued by customers. These payment terms prevent the build-up of significant contract assets. The Group also typically agrees to a retention period of six months to one year (2025: six months to one year) for a maximum limit of 1% to 10% (2025: 1% to 10%) of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditional on the Group's work satisfactorily passing inspection.

During the year ended 31 May 2026, two of the marine construction projects progressed towards completion, unbilled revenue previously recognised become billable. Accordingly, as at that date, those projects attributed unbilled revenue and retention receivables of approximately HK$1,092,000 and HK$2,197,000, respectively (2025: HK$14,170,000 and HK$2,663,000).

At 31 May 2026, the amounts of retention receivables that are expected to be recovered after more than one year are approximately HK$2,654,000 (2025: approximately HK$3,276,000).

12. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	As at 31 May	
	2026	2025
	HK$'000	*HK$'000*
Trade receivables	**21,648**	8,224
Other receivables	**1,387**	1,319
Contract deposits *(see note below)*	**–**	300
Deposits and prepayments	**1,455**	2,753
	24,490	12,596
Less: Allowances for credit losses		
– Trade receivables	**(3,396)**	(536)
– Other receivables and deposits	**(1,074)**	(1,135)
	(4,470)	(1,671)
Total	**20,020**	10,925

Note: As at 31 May 2025, contract deposits of HK$300,000 was placed to customers to guarantee for the due and proper performance of the obligations undertaken by the Group's subsidiary for a project.

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the date of progress certificate or the date of billing and net of loss allowance, is as follows:

	As at 31 May	
	2026	2025
	HK$'000	*HK$'000*
1 to 2 months	**4,620**	4,914
2 to 3 months	**4,764**	2,774
3 to 6 months	**8,868**	–
	18,252	7,688

Trade receivables are generally due within 30 to 60 days (2025: 30 to 60 days) from the date of progress certificate or the date of billing.

As at 31 May 2026, included in the Group's trade receivable balance are debtors with aggregate carrying amount of approximately HK$11,641,000 (2025: Nil) which are past due as at the reporting date.

13. TRADE AND OTHER PAYABLES

	As at 31 May	
	2026	2025
	HK$'000	*HK$'000*
Trade payables	**3,062**	15,281
Contract liabilities	**1,446**	1,471
Retention payables	**6,330**	8,145
Accrued charges and other payables	**4,494**	5,076
	15,332	29,973

At 31 May 2026 and 2025, the amount of retention payables expected to be settled after more than one year was approximately HK$2,064,000 and HK$3,752,000, respectively. All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

(a) As of the end of the reporting period, the aging analysis of trade payables, based on invoice date, is as follows:

	As at 31 May	
	2026	2025
	HK$'000	*HK$'000*
Within 1 month	**337**	11,269
1 to 2 months	**2,721**	3,969
2 to 3 months	**4**	26
3 to 6 months	**–**	17
	3,062	15,281

The average credit period is 90 days.

(b) Details of contract liabilities as at 31 May 2026 and 2025 are as follows:

	As at 31 May	
	2026	2025
	HK$'000	*HK$'000*
Current		
Arising from performance under health and wellness services	**1,446**	1,471

When the Group receives a deposit before the production activity commences, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit.

14. SHARE CAPITAL

	Nominal value *HK$*	Number of shares	*HK$'000*
Authorised:			
At 1 June 2024	0.1	300,000,000	30,000
Increase in authorised share capital *(note (i))*	0.1	1,200,000,000	120,000
At 31 May 2025, 1 June 2025 and 31 May 2026	0.1	1,500,000,000	150,000
Issued and fully paid:			
At 1 June 2024	0.1	266,880,000	26,688
Placing of new shares *(note (ii))*	0.1	33,120,000	3,312
At 31 May 2025 and 1 June 2025	0.1	300,000,000	30,000
Placing of new shares *(note (iii))*	0.1	60,000,000	6,000
Placing of new shares *(note (iv))*	0.1	72,000,000	7,200
At 31 May 2026	0.1	432,000,000	43,200

Notes:

(i) An ordinary resolution was approved during annual general meeting held on 22 November 2024 to increase in authorised share capital of the Company from HK$30,000,000 divided into 300,000,000 shares of HK$0.1 each to HK$150,000,000 divided into 1,500,000,000 shares of HK$0.1 each by the creation of an additional 1,200,000,000 unissued shares. Details please refer to the announcement of the Company dated 22 November 2024.

(ii) Issue and allotment of 33,120,000 ordinary shares of par value HK$0.1 each on 12 September 2024 under general mandate as disclosed in the announcements of the Company dated 27 August 2024 and 12 September 2024.

(iii) Issue and allotment of 60,000,000 ordinary shares of par value HK$0.1 each on 21 November 2025 under general mandate as disclosed in the announcements of the Company dated 10 October 2025 and 21 November 2025.

(iv) Issue and allotment of 72,000,000 ordinary shares of par value HK$0.1 each on 11 May 2026 under general mandate as disclosed in the announcements of the Company dated 15 April 2026 and 11 May 2026.

EXTRACT OF INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENT

The following is an extract of the independent auditor's report on the Company's consolidated financial statements for the year ended 31 May 2026:

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 May 2026, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Material Uncertainty Related to Going Concern

We draw attention to Note 3 to the consolidated financial statements concerning the adoption of the going concern basis on which the consolidated financial statements have been prepared. The Group incurred a net loss of approximately HK$16,626,000 and negative operating cash flow of approximately HK$21,970,000 for the year ended 31 May 2026. These conditions, along with other matters as set forth in Note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. The Directors of the Company having considered the measures being taken by the Group, are of the opinion that the Group would be able to continue as a going concern. Our opinion is not modified in respect of this matter.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

The Group is a Hong Kong-based contractor principally engaged in marine construction works, specializing in reclamation works with vessel chartering services and other civil engineering works as supplementary lines of business. In addition to its marine construction projects, the Group has established a new revenue stream as a health and wellness services provider. During the current year, the Group has continued to act as the main contractor for two marine construction projects, awarded with an aggregate contract sum of approximately HK$261.4 million in the previous year. The Group remains committed to these projects, focusing on their successful completion and delivery. As these projects near completion and enter their defect liability periods, the Group is actively pursuing new opportunities through open-market tendering.

The Board anticipates that the upcoming financial years will remain challenging for the Group's marine construction and other civil engineering operations, owing to fierce market competition and heightened technical requirements for bidding. To address this, the Board launched a health and wellness services segment in 2024. This initiative leverages the management team's expertise and experience to expand the Group's business portfolio, mitigate the risks of relying solely on marine construction and other civil engineering works, and enhance the Group's resilience and profitability amid market volatility.

Marine construction works

During the Year, the Group recorded revenue from marine construction works of approximately HK$56.8 million, representing a decrease of approximately 63.2% compared to corresponding prior year, which was approximately HK$154.4 million. The decrease in revenue can primarily be attributed to decrease in number of sizable projects. During the Year, the Group has undertaken three marine construction projects and the aggregate initial contract sum amounted to approximately HK$270.2 million. One project was completed during the Year and as at 31 May 2026, the Group had two marine construction projects in progress. Based on the information available and barring unforeseen circumstances, the remaining two projects are expected to begin their defect liability period during the year ending 31 May 2027. Although the major works for these two projects will be completed, the Group will still be responsible for addressing any issues during the defect liability period.

During the Year, the Group recorded a gross loss of approximately HK$15.2 million from its marine construction works, compared to a gross loss of approximately HK$20.2 million in the corresponding prior year. This ongoing loss can primarily be attributed to the challenges encountered during the reconstruction of the piers, which led to higher costs than initially anticipated. The reconstruction of a pier involves numerous complexities, particularly in terms of piling works and lifting operation using vessels. The weather conditions, such as strong winds, sea level and turbulent sea waves, posed additional difficulties during the drilling, bored casting and lifting process on the seabed. These unfavorable conditions not only impacted the planning and execution of the construction but also affected resource utilization, including the standby time of staff, machinery, and vessels. These unforeseen difficulties and unfavorable circumstances led to a gross loss during the Year.

Other civil engineering works

During the Year, revenue derived from other civil engineering works amounted to approximately HK$50.4 million (FY2025: approximately HK$37.3 million). The increase of 35.1% in revenue was primarily attributed to the progress of one civil engineering project within the Three-Runway System at Chek Lap Kok Airport (the "**3RS**"), which involved excavation and backfilling works. A variation order from the 3RS project, amounting to approximately HK$32.8 million and awarded in the previous year, was completed during the Year. Consequently, the remaining outstanding works on hand decreased, and as of 31 May 2026, the Group had one other civil engineering project in progress.

The Group recorded a gross profit of approximately HK$11.9 million from other civil engineering works for the Year, compared to a gross profit of approximately HK$3.2 million in the corresponding prior year. The improvement in gross profit was primarily driven by increased revenue and better progress on work carried out for one other civil engineering project within the 3RS.

During the Year, the Group has undertaken four projects of other civil engineering works and the aggregate initial contract sum amounted to approximately HK$76.2 million. Out of the four projects, three projects were completed during the Year. The remaining project is also expected to be completed during the year ending 31 May 2027.

As at 31 May 2026, the Group had three projects on hand and the aggregate initial contract sum amounted to approximately HK$301.4 million. Set out below is the information of the projects undertaken by the Group during the Year:

Site Location/ Project	Role	Segment	Type of Works	Status
Sai Kung and Tai Po	Main contractor	Marine construction works	Reconstruction of piers	In progress
Lantau Island	Main contractor	Marine construction works	Reconstruction of piers	In progress
Lei Yue Mun	Subcontractor	Marine construction works	Piling works	Completed
3RS	Subcontractor	Other civil engineering works	Excavation, backfilling works and construction of isolation valve chamber and concrete surround to fuel pipe	In progress

Site Location/ Project	Role	Segment	Type of Works	Status
Tung Chung	Subcontractor	Other civil engineering works	Sea Sand Material Transportation and Unloading	Completed*
Tung Chung	Subcontractor	Other civil engineering works	Supply of materials	Completed*
Sai Kung	Subcontractor	Other civil engineering works	Drainage Works	Completed*

* Newly awarded during the Year

Vessel chartering services

During the Year, the revenue derived from our vessel chartering services amounted to approximately HK$0.1 million, representing a decrease of approximately 98.6% compared to that for the corresponding prior year (i.e. HK$7.2 million). The decrease was mainly attributable to the completion of vessel chartering services in the previous year.

As at 31 May 2026, there were no ongoing vessel chartering arrangements.

Health and wellness services

During the Year, the Group has generated approximately HK$1.5 million (FY2025: HK$3.9 million) from health and wellness services segment. As at 31 May 2026, the Group had contractual liabilities of approximately HK$1.4 million, being deposits received from customers in respect of health and wellness services to be rendered in the future.

Other income and (losses), net

The Group's other income and losses, net, increased from other losses, net of approximately HK$0.5 million for the corresponding prior year to other gain, net of approximately HK$1.5 million for the Year. This increase was primarily due to (i) the compensation from insurer received of HK$0.5 million; (ii) the gain on disposal of plant and equipment of HK$0.9 million as compared with the loss on disposal of vessels of HK$1.1 million in the corresponding prior year; and (iii) offset by the decrease in bank interest income of HK$0.4 million.

General and administrative expenses

The general and administrative expenses of the Group for the Year amounted to approximately HK$12.8 million, representing a decrease of approximately 28.5% compared to approximately HK$17.9 million for the year ended 31 May 2025. Such decrease was mainly attributable to the decrease in staff cost as the result of the decreased number of staff.

Impairment loss on plant and equipment

The Group sustained a loss for the Year with net operating cash outflow, which the management considered to be an indicator of potential impairment that the carrying values of plant and equipment and right-of-use assets of the Group may not be fully recovered. The decrease in impairment losses was mainly due to the most of the provision has been made in the prior years and no addition of plant and equipment during the Year.

Total comprehensive expenses for the Year

Total comprehensive expenses attributable to the owners of the Company amounted to approximately HK$16.6 million as compared with attributable to equity shareholders of approximately HK$34.5 million for the corresponding prior year. Basic and diluted loss per share was HK$4.95 cents as compared to HK$11.86 cents for the corresponding prior year.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group has funded its liquidity and capital requirements primarily through internal cash resources.

As at 31 May 2026, the Group has cash and bank balances of approximately HK$15.8 million (including cash and cash equivalents) (31 May 2025: approximately HK$25.3 million). There is no interest-bearing borrowing for the Group as at 31 May 2026. The Group may seek to issue debt or equity securities or obtain credit facilities or other sources of funding, to optimize the capital structure.

The Group had no debt securities or other capital instruments as at 31 May 2026 and up to the date of this announcement.

DIVIDEND

The Board does not recommend any dividend for the Year (FY2025: Nil).

CHARGE ON ASSETS

As at 31 May 2026, the Group did not have any charge on assets (as at 31 May 2025: Nil).

FOREIGN EXCHANGE RISK

The Group mainly operates in Hong Kong and most of the operating transactions are denominated in Hong Kong dollars. As such, the Directors are of the view that the risk in foreign exchange has no material impact to the Group. The Group has not engaged in any derivative contracts to hedge its exposure to foreign exchange risk during the Year.

EMPLOYEES AND REMUNERATION POLICY

As at 31 May 2026, the Group employed 52 employees (31 May 2025: 90). Total staff costs including Directors' remuneration for the Year amounted to approximately HK$31.3 million (FY2025: HK$53.2 million). Individual performance is rewarded through the Group's salary and bonus system. The Group conducts annual review on salary increase, discretionary bonuses, and promotions based on the performance of each employee.

SHARE OPTION SCHEME

2020 Share Option Scheme

A share option scheme (the "**2020 Scheme**") was conditionally adopted by the written resolution of the Company's then sole shareholder on 13 November 2020. The major terms of the Share Option Scheme are set out in the paragraph headed "Statutory and General Information – D. Share Option Scheme" in Appendix IV to the Prospectus.

After the grant of share option on 16 September 2024, the 2020 Scheme was terminated during the extraordinary general meeting (the "**EGM**") held on 22 November 2024.

As at 31 May 2026 and the date of this announcement, the total number of Shares available for issue under the 2020 Scheme is 22,240,000 Shares (6,000,000 Shares to Directors and 16,240,000 Shares to employees, represents approximately 1.4% and 3.8% of the total number of Shares in issue (excluding treasury shares) (432,000,000 Shares)).

No share option has been granted, exercised, cancelled or lapsed under the 2020 Scheme and the outstanding share option as at 31 May 2026 were as follows:

Grantees	Date of grant	Outstanding at 1 June 2025	Movement during the Year Granted	Exercised	Cancelled	Lapsed	Outstanding as at 31 May 2026	Exercise price *HK$*	Exercise period	Vesting period
Directors										
Mr. Ouyang Jianwen	16 September 2024	3,000,000	–	–	–	–	3,000,000	0.107	16 September 2025 to 12 November 2030	16 September 2025
Mr. Luo Hao	16 September 2024	3,000,000	–	–	–	–	3,000,000	0.107	16 September 2025 to 12 November 2030	16 September 2025
	Subtotal	6,000,000	–	–	–	–	6,000,000			
Employees	16 September 2024	16,240,000	–	–	–	–	16,240,000	0.107	16 September 2025 to 12 November 2030	16 September 2025
	Subtotal	16,240,000	–	–	–	–	16,240,000			
	Total	22,240,000	–	–	–	–	22,240,000			

2024 Share Option Scheme

A share option scheme (the "**2024 Scheme**") was approved on the EGM held on 22 November 2024 and adopted on 27 November 2024 (the "**2024 Adoption Date**"), which has a terms of 10 years commencing on the 2024 Adoption Date. The purpose of the 2024 Scheme is to attract and retain the best available and high calibre personnel of the Group, to provide additional incentives to the eligible participants and to promote the overall success of the business of the Group. The major terms of the Share Option Scheme are set out in the circulars dated 30 October 2024. The total number of options available for grant under the 2024 Scheme as at the 2024 Adoption Date and 31 May 2026 were 30,000,000 Shares, representing 10% and 6.9% of the total number of share in issue of the Company as at the 2024 Adoption Date and 31 May 2026 respectively. No share option has been granted, exercised, cancelled or lapsed under the 2024 Scheme and there is no outstanding share option as at 31 May 2026 and the date of this announcement.

CAPITAL COMMITMENTS

The Group has no capital commitments as at 31 May 2026 (31 May 2025: Nil).

CONTINGENT LIABILITIES

At the end of the reporting period, the Directors do not consider it is probable that any claims will be made against the Group and the surety bonds are expected to be released in accordance with the terms of the respective contracts.

MATERIAL ACQUISITION AND DISPOSALS

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

SIGNIFICANT INVESTMENTS

During the Year under review, the Group did not hold any material investments.

PROSPECTS

For marine construction works, other civil engineering works, and vessel chartering services segments, the Group will continue to pursue its strategy of undertaking high-margin projects and maintaining effective cost control.

During the Year, the Group completed one marine construction project and three other civil engineering projects, and is currently acting as the main contractor for two marine construction projects and as the subcontractor for one other civil engineering project.

In the coming years, the Group intends to expand its civil engineering portfolio, including foundation and piling works for commercial and residential buildings in Hong Kong, among other opportunities.

Meanwhile, the Group will continue to explore the health and wellness services segment, with a focus on stem-cell-related services and products, to diversify its revenue streams.

ISSUE OF NEW SHARES UNDER GENERAL MANDATE

The 2025 Placing

On 10 October 2025, 31 October 2025 and 3 November 2025 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement, Supplemental Placing Agreement and Second Supplemental Placing Agreement respectively with Pinestone Securities Limited (the "**Placing Agent**"), pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure on a best effort basis currently expected to be not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 60,000,000 Placing Shares at the Placing Price of HK$0.121 per Placing Share.

The Placing Price of HK$0.121 represents: (i) a discount of approximately 19.33% to the closing price of HK$0.1500 per Share as quoted on the Stock Exchange on 31 October 2025, being the date (the "**Last Trading Date**") immediately prior to the date of the Second Supplemental Placing Agreement; and (ii) a discount of approximately 19.55% to the average closing price of approximately HK$0.1504 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Date. The Placing Price was determined after arm's length negotiation between the Company and the Placing Agent with reference to the prevailing market prices of the Shares and the current market conditions.

On 21 November 2025, an aggregate of 60,000,000 new shares have been successfully placed pursuant to the Placing Agreement. The gross proceeds from the Placing are approximately HK$7.26 million and the net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the Placing, are approximately HK$6.93 million. All the net proceeds from the Placing will be applied for the general working capital of the Group.

Details of the 2025 Placing are set out in the announcements of the Company dated 10 October 2025, 31 October 2025, 3 November 2025 and 21 November 2025.

The 2026 Placing

On 15 April 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 72,000,000 Placing Shares at the Placing Price of HK$0.10 per Placing Share to not less than six Placees who and whose beneficial owners shall be Independent Third Parties.

The Placing Price of HK$0.10 represents: (i) a discount of approximately 4.8% to the closing price of HK$0.105 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 4.2% to the average closing price per Share of approximately HK$0.104 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

On 11 May 2026, an aggregate of 72,000,000 new shares have been successfully placed pursuant to the Placing Agreement. The gross proceeds from the Placing are approximately HK$7.2 million and the net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements) incidental to the Placing, are approximately HK$6.9 million. All the net proceeds from the Placing will be applied for the general working capital of the Group.

Details of the 2026 Placing are set out in the announcements of the Company dated 15 April 2026 and 11 May 2026.

USE OF PROCEEDS

(i) Use of proceeds from 2025 Placing

References are made to the announcement dated 21 November 2025 in relation to the completion of the 2025 Placing under general mandate. During the Year, the net proceeds had been fully applied for the general working capital of the Group.

(ii) Use of proceeds from 2026 Placing

References are made to the announcement dated 11 May 2026 in relation to the completion of the Placing under general mandate. As of 31 May 2026, the net proceeds from the 2026 Placing were utilized as follows:

	Allocation of the net proceeds	**Percentage of the net proceeds**	**Utilised amount as at 31 May 2026**	**Unutilised amount as at 31 May 2026**	**Estimated completion of utilisation**
	HK$'000	*%*	*HK$'000*	*HK$'000*	
General working capital purpose	6,900	100.0	2,901	3,999	By 30 September 2026
Total	6,900	100.0	2,901	3,999	

COMPETING BUSINESS

None of the controlling shareholders or the Directors of the Company and their respective associates is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the Group's business during the Year.

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S SECURITIES

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

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to maintaining high standards of corporate governance to protect the interests of the shareholders of the Company. The Company has adopted the code provisions set out in the Corporate Governance Code (the "**CG Code**") under Appendix C1 to the Listing Rules as its own code of corporate governance.

The Company believes that good corporate governance is fundamental in ensuring that the Company is well managed in the interests of all of its Shareholders.

During the Year, the Company has complied with the code provisions set out in the CG Code.

AUDIT COMMITTEE

The Board has established an Audit Committee on 13 November 2020 with written terms of reference in compliance with the CG code. The Audit Committee currently consists of three members who are all independent non-executive Directors, namely Mr. Wan San Fai Vincent, Mr. Wen Xiaoxiao and Mr. Yin Jun. The Audit Committee has reviewed the accounting principles, accounting standards, and methods adopted by the Company together with the management, discussed the matters concerning the Group's risk management and internal controls system, as well as reviewed the Group's audited annual results for the Year.

EVENTS AFTER THE REPORTING PERIOD

Reference is made to the announcement of the Company dated 27 July 2026 (the "**Capital Reorganisation Announcement**") in respect of, among others, the proposed capital reorganisation and change in board lot size. Unless defined otherwise, capitalized terms used herein shall have the same meanings as those defined in the Capital Reorganisation Announcement.

On 27 July 2026, the Company has announced (1) the proposed capital reorganisation involving (a) share consolidation; (b) capital reduction; and (c) sub-division of authorised and unissued consolidated shares; and (2) proposed change in board lot size.

On 6 August, the Company has issued the circular and notice of the extraordinary general meeting ("**EGM**") regarding the proposed capital reorganisation and change in board lot size.

On 21 August 2026, the proposed capital reorganisation and change in board lot size has been approved on the EGM and will be effective from 3 September 2026 upon the fulfilment of the conditions for the implementation of the Capital Reorganisation.

Details are set out in the announcements and circulars dated 27 July 2026, 6 August 2026 and 21 August 2026.

Save as disclosed above, no major subsequent events affecting the Group have occurred since the end of the Year and up to the date of this annual results announcement.

SCOPE OF WORK OF CLA PRISM HONG KONG LIMITED (FORMERLY KNOWN AS PRISM HONG KONG LIMITED)

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 May 2026 as set out in the preliminary announcement have been agreed by the Group's auditor, CLA Prism Hong Kong Limited (formerly known as Prism Hong Kong Limited), to the amounts set out in the Group's audited consolidated financial statements for the Year. The work performed by the Group's auditor in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by the Group's auditor on the preliminary announcement.

PUBLICATION OF ANNUAL RESULTS AND 2025/2026 ANNUAL REPORT

This annual results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tianchengholdings.com.cn). The 2025/2026 annual report will be despatched to the shareholders of the Company and available on the same websites in due course.

By order of the Board
Tian Cheng Holdings Limited
Zheng Yanling
Chairman and Executive Director

Hong Kong, 27 August 2026

As at the date of this announcement, the executive Directors are Ms. Zheng Yanling, Mr. Ouyang Jianwen, Mr. Luo Hao, Ms. Jiang Chunxia, Mr. Zheng Qinggui and Mr. Nie Zheng; and the independent non-executive Directors are Mr. Wan San Fai Vincent, Mr. Wen Xiaoxiao and Mr. Yin Jun.