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Zhengwei Group Holdings Company Limited
正味集团控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2147)

ANNOUNCEMENT OF RESULTS
FOR THE YEAR ENDED 30 JUNE 2026

FINANCIAL RESULTS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Zhengwei Group Holdings Company Limited (the “**Company**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 30 June 2026 (“**FY2026**”) together with comparative figures for the eighteen months ended 30 June 2025 (the “**Previous Period**”) as set out below:

HIGHLIGHTS

	Year ended 30 June 2026 RMB’000	For the eighteen months ended 30 June 2025 RMB’000
Revenue	745,849	938,123
Gross profit (loss)	43,554	(12,215)
Loss for the year/period	(68,652)	(108,752)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2026

		Year ended	Eighteen
		30 June	months ended
		2026	30 June
	<i>Notes</i>	RMB'000	RMB'000
Revenue	5	745,849	938,123
Cost of sales		<u>(702,295)</u>	<u>(950,338)</u>
Gross profit (loss)		43,554	(12,215)
Other income	6	51	4,185
Other gains and losses, net	7	(21,100)	(4,948)
Distribution and selling expenses		(62,970)	(13,188)
Administrative expenses		(22,528)	(39,839)
Impairment losses recognised, net of reversal		(1,613)	(4,386)
Finance costs	8	<u>(4,841)</u>	<u>(81)</u>
Loss before tax	9	(69,447)	(70,472)
Income tax credit (expense)	10	<u>795</u>	<u>(38,280)</u>
Loss and other comprehensive expenses for the year/period		<u>(68,652)</u>	<u>(108,752)</u>
			(restated)
Loss per share			
– Basic and diluted (RMB)	12	<u>(1.13)</u>	<u>(2.25)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2026

		2026	2025
	<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
Non-current assets			
Property, plant and equipment	<i>13</i>	9,056	29,294
Right-of-use assets		1,503	3,142
Goodwill		–	–
Intangible assets		–	–
Financial asset at fair value through other comprehensive income		–	–
Prepayment for acquisition of land use rights		–	9,525
Deferred tax assets, net		54	356
		10,613	42,317
Current assets			
Inventories	<i>14</i>	60,193	71,970
Right of return assets		–	266
Trade receivables	<i>15</i>	360,287	228,153
Prepayments, deposits and other receivables		154,109	7,694
Income tax recoverable		–	3,160
Cash and cash equivalents		13,068	54,644
		587,657	365,887

		2026	2025
	Notes	RMB'000	RMB'000
Current liabilities			
Trade payables	16	97,216	46,722
Other payables and accruals	16	8,443	8,871
Borrowings		200,000	—
Lease liabilities		—	—
Contract liabilities		—	—
		<u>305,659</u>	<u>55,593</u>
Net current assets		<u>281,998</u>	<u>310,294</u>
Total assets less current liabilities		<u>292,611</u>	<u>352,611</u>
Net assets		<u>292,611</u>	<u>352,611</u>
Equity attributable to owners of the Company			
Share capital	17	87,050	78,398
Reserves		<u>205,561</u>	<u>274,213</u>
Total equity		<u>292,611</u>	<u>352,611</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2026

1. GENERAL INFORMATION

Zhengwei Group Holdings Company Limited (the “**Company**”) was incorporated in the Cayman Islands on 30 June 2020, as an exempted company with limited liability under the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Act**”) and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) since 13 January 2023. The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information section to the annual report.

The Company is an investment holding company. The Company and its subsidiaries (the “**Group**”) is principally engaged in sourcing, processing and trading of food products in the PRC.

The consolidated financial statements are presented in Renminbi (“**RMB**”), which is also the functional currency of the Company.

The English names of all the companies established in the Mainland China presented in these consolidated financial statements represent the best efforts made by the directors of the Company for the translation of the Chinese names of these companies to English names as they do not have official English names.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

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

In the current year, the Group has applied the following amendments to an HKFRS Accounting Standard as issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) for the first time, which are mandatorily effective for the annual period beginning on 1 July 2025 for the preparation of the consolidated financial statements:

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

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

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Contracts Referencing Nature-dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ²
Amendments to Illustrative Examples on HKFRS 7, HKFRS 18, HKAS 1, HKAS 8, HKAS 36 and HKAS 37	Disclosures about Uncertainties in the Financial Statements ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³
Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2026.

³ Effective for annual periods beginning on or after 1 January 2027.

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 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements (“**HKFRS 18**”), which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements (“**HKAS 1**”). This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, 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. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (the title of which will be changed to Basis of Preparation of Financial Statements upon effective of HKFRS 18) and HKFRS 7 Financial instruments: Disclosures (“**HKFRS 7**”). Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of HKFRS 18 is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements but has no impact on the Group’s financial positions and performance. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group’s consolidated financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and by the Hong Kong Companies Ordinance.

Pursuant to the Company’s announcement dated 15 November 2024, the Company resolved to change the financial year date of the Company from 31 December to 30 June. Accordingly, the current consolidated financial statements cover a period of twelve months ended 30 June 2026 and the comparative consolidated financial statements cover a period of eighteen months from 1 January 2024 to 30 June 2025. Thus, the corresponding comparative amounts shown for the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows and related notes cover an eighteen months period from 1 January 2024 to 30 June 2025 and therefore may not be comparable with amounts shown for the current period.

The directors have at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

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.

- 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.

4. SEGMENT INFORMATION

The following segment information is reported to the board of directors of the Company (the “**Board**”), being the chief operating decision makers (“**CODM**”), for the purpose of resource allocation and performance assessment.

The Group determines its operating segments based on the reports reviewed by the CODM that are used to make strategic decisions.

The Group’s reportable segments are managed separately as each business offers different products and services and requires different business strategies.

The following summary describes the operations in each of the Group’s reportable segments:

- **Manufacturing business:** The Group produces and sells a variety of (i) snacks (including vegetable snacks and meat snacks) such as bamboo shoots crisps and roasted duck necks; (ii) packaged dried food products such as fungi, dried aquatic products, algae, grains and seasonings in the PRC; and (iii) bakery products, such as bread and tarts*.
- **Trading business:** The Group purchases dried candied fruit, nuts and other products in bulk from suppliers and sell to retailers and corporate customers without further processing in the PRC.

Inter-segment transactions are priced with reference to prices charged to external parties for similar order.

The accounting policies of the operating segments are the same as the Group’s accounting policies described in the consolidated financial statement.

Other income and head office expenses are not allocated to the operating segments as they are not included in the measure of the segments’ profit that is used by the CODM for assessment of segment performance.

Other than the information disclosed below, no other information is reported to the CODM, for the purposes of resources allocation and performance assessment.

- * *The Group’s manufacturing business was suspended by the end of the eighteen months ended 30 June 2025 and thus, the Group’s manufacturing business did not recognise any revenue for the year ended 30 June 2026.*

(a) **Segment revenue and results**

Information regarding the reportable segment revenue and results and other information for the year ended 30 June 2026 and for the eighteen months ended 30 June 2025 is set out below:

	Year ended 30 June 2026		
	Manufacturing	Trading	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Segment revenue:			
External sales	–	745,849	745,849
Inter-segment sales	–	–	–
	<u>–</u>	<u>745,849</u>	<u>745,849</u>
	<u>–</u>	<u>745,849</u>	<u>745,849</u>
Reportable segment (loss) profit	<u>(23,487)</u>	<u>27,577</u>	<u>4,090</u>
Other information:			
Addition to property, plant and equipment	–	11,160	11,160
Loss on disposal of property, plant and equipment	(19,892)	–	(19,892)
Depreciation and amortisation	<u>(2,916)</u>	<u>(2,105)</u>	<u>(5,021)</u>
Impairment loss recognised:			
– Trade receivables	<u>–</u>	<u>(1,613)</u>	<u>(1,613)</u>

	Eighteen months ended 30 June 2025		
	Manufacturing	Trading	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Segment revenue:			
External sales	32,040	906,083	938,123
Inter-segment sales	<u>4,387</u>	<u>5,500</u>	<u>9,887</u>
	<u>36,427</u>	<u>911,583</u>	<u>948,010</u>
Reportable segment (loss) profit	<u>(80,219)</u>	<u>12,998</u>	<u>(67,221)</u>
Other information:			
Depreciation and amortisation	(15,396)	(145)	(15,541)
Interest revenue	67	659	726
Interest expenses	<u>(81)</u>	<u>–</u>	<u>(81)</u>
Impairment loss recognised for:			
– Trade receivables	–	(104)	(104)
– Property, plant and equipment	<u>(4,282)</u>	<u>–</u>	<u>(4,282)</u>
	<u>(4,282)</u>	<u>(104)</u>	<u>(4,386)</u>
Reversal of impairment of inventories	<u>334</u>	<u>–</u>	<u>334</u>
Write-off of inventories	<u>–</u>	<u>(36,880)</u>	<u>(36,880)</u>

(b) Reconciliations of reportable segment revenue and results

Information regarding the reconciliations of reportable segment revenue and results to the consolidated revenue and results for the year ended 30 June 2026 and for the eighteen months ended 30 June 2025, respectively is set out below:

	Year ended	Eighteen
	30 June	months ended
	2026	30 June
	RMB'000	2025
		RMB'000
Revenue		
Reportable segment revenue	745,849	948,010
Elimination of inter-segment revenue	<u>—</u>	<u>(9,887)</u>
Consolidated revenue	<u>745,849</u>	<u>938,123</u>
Loss before income tax expense		
Reportable segment profit (loss)	4,090	(67,221)
Unallocated corporate income	51	4
Unallocated other gains or losses	(71)	—
Unallocated (loss) gain on disposal of subsidiaries	(1,137)	2,451
Unallocated corporate expenses	(67,539)	(5,706)
Finance costs	<u>(4,841)</u>	<u>—</u>
Consolidated loss before tax	<u>(69,447)</u>	<u>(70,472)</u>

(c) Geographical information

The management determines the Group is domiciled in the PRC, which is the location of the Group's principal office. The Group's revenue information above is based on the delivery destinations of the Group's products requested by the customers. The Group's revenue from external sales is all derived from the customers located in the PRC.

The geographical location of non-current assets (other than deferred tax assets and financial assets) is based on the physical location of the assets or the location of operation to which they are allocated. As at 30 June 2026 and 2025, all of the Group's non-current assets are located in the PRC.

(d) **Information about major customers**

Revenue attributed to customers that accounted for 10% or more of the Group's total revenue as follows:

	Year ended	Eighteen
	30 June	months ended
	2026	30 June
	RMB'000	2025
		RMB'000
Customer A [#]	<u>—*</u>	<u>108,185</u>

* The corresponding revenue did not contribute 10% of the total revenue of the Group for the year.

[#] Revenue from Trading business.

5. REVENUE

The Group is principally engaged in sourcing, processing and trading of food products in the PRC.

Revenue represents the net invoiced value of goods supplied and earned by the Group.

(a) **Disaggregation of revenue from contracts with customers**

(i) ***The Group derives revenue from the transfer of goods and services by categorisation of major product lines and business***

	Year ended	Eighteen
	30 June	months ended
	2026	30 June
	RMB'000	2025
		RMB'000
<i>Revenue from contracts with customers within the scope of HKFRS 15</i>		
Sale of following types of goods:		
Dried delicacies	289,671	547,028
Snacks	—	24,091
Dried aquatic products	101,028	167,151
Grains	—	9,831
Bakery products	—	30,064
Seasonings and others	—	159,958
Poultry and meat products	<u>355,150</u>	<u>—</u>
	<u>745,849</u>	<u>938,123</u>

(ii) *The Group derives revenue from the transfer of goods and services by timing of revenue recognition*

	Year ended 30 June 2026 RMB'000	Eighteen months ended 30 June 2025 RMB'000
Revenue from contracts with customers within the scope of HKFRS 15		
Timing of revenue recognition:		
At a point in time	<u>745,849</u>	<u>938,123</u>

(iii) *The Group derives revenue from the transfer of goods and services by geographical markets*

Information about the Group derives revenue from the transfer of goods and services by geographical markets is set out in Note 4.

(b) **Contract balances**

		30 June 2026 RMB'000	30 June 2025 RMB'000	1 January 2024 RMB'000
	Notes			
Trade receivables	15	362,004	228,257	92,300
Less: Impairments		<u>(1,717)</u>	<u>(104)</u>	<u>—</u>
		<u>360,287</u>	<u>228,153</u>	<u>92,300</u>
Contract liabilities		<u>—</u>	<u>—</u>	<u>9</u>

(c) **Performance obligations for contracts with customers and revenue recognition policies**

The Group is principally engaged in sourcing, processing and trading of food products in the PRC.

Revenue represents the net invoiced value of goods supplied and earned by the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities.

The Group's performance obligations for contracts with customers and revenue and other income recognition policies are as follows:

Revenue from contracts with customers

Sales of food products

The Group sells goods and products directly to the customers. Sales are recognised when control of the goods and products has transferred, being when the goods and products are delivered (i.e. at a point of time), the customer has the ability to direct the usage of the goods and product, obtain substantially all of the remaining benefits from it, and there is no unfulfilled obligation that could affect the customer's acceptance of the goods and products. Delivery occurs when the goods and products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods and products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract. No element of financing is deemed present as the invoices are generally 30 to 90 days, which is consistent with the market.

Some contracts for the sales of food products provide customers with rights of return and discounts. The rights of return give rise to variable consideration and the revenue is recorded at the price specified in the sales contracts/invoices, net of the estimated discounts. For contracts which provided a customer with a right of return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirement of HKFRS 15 Revenue from Contracts with Customers on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised.

A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer and details of the provision of the right of return assets are set out in the consolidated financial statements, if any.

Other income

- (i) Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.
- (ii) Government grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same period in which the expenses are incurred.

(d) Transaction price allocated to remaining performance obligation

The Group has applied the practical expedient to its contracts with customers of both manufacturing and trading and therefore the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts that had an original expected duration of one year or less.

6. OTHER INCOME

	Year ended 30 June 2026 RMB'000	Eighteen months ended 30 June 2025 RMB'000
Interest income	51	730
Unconditional government grants (<i>Note below</i>)	<u>—</u>	<u>3,455</u>
	<u>51</u>	<u>4,185</u>

Note: Unconditional government grants mainly represent grants received from the PRC local government authority relating to:

- (a) incentive for being successfully listed on the Main Board of the Stock Exchange received during the eighteen months ended 30 June 2025;
- (b) incentive for agricultural brand development for the eighteen months ended 30 June 2025 which does not have other unfulfilled obligations.

7. OTHER GAINS AND LOSSES, NET

	Year ended 30 June 2026 <i>RMB'000</i>	Eighteen months ended 30 June 2025 <i>RMB'000</i>
(Loss) gain on disposal of subsidiaries	(1,137)	2,451
Loss on disposal of property, plant and equipment	(19,892)	(6,503)
Net foreign exchange losses, net	<u>(71)</u>	<u>(896)</u>
	<u>(21,100)</u>	<u>(4,948)</u>

8. FINANCE COSTS

	Year ended 30 June 2026 <i>RMB'000</i>	Eighteen months ended 30 June 2025 <i>RMB'000</i>
Interest expenses on bank borrowings	<u>4,841</u>	<u>81</u>

9. LOSS BEFORE TAX

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

	Year ended 30 June 2026 RMB'000	Eighteen months ended 30 June 2025 RMB'000
Employee costs (including directors' emoluments) comprise:		
Wages and salaries	14,709	13,574
Contributions to retirement benefits scheme	941	2,044
Other employee benefits	—	7,971
	<u>15,650</u>	<u>23,589</u>
Depreciation charge:		
– Property, plant and equipment	3,382	15,541
– Right-of-use-assets	1,639	332
	<u>5,021</u>	<u>15,873</u>
Cost of sales	702,295	950,338
Including:		
Write-off of inventories	—	36,880
Impairment loss recognised, net of reversal	—	(334)
	<u>—</u>	<u>(334)</u>
Others:		
Auditor's remuneration	919	915
Research and development costs recognised as an expense	—	8,070
	<u>—</u>	<u>8,070</u>

10. INCOME TAX (CREDIT) EXPENSE

The amount of income tax (credit) expense in the consolidated statement of profit or loss and other comprehensive income (expense) represents:

	Year ended 30 June 2026 RMB'000	Eighteen months ended 30 June 2025 RMB'000
PRC Enterprise Income Tax (the “PRC EIT”)		
– Current year	–	38,746
– Over provision in prior periods	–	(433)
	–	38,313
Deferred tax charge		
– Current year	(795)	(33)
Income tax (credit) expense	(795)	38,280

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Company incorporated in the Cayman Islands and the Company’s subsidiary incorporated in the BVI are not subject to any income tax.

No provision for Hong Kong Profits Tax has been made in the financial statements as the entities in the Group had no assessable profits for both of the year/period presented.

Pursuant to the income tax rules and regulations of the PRC, the provision for PRC EIT of the subsidiaries of the Group is calculated based on the statutory tax rate of 25%, except for the following two subsidiaries. Jiangxi Zhengwei Food Co., Limited and Guangchang County Zhenglian Biotechnology Co., Limited, which were disposed in eighteen months ended 30 June 2025 were approved for the High and New Technology Entities (“HNTE”) qualification under the PRC EIT Law and its relevant regulations and are entitled to a preferential tax rate of 15%.

According to the relevant laws and regulations promulgated by the State Taxation Administration of the PRC, enterprises engaging in research and development activities are entitled to claim 100% of the research and development expenses as tax deductible expense for the eighteen months ended 30 June 2025.

No provision for PRC EIT has been made in the financial statements as the entities in the Group had no assessable profits for both the year/period presented.

11. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 30 June 2026 and the eighteen months ended 30 June 2025 and, nor has any dividend been proposed since the end of the reporting period.

12. LOSS PER SHARE

The calculation of the basic and diluted earnings per share attributable to ordinary equity holders of the Company is based on the following data:

	Year ended 30 June 2026	Eighteen months ended 30 June 2025 (restated)
Loss for the year/period attributable to owners of the Company for the purpose of computation of basic and diluted loss per share (RMB'000)	<u>(68,652)</u>	<u>(108,752)</u>
Weighted average number of ordinary shares for the purpose of calculating basic and diluted earnings per share for the year/period ('000)		
Issued ordinary share as at 1 July/1 January	1,120,000	800,000
2025 First Placing of shares (Note 17(a))	–	114,369
2025 Second Placing of shares (Note 17(a))	–	51,481
Share Consolidation (Note 17(b)(i))	(1,064,000)	(917,558)
2026 Placing of shares (Note 17(b)(ii))	<u>4,910</u>	<u>–</u>
Weighted average number of ordinary shares	<u>60,910</u>	<u>48,292</u>
Basic and diluted loss per share (RMB)	<u>(1.13)</u>	<u>(2.25)</u>

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share for the year ended 30 June 2026 and for the eighteen months ended 30 June 2025 have been adjusted for the new issue of shares and Share Consolidation during the year/period.

Diluted loss per share amount for the year ended 30 June 2026 and for the eighteen months ended 30 June 2025 were the same as basic loss per share amount as there were no potential dilutive ordinary shares outstanding during the year/period.

13. PROPERTY, PLANT AND EQUIPMENT

	Buildings <i>RMB'000</i>	Leasehold improvement <i>RMB'000</i>	Plant and machineries <i>RMB'000</i>	Furniture, electronic and other equipment <i>RMB'000</i>	Motor Vehicles <i>RMB'000</i>	Total <i>RMB'000</i>
Cost						
As at 1 January 2024	44,298	6,555	74,563	3,049	708	129,173
Additions	–	–	–	40	–	40
Disposals	–	–	(10,369)	–	–	(10,369)
Disposal of the Disposal Group	(44,298)	(6,555)	(23,982)	(3,018)	(708)	(78,561)
As at 30 June 2025 and 1 July 2025	–	–	40,212	71	–	40,283
Additions	–	–	–	11,160	–	11,160
Disposals	–	–	(38,138)	(71)	–	(38,209)
Disposal of subsidiaries	–	–	(2,074)	–	–	(2,074)
As at 30 June 2026	–	–	–	11,160	–	11,160
Accumulated depreciation						
As at 1 January 2024	5,328	5,278	8,482	2,337	599	22,024
Charge for the period	5,758	–	9,407	323	53	15,541
Eliminated on disposals	–	–	(3,366)	–	–	(3,366)
Eliminated on Disposal of the Disposal Group	(11,086)	(5,278)	(7,837)	(2,639)	(652)	(27,492)
Impairment loss recognised	–	–	4,282	–	–	4,282
As at 30 June 2025 and 1 July 2025	–	–	10,968	21	–	10,989
Charge for the year	–	–	1,272	2,110	–	3,382
Eliminated on disposals	–	–	(11,830)	(27)	–	(11,857)
Eliminated on disposal of subsidiaries	–	–	(410)	–	–	(410)
As at 30 June 2026	–	–	–	2,104	–	2,104
Net book value						
As at 30 June 2026	–	–	–	9,056	–	9,056
As at 30 June 2025	–	–	29,244	50	–	29,294

The above items of property, plant and equipment, after taking into account the residual values, are depreciated on a straight-line basis on the following bases:

Buildings	Shorter of 2% – 3% or period of the lease term
Leasehold improvement	Shorter of 3% – 20% or period of the lease term
Plant and machineries	10% – 20%
Furniture, electronic and other equipment	20%
Motor vehicles	20%

Impairment assessment for plant and machineries under property, plant and equipment

During the eighteen months ended 30 June 2025, the Company extended its Manufacturing business and commenced to produce and sell bakery products, such as bread and tarts. However, the financial performance relating to the production and selling of the bakery products was not satisfactory and thus, the management consider that there has an impairment indicator relating to the Group's plant and machineries attributable to the production and selling of bakery products.

Management considers the production and selling of the bakery products as a separately identifiable cash-generating unit and monitors their financial performance for the existence of an impairment indicator, such as the conditions of the plant and machineries and the operating income generated from the respective production line.

The recoverable amount of the cash-generating unit (“CGU”) has been determined based on the higher of value in use and fair value less costs of disposal using the depreciated replacement cost method as described below. If the carrying amount of the plant and machineries is higher than its recoverable amount, the carrying amount of the plant and machineries shall be impaired down to its recoverable amount, if appropriate.

The Group engages an independent professional qualified valuer to perform the valuation in arriving the fair value less costs of disposal.

In determining the fair value less costs of disposal of the plant and machineries, the management of the Company is responsible to determine the appropriateness of valuation techniques and inputs for fair value measurements. The management works closely with the independent professional qualified valuer to establish the appropriate valuation techniques and inputs to the model. The valuation is based on a depreciated replacement cost method due to absence of a known second hand market. The depreciated replacement cost approach considers the cost to reproduce or replace in new condition the plant and machineries, with allowance for accrued depreciation as evidenced by an observed condition or obsolescence percent, whether arising from physical, functional or economic causes which is within Level 3 of the fair value hierarchy.

Based on the impairment assessments, as at 30 June 2025, the aggregate carrying amounts of those identified plant and machineries amounted to approximately RMB33,526,000 which was higher than its estimated recoverable amount of approximately RMB29,244,000 and accordingly, impairment losses of approximately RMB4,282,000 were recognised and charged to profit or loss for the eighteen months ended 30 June 2025 to reduce the carrying amounts of the plant and machineries to their recoverable amounts.

During the year ended 30 June 2026, the Company decided to cease its production and selling of bakery products, such as bread and tarts, and thus, the Group disposed of the related plant and equipment to third parties and recognised a loss on disposal of property, plant and equipment of approximately RMB19,892,000 for the year.

During the year ended 30 June 2026, based on the impairment assessment conducted by the management of the Company, there has no impairment indicator for the remaining property, plant and equipment and thus, no impairment loss was recognised for the year.

14. INVENTORIES

	2026 <i>RMB'000</i>	2025 <i>RMB'000</i>
Finished goods – purchased merchandise	60,193	71,970
Less: Impairments	—	—
	<u>60,193</u>	<u>71,970</u>

15. TRADE RECEIVABLES

	2026 <i>RMB'000</i>	2025 <i>RMB'000</i>
Trade receivables from contract with customers	362,004	228,257
Less: Impairments	(1,717)	(104)
	<u>360,287</u>	<u>228,153</u>

As at 1 January 2024, trade receivable from contracts with customers amounted to RMB92,300,000.

The Group's trading term with customers are mainly on credit. The credit terms are generally 30 to 90 days.

An ageing analysis, based on the date of invoice, which approximates the respective revenue recognition dates (before impairment), as of the end of each reporting period is as follows:

	2026 <i>RMB'000</i>	2025 <i>RMB'000</i>
Within 1 month	155,833	109,028
1 to 2 months	53,047	56,963
2 to 3 months	53,250	41,784
3 to 6 months	99,874	20,482
	<u>362,004</u>	<u>228,257</u>

Movements on the Group's provision for impairment on trade receivables are as follows:

	Year ended 30 June 2026 <i>RMB'000</i>	Eighteen months ended 30 June 2025 <i>RMB'000</i>
At beginning of the year/period	104	–
Impairment losses recognised	<u>1,613</u>	<u>104</u>
At end of the year/period	<u><u>1,717</u></u>	<u><u>104</u></u>

16. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

	2026 <i>RMB'000</i>	2025 <i>RMB'000</i>
Trade payables	<u><u>97,216</u></u>	<u><u>46,722</u></u>
Other payables and accruals		
– Amount due to shareholder	–	3,092
– Other tax payables	5,435	4,026
– Accrued salaries	1,512	285
– Accrued expenses	<u>1,496</u>	<u>1,468</u>
	<u><u>8,443</u></u>	<u><u>8,871</u></u>

An ageing analysis of trade payables as at the respective reporting dates, based on the invoice dates, is as follows:

	2026 <i>RMB'000</i>	2025 <i>RMB'000</i>
0 – 60 days	97,216	46,722
61 – 90 days	<u>–</u>	<u>–</u>
	<u><u>97,216</u></u>	<u><u>46,722</u></u>

The Group's trade payables are non-interest bearing and generally have payment terms of up to 30 days.

17. SHARE CAPITAL

	Number	Amount US\$'000	Amount RMB'000
Ordinary shares			
Authorised			
As at 1 January 2024, 30 June 2025 and 1 July 2025 (ordinary share of USD0.01 each)	8,000,000,000	80,000	1,272
Share Consolidation (<i>Note (b)(i) below</i>)	<u>(7,600,000,000)</u>	<u>N/A</u>	<u>N/A</u>
As at 30 June 2026 (ordinary share of USD0.20 each)	<u>400,000,000</u>	<u>80,000</u>	<u>1,272</u>
Issued and fully/partially paid			
As at 1 January 2024 (ordinary shares of USD0.01 each)	800,000,000	8,000	55,580
2025 First Placing of shares (<i>Note (a) below</i>)	160,000,000	1,600	11,364
2025 Second Placing of shares (<i>Note (a) below</i>)	<u>160,000,000</u>	<u>1,600</u>	<u>11,454</u>
As at 30 June 2025 and 1 July 2025 (ordinary shares of USD0.01 each)	1,120,000,000	11,200	78,398
Share Consolidation (<i>Note (b)(i) below</i>)	<u>(1,064,000,000)</u>	<u>N/A</u>	<u>N/A</u>
2026 Placing of shares [#] (<i>Note (b)(ii) below</i>)	<u>11,200,000</u>	<u>1,149</u>	<u>8,652</u>
As at 30 June 2026 (ordinary share of USD0.20 each)	<u>67,200,000</u>	<u>12,349</u>	<u>87,050</u>

[#] As described below, pursuant to the announcements of the Company dated 30 December 2025, the Company announced the 2026 Placing of up to 11,200,000 2026 Placing Shares at the 2026 Placing Price of HK\$0.8 per 2026 Placing Share (equivalent to USD 0.1026 per 2026 Placing Share). However, with the consultation of the Company's legal adviser, the 2026 Placing involves, or would involve, the issuance of 2026 Placing Shares at a discount to par value of USD 0.2 per share that is not in accordance with the statutory procedure under Section 35 of the Companies Act of the Cayman Islands and the Article 11(a) of the Articles of the Company.

The movements of the authorised and issued share capital of the Company: (i) during the eighteen months ended 30 June 2025 and (ii) during the year ended 30 June 2026 are as following:

(a) **For the eighteen months ended 30 June 2025**

2025 First Placing and 2025 Second Placing

Pursuant to the Company's announcements on 14 May 2024 and 18 November 2024, the Company entered into agreements with certain placing agents to place 160,000,000 placing shares (the "**2025 First Placing**") and 160,000,000 placing shares (the "**2025 Second Placing**") to certain placees, respectively. The net proceeds from the 2025 First Placing and 2025 Second Placing with an aggregated amount of approximately HK\$25.3 million was applied for general working capital of the Group.

Pursuant to the Company's announcements dated 5 June 2024 and 6 January 2025, the completion of the 2025 First Placing and 2025 Second Placing took place on 5 June 2024 and 6 January 2025, respectively.

Further details of the above are set out in the respective announcements of the Company.

(b) **During the year ended 30 June 2026**

(i) ***Share Consolidation***

Pursuant to the Company's announcement dated 31 October 2025 and the Company's circular dated 10 November 2025, the Board proposed to implement the share consolidation on the basis that every twenty (20) issued and unissued existing shares of US\$0.01 each be consolidated into one (1) consolidated share of US\$0.2 each (the "**Share Consolidation**"). As at the date of this announcement, 1,120,000,000 existing shares of US\$0.01 each had been allotted and issued and the Company had no treasury shares. Upon the Share Consolidation becoming effective and assuming that no further Existing Shares are issued or bought back and cancelled from the date of this announcement until the effective date of the Share Consolidation, not more than 56,000,000 consolidated shares will be in issue.

The Share Consolidation was approved by shareholders of the Company at the annual general meeting of the Company held on 22 December 2025. As such, the Share Consolidation has become effective on 29 December 2025.

(ii) ***2026 Placing of shares***

Pursuant to the Company's announcement on 30 December 2025, on the same date, the Company entered into an agreement (the "**2026 Placing Agreement**") with a placing agent (the "**2026 Placing Agent**"), pursuant to which the Company appointed the 2026 Placing Agent as its agent to procure not less than six Placees (the "**2026 Placing Placees**") to subscribe up to 11,200,000 Placing Shares (the "**2026 Placing Shares**") at a price of HK\$0.8 per Placing Share (the "**2026 Placing Price**") (equivalent to USD0.1026 per 2026 Placing Share) (the "**2026 Placing**").

The 2026 Placing Shares were allotted and issued under the general mandate granted to the directors of the Company by resolution of the shareholders passed at the annual general meeting held on 22 December 2025.

Pursuant to the Company's announcement dated 22 January 2026, all the conditions set out in the 2026 Placing Agreement have been fulfilled and completion of the 2026 Placing took place on 22 January 2026.

The gross proceeds from the 2026 Placing are HK\$8.7 million which is applied for the Group's general working capital for the coming 12 months.

Further details of the above are set out in the Company's announcements dated 30 December 2025 and 22 January 2026.

The above share which were issued during the eighteen months ended 30 June 2025 and the year ended 30 June 2026 rank pari passu in all respects with each other in the share capital of the Company.

18. DISPOSAL OF THE SUBSIDIARIES

(a) For the year ended 30 June 2026

On 8 May 2026, the Group disposed of its subsidiaries, Zhengwei International Limited (“**Zhengwei International**”) and its subsidiaries, Zhengwei Group Limited and Jiangxi Leweijia Food Co., Limited (collectively “**Zhengwei International Group**”) which are mainly engaged in the sourcing, processing and trading of snacks, manufacturing of bakery products and performing research and development.

The net assets of Zhengwei International Group at the date of disposal were as follows:

RMB'000

Consideration received:

– Cash consideration	1,801
	<u>1,801</u>

Analysis of assets and liabilities over which control was lost:

Property, plant and equipment	1,664
Deferred tax assets	1,097
Cash and cash equivalents	<u>177</u>
Net assets disposed of	<u>2,938</u>

Loss on disposal of Zhengwei International Group

Settlement amounts received and receivables	1,801
Net assets disposed of	<u>(2,938)</u>
	<u>(1,137)</u>

Net cash inflow arising on disposal:

Cash consideration	1,801
Less: Cash and cash equivalents disposed of	<u>(177)</u>
Net cash inflows	<u>1,624</u>

(b) **For the eighteen months ended 30 June 2025**

Pursuant to the announcement of the Company dated 2 June 2025, the Company announced that on 8 October 2024, 屏南縣安旺貿易有限公司 (Pingnan County Anwang Trading Co., Ltd., “Pingnan County Anwang Trading”, a food supplier of the Group) and 福建佳之味食品有限公司 (Fujian Jiazhiwei Food Co., Ltd., “Fujian Jiazhiwei Food”, an indirectly wholly-owned subsidiary of the Company), entered into a sale and purchase contract (the “**Contract**”), pursuant to which, Pingnan County Anwang Trading agreed to sell, and Fujian Jiazhiwei Food agreed to purchase, food supplies at a total sum of RMB38,190,000 (the “**Goods Payment Sum**”). Pingnan County Anwang Trading alleged that whilst it had discharged its obligations under the Contract, Fujian Jiazhiwei Food had failed to perform its obligations, primarily the payment of the food supplies procured from Pingnan County Anwang Trading (the “**Non-Performance**”).

On 6 February 2025, in view of the Non-Performance of the Contract by Fujian Jiazhiwei Food, the Company agreed to pledge 100% equity interest (the “**Share Pledge**”) held by it in 江西正味食品有限公司 (Jiangxi Zhengwei Food Co., Limited, “Jiangxi Zhengwei Food”, an indirectly wholly-owned subsidiary of the Company, together with Fujian Jiazhiwei Food and the Company, collectively referred to as the “**Defendants**”) to Pingnan County Anwang Trading. However, as Pingnan County Anwang Trading alleged that the Goods Payment Sum remained unpaid and the Share Pledge was not registered at the time of claim, Pingnan County Anwang Trading lodged a claim against the Defendants on 3 April 2025 (the “**Legal Proceedings**”).

On 7 May 2025, Pingnan County Anwang Trading and the Defendants have entered into a civil mediation agreement (the “**Civil Mediation Agreement**”) to reach settlement in respect of the Legal Proceedings through mediation conducted by 福建省福州市鼓樓區人民法院 (“**Fujian Province Fuzhou Gulou People’s Court**”, the “**Court**”). Pursuant to the Civil Mediation Agreement issued by the Court, it is agreed that (i) the Legal Proceedings shall be settled; (ii) Fujian Jiazhiwei Food shall pay the Goods Payment Sum to Pingnan County Anwang Trading in three instalments: out of which RMB10,000,000 shall be paid by 9 May 2025; RMB15,000,000 shall be paid by 9 June 2025; and RMB13,190,000 shall be paid by 9 July 2025 (collectively referred to as the “**Repayment Obligation**”); (iii) the Company, together with Jiangxi Zhengwei Food shall be jointly and severally liable for the Repayment Obligation on the part of Fujian Jiazhiwei Food; and (iv) if Fujian Jiazhiwei Food fails to discharge its Repayment Obligation and the Company and Jiangxi Zhengwei Food fail to repay on behalf of Fujian Jiazhiwei Food, Fujian Jiazhiwei Food is subject to a default interest on the Goods Payment Sum and Pingnan County Anwang Trading is entitled to deal with the assets of the Defendants, including to dispose of the 100% equity interest of Jiangxi Zhengwei Food by way of auction. However, up to 2 June 2025, as the Defendants failed to comply with the abovementioned Civil Mediation Agreement, inter alia, failure to discharge the Repayment Obligation due to the delay in fund transfer, thereby failing to meet the prescribed timeline of the Repayment Obligation as stated in the Civil Mediation Agreement, Pingnan County Anwang Trading has filed an application to deal with or otherwise to sell of the 100% equity interest of Jiangxi Zhengwei Food by way of auction.

Jiangxi Zhengwei Food and its subsidiaries (collectively referred to as the “**Disposal Group**”) is principally engaged in investment holding, processing and trading of snacks and performing research developing in the PRC.

Pursuant to the 執行調解書 (“**Execution of Mediation Agreement**”) entered into between Pingnan County Anwang Trading, Fujian Jiazhiwei Food, the Company and Jiangxi Zhengwei Food dated 28 May 2025, the Company agreed to dispose (the “**Disposal**”) of its entire equity interest in Jiangxi Zhengwei Food to an independent third party, 屏南鼎行天下科技有限公司 (“Pingnan County Xuxing Tianxia Technology Co., Ltd., the “**Disposal Group Purchaser**”) and the considerations include: (i) settlement the balance of Repayment Obligation of RMB36,140,000; (ii) cash consideration of RMB5,860,000; and (iii) the right to use of the factory premises and the land use right owned by Jiangxi Zhengwei Food for a term of two years without any charges (collectively referred to as the “**Settlement Amounts**”).

Upon the completion on the Disposal of Jiangxi Zhengwei Food to the Disposal Group Purchaser on 13 June 2025 (the “**Date of Disposal**”), the Group had loss of control of the Disposal Group and the assets and liabilities of that the Disposal Group are derecognised accordingly. A gain of approximately RMB2,451,000 is recognised which was credited to profit or loss of the Group for the eighteen months ended 30 June 2025 and is calculated as the difference between (i) the aggregate of the fair value of the Settlement Amounts and (ii) the carrying amount of the assets, and liabilities of the Disposal Group attributable to the owners of the Company at the Date of Disposal. The Company then surrendered all the books and records of the Disposal Group, including but not limited to the management accounts, ledgers and sub-ledgers accounts, vouchers, bank statements, agreements and other documentations to the Disposal Group Purchaser and the financial statements of the Disposal Group were then derecognised from the consolidated financial statements of the Company with effective from the Date of Disposal. When the Company preparing the consolidated financial statements of the Company for the eighteen months ended 30 June 2025, in view of the non-cooperation of the Disposal Group Purchaser, the management of the Company was unable to access sufficient books and records of the deconsolidated Disposal Group and the books and records which are available and were retained by the Company were not found to be of a sufficient level for the purposes of audit and thus, the management of the Company consider that they were unable to have sufficient appropriate books and record to ascertain whether the assets and liabilities of the Disposal Group as at 1 January 2024 and the Date of Disposal and the income and expenses of the Disposal Group during the period from 1 January 2024 up to the Date of the Disposal of the Disposal Group as set out below are fairly stated and properly reflected, despite the fact that the directors of the Company have taken all reasonable steps and have used their best endeavours to resolve the matter.

Financial information of the Disposal Group

Set out below is the financial information relating to the assets and liabilities of the Disposal Group as at the Date of Disposal and the income and expenses of the Disposal Group during the period from 1 January 2024 up to the Date of Disposal as included in the consolidated financial statements of the Group, which is based on the best information available and retained books and records of the Company:

(a) Gain on Disposal of the Disposal Group

An analysis of the gain on Disposal of the Disposal Group and the net assets of the Disposal Group at the Date of Disposal is as following:

RMB'000

Settlement Amounts comprise:

– Settlement of Repayment Obligation (included in the trade payables)	36,140
– Cash consideration	5,860
– Right-of-use of factory premises (Note below)	3,279

45,279

Analysis of assets and liabilities over which control was lost:

Property, plant and equipment	51,069
Right-of-use assets	5,837
Goodwill	269
Financial asset at fair value through other comprehensive income	1,354
Deferred tax assets	474
Right of return assets	156
Income tax payable	172
Prepayments, deposits and other receivables	9,915
Cash and cash equivalents	1,369
Other payables and accruals	(26,877)
Lease liabilities	(84)

Net assets disposed of 43,654

Gain on Disposal of the Disposal Group

Settlement Amounts received and receivables	45,279
Net assets disposed of	(43,654)
Reclassification of property valuation reserve upon Disposal of the Disposal Group	826

Gain on Disposal of the Disposal Group 2,451

An analysis on net inflows of bank balances and cash in respect of the Disposal
of the Disposal Group is as follows:

Cash consideration	5,860
Less: Bank balances and cash disposed of	(1,369)

Net cash inflows 4,491

Note: The amount represents the fair value of the right-of-use of the factory premises and the land use right owned by Jiangxi Zhengwei Food for a term of two years without any charges which was based on a valuation conducted by an independent professional qualified valuer.

(b) Unaudited income and expenses of the Disposal Group

An analysis of the income and expenses of the Disposal Group during the period from 1 January 2024 up to Date of Disposal of the Disposal Group is as following:

	Period from 1 January 2024 to the Date of Disposal RMB'000
Revenue	12,531
Cost of sales and service	<u>(100,744)</u>
Gross loss	(88,213)
Other income, gains and losses, net	(2,969)
Selling and distribution expenses	(1,965)
Administrative and operating expenses	(22,231)
Finance costs	<u>(81)</u>
Loss before taxation	(115,459)
Income tax expenses	<u>(20,668)</u>
Loss for the period	<u><u>(136,127)</u></u>

EXTRACT OF THE INDEPENDENT AUDITOR’S REPORT ON THE COMPANY’S CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2026

ZSZH (HK) Fuson CPA Limited, the independent auditor of the Company, expressed a qualified opinion on the Group’s consolidated financial statements for the year ended 30 June 2026. The sections headed “Qualified Opinion” and “Basis for Qualified Opinion” set out below are extracted from the independent auditor’s report:

QUALIFIED OPINION

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2026, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR QUALIFIED OPINION

Corresponding figures

As detailed in our auditor’s report dated 30 September 2025, we expressed a qualified opinion on the consolidated financial statements of Group as at and for the eighteen months ended 30 June 2025 due to the scope limitations regarding insufficient accounting records relating to the disposal (the “**Disposal**”) of 江西正味食品有限公司 (Jiangxi Zhengwei Food Co., Limited, a former indirectly wholly-owned subsidiary of the Company) and its subsidiaries (collectively referred to as the “**Disposal Group**”) during the eighteen months ended 30 June 2025.

As described in Note 33(b) to the consolidated financial statements, upon the completion on the Disposal of the Disposal Group to the Disposal Group purchaser (the “**Disposal Group Purchaser**”) on the date of Disposal (the “**Date of Disposal**”), the Group had loss of control of the Disposal Group and the assets and liabilities of that Disposal Group were derecognised accordingly. A gain of approximately RMB2,451,000 on Disposal of the Disposal Group was recognised which was credited to the profit or loss for the eighteen months ended 30 June 2025. The Company then surrendered all the books and records of the Disposal Group, including but not limited to the management accounts, ledgers and sub-ledgers accounts, vouchers, bank statements, respective agreements and supporting documentations to the Disposal Group Purchaser and the financial statements of the Disposal Group were then derecognised from the consolidated financial statements of the Company with effective from the Date of Disposal.

When the management preparing the consolidated financial statements of the Company for the eighteen months ended 30 June 2025, in view of the non-cooperation of the Disposal Group Purchaser, the management of the Company was unable to access sufficient books and records of the deconsolidated Disposal Group and the books and records which were available and were retained by the Company were not found to be of a sufficient level for the purposes of audit and thus, the management of the Company consider that they were unable to have sufficient appropriate books and records to ascertain whether the assets and liabilities of the Disposal Group as at the Date of Disposal and the income and expenses of the Disposal Group during the period from 1 January 2024 up to the Date on Disposal of the Disposal Group as set out in Note 33(b) to the consolidated financial statements were fairly stated and properly reflected, despite the fact that the directors of the Company have taken all reasonable steps and have used their best endeavours to resolve the matter.

Because of the above limitations, we were unable to carry out sufficient appropriate audit evidence and there were no alternative audit procedures to satisfy ourselves as to whether the assets and liabilities of the Disposal Group as at the Date of Disposal and the income and expenses of the Disposal Group during the period from 1 January 2024 up to the Date on Disposal of the Disposal Group were fairly stated and properly reflected, and the segment information and other related disclosure notes thereof, and also the gain on the Disposal of the Disposal Group was properly credited to the profit or loss for the eighteen months ended 30 June 2025 have been accurately recorded and properly accounted for which were included in the consolidated financial statements of the Company for the eighteen months ended 30 June 2025. Any adjustments to the figures as described above might have a consequential effect on the Group's consolidated financial performance and its consolidated cash flows for the eighteen months ended 30 June 2025 and the related disclosures thereof in the consolidated financial statements.

Although the scope of limitation no longer have any effects on the current year's figures in the consolidated financial statements of the Company for the year ended 30 June 2026, our opinion on the consolidated financial statements as at 30 June 2026 and for the year then ended is modified because of the possible effect of this matter on the comparability of the current year's figures and the corresponding figures.

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the “**Code**”), as applicable to audit of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

VIEWS OF THE BOARD AND THE AUDIT COMMITTEE ON THE QUALIFIED OPINION

The Board and the audit committee of the Company (the “**Audit Committee**”) noted that the consolidated financial statements of the Company for the year ended 30 June 2026 were subject to the qualified opinion (the “**Qualified Opinion**”) of the auditors, on the basis as set out in the section headed “Basis for Qualified Opinion” in the independent auditor’s report.

The Board and the Audit Committee did not express different views from that of the auditors. The audit committee meeting (the “**AC Meeting**”) was held on 30 September 2026, among others, to consider and approve the consolidated financial statements of the Company and the independent auditor’s report for the year ended 30 June 2026. During the AC Meeting, the auditors have reported their audit work performed for the independent auditor’s report of the Company for the year ended 30 June 2026.

The Audit Committee obtained the understanding with the auditors that the audit opinion for the year ended 30 June 2026 is qualified only to the extent of the possible effect of the matter described in the “Basis for Qualified Opinion” section in the independent auditor’s report. Other than the possible effects on the aforesaid matters, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2026, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the HKICPA and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

The Board and the Audit Committee are of the view that the Qualified Opinion for the year ended 30 June 2026 is a consequential effect of the qualified opinion relating to the audit of the Group’s consolidated financial statements for the eighteen months ended 30 June 2025 on the comparability of the current year’s figures and the corresponding figures for the prior period ended 30 June 2025. The Audit Committee also critically reviewed the matters after discussion with the auditors and the Board, and confirmed that it agreed with the Board position and basis of the Qualified Opinion.

After discussion with the auditors, the Qualified Opinion is expected to be completely removed in the consolidated financial statements of the Group for the year ending 30 June 2027.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Trading business

The Group principally engaged in sourcing, processing and trading of food products in the PRC.

The Group sold a variety of packaged dried food products and frozen poultry products, such as fungi, dried aquatic products, lotus and chicken feet, etc. in the PRC. The Group generally (i) sourced materials from its suppliers; (ii) packed products at its own production facilities; and (iii) sold the products to customers including retailers such as supermarkets and grocery stores, corporate customers and other individual customers in the PRC. The Group also purchases dried candied fruit, nuts and other products in bulk from suppliers and sell to retailers and corporate customers without further processing in the PRC.

Sales channels and customer base

Having over 20 years of history and experience in dried food business and the continuous commitment and effort in maintaining high quality product and emphasis on food safety, the Group has established a solid customer base, including retailers such as supermarkets and grocery stores, corporate customers and other individual customers. Some of the Group's products sold in supermarkets, with the Company's long-standing brand benefits, drive end consumers' interests and needs, and enhance the Company's sales in other markets. During FY2026, the Group's products were mainly sold and delivered to customers located in Jiangxi Province, Fujian Province, Zhejiang Province and Sichuan Province in the PRC.

Production facilities

As at the date of this announcement, the Group has one production facility in Nanchang, Jiangxi Province, the PRC. Nanchang plant is specialised in the processing and packaging of dried food products.

PROSPECT

As consumers are constantly evolving with their tastes and preferences, the Group will continuously develop and introduce new snack products to keep up with consumer trends. The Group will conduct internal research on popularity of different snacks products and obtain feedback from its retailer customers on acceptance of new flavours and purchase pattern of end consumers in the market. With the long-term and established relationship with the Group's retailer customers, the Directors consider that the Group already has stable sales channels to sell and market new snack products readily.

In the future, the Group will continue to enhance marketing efforts and expand sales channels to maximise the exposure of its own brands and the accessibility of products to end consumers across the PRC in order to maximise returns for shareholders. In particular, the Group intends to (i) expand sales network and concessionary counter network in supermarkets in Southeast China, in particular, in Fujian Province, the PRC; (ii) strengthen marketing and promotional efforts in cooperation with supermarket chain customers; and (iii) expand marketing efforts by advertising snacks products through traditional media such as television and commercial broadcasts, at high-traffic locations and social media such as WeChat.

FINANCIAL REVIEW

Revenue

During FY2026, the revenue of the Group mainly represents the sales from trading of dried delicacies, dried aquatic products and poultry and meat products. For FY2026, the Group recorded total revenue of approximately RMB745.8 million, as compared with approximately RMB938.1 million for the Previous Period.

Cost of sales

The cost of sales of the Group mainly comprised of (i) direct materials costs; (ii) direct labour costs; and (iii) others.

For FY2026, the Group's cost of sales was approximately RMB702.3 million, as compared with approximately RMB950.3 million for the Previous Period. The above decrease was mainly due to the absence of the one off write-off of inventories for the Previous Period in FY2026.

Gross profit (loss)

For FY2026, the Group record gross profit of approximately RMB43.6 million, as compared to a gross loss of approximately RMB12.2 million for the Previous Period. It was mainly due to the absence of the one off write-off of inventories for the Previous Period in FY2026.

Other income

Other income comprised interest income from bank deposits.

Other income of the Group decreased from approximately RMB4.2 million for the Previous Period to RMB51,000 for FY2026, which was mainly attributable to the absence of unconditional government grants of approximately RMB3.5 million during FY2026.

Other gain and losses, net

Other gains and losses, net of the Group increase from a loss RMB4.9 million for the Previous Period to a loss of approximately RMB21.1 million for FY2026. Such increase was primarily due to the increase in loss on disposal of property, plant and equipment of approximately RMB6.5 million for the Previous Period to a loss of approximately RMB19.9 million for FY2026.

Distribution and selling expenses

Distribution and selling expenses of the Group increased from approximately RMB13.2 million for the Previous Period to approximately RMB63.0 million for FY2026, which was mainly due to the significant increase in advertising expenses of approximately RMB40 million as the Group expanded its poultry and meat products trading business and would like to have more exposure.

Administrative expenses

Administrative expenses of the Group mainly comprised of staff cost, legal and professional expenses, depreciation and amortization, other taxes, entertainment and transportation expenses, office expenses and others. The administrative expenses of the Group decreased from approximately RMB39.8 million for the Previous Period to approximately RMB22.5 million for FY2026, which was mainly attributable to the decrease in depreciation charge due to the disposal of all bakery processing machines and the decrease in staff costs due to the absence of one-off compensation derived from layoff of production staff for the Previous Period in FY2026.

Finance costs

Finance costs of the Group mainly represented interest expenses on bank borrowings. Finance costs increased from approximately RMB81,000 for the Previous Period to approximately RMB4.8 million for FY2026. Such increase was increase in interest expenses on bank borrowings as a result of the increase in amount of bank borrowings for FY2026.

Loss for FY2026

As a result of the foregoing, the Group's loss for FY2026 was approximately RMB68.7 million, as compared to a loss of approximately RMB108.8 million for the Previous Period.

Net current assets

The net current assets of the Group remained relatively stable at approximately RMB282.0 million as at 30 June 2026 as compared with approximately RMB310.3 million as at 30 June 2025.

Liquidity and capital resources

To manage liquidity risk, the Board closely monitors the Group's liquidity position and its compliance with lending covenants in order to maintain sufficient reserves of cash and adequate committed lines of funding from major banks to meet its liquidity requirements in the short and long term.

	FY2026	The Previous
	RMB'000	Period
		RMB'000
Net cash used in operating activities	(251,887)	(157,197)
Net cash generated from investing activities	6,500	5,681
Net cash generated from financing activities	203,811	6,974
Net decrease in cash and cash equivalents	(41,576)	(144,542)

As at 30 June 2026, the Group's cash and cash equivalents amounted to approximately RMB13.1 million, representing a decrease of approximately 76.1% from approximately RMB54.6 million as at 30 June 2025.

Gearing ratio

The gearing ratio increased from nil for the Previous Period to approximately 40.6% for FY2026. Such increase was mainly attributable to the increase in the Group's total borrowings of RMB200 million as at 30 June 2026.

Significant investment held

The Group had no significant investment held for FY2026.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

On 8 May 2026, the Group disposed of its subsidiaries, Zhengwei International Limited (“**Zhengwei International**”) and its subsidiaries, Zhengwei Group Limited and Jiangxi Lewejia Food Co., Limited (collectively “**Zhengwei International Group**”) which are mainly engaged in the sourcing, processing and trading of snacks, manufacturing of bakery products and performing research and development at a consideration of RMB1,801,000. The details of which are set out in note 18 to the consolidated financial statement.

Saved as disclosed above, the Group had no material acquisition or disposal of subsidiaries, associates and joint ventures during FY2026.

Contingent liabilities

As at 30 June 2026, the Group had no contingent liabilities.

Foreign exchange risks

The Group currently does not have a foreign currency hedging policy. However, management of the Group monitors foreign exchange exposure and will consider appropriate hedging measures in the future should the need arise.

SHARE CONSOLIDATION

On 31 October 2025, the Board proposed to implement a share consolidation on the basis that every twenty (20) issued and unissued shares of US\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of US\$0.2 each (the **“Share Consolidation”**).

Pursuant to an ordinary resolution passed on 22 December 2025, the Share Consolidation was approved by the Shareholders and became effective on 29 December 2025. As a result, the total number of issued shares of the Company was adjusted from 1,120,000,000 to 56,000,000.

For further details, please refer to (i) the announcements of the Company dated 31 October 2025, 1 December 2025 and 22 December 2025; and (ii) the circular of the Company dated 10 November 2025.

SHARE PLACEMENT

On 30 December 2025, the Company entered into a placing agreement (the **“Placing Agreement”**) with CNI Securities Group Limited (the **“Placing Agent”**) pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best-effort basis, up to an aggregate of 11,200,000 new shares of the Company at the price of HK\$0.8 per placing share (the **“Placing”**) to raise up to approximately HK\$8.71 million (after deduction of the placing commission payable to the Placing Agent and other expenses incurred in the Placing), representing approximately 16.67% of the then issued share capital of the Company as enlarged by the allotment and issue of all the placing shares. The Placing was placed to not less than six independent placees at the placing price of HK\$0.8 per placing share on 22 January 2026.

The net proceeds (deduction of the placing commission payable to the Placing Agent and other expenses incurred in the Placing) raised from the Placing amounted to approximately HK\$8.71 million were intended to pay advertising fees and staff salaries. As at the date of this announcement, the Company has fully utilised the Placing proceeds as intended.

For further details, please refer to the announcements of the Company dated 30 December 2025 and 22 January 2026.

EMPLOYEES AND REMUNERATION

As at 30 June 2026, the Group had a total of 113 employees, compared to 32 employees as at 30 June 2025. The increase in the number of employees was due to the increase in sales staff to promote frozen poultry products and administration staff to handle back office and warehouse works due to the increase in trading volume. The Group's remuneration policies were determined with reference to the performance, qualification and experience of individual employee, as well as the results of the Group and the latest market condition. The Group contributed to the PRC social security funds including, pension insurance, medical insurance, unemployment insurance, occupational injury insurance, insurance for maternity leave and housing provident fund contributions as required under the applicable PRC laws and regulations for its employees.

EVENTS AFTER REPORTING PERIOD

On 3 August 2026, the Board proposed to (i) increase the authorised share capital of the Company from USD80,000,000 divided into 400,000,000 Shares of USD0.2 each to USD160,000,000 divided into 800,000,000 Shares of USD0.2 each by creating an additional 400,000,000 unissued Shares of USD0.2 each ("**Increase in Authorised Share Capital**"); and (ii) raise proceeds of up to approximately HK\$161.28 million by issuing up to 403,200,000 rights shares (the "**Right Share(s)**") by way of rights issue at the subscription price of HK\$0.40 per Rights Share on the basis of six (6) Rights Shares for every one (1) Share held by the qualifying Shareholders (the "**Rights Issue**").

The Company also entered into a placing agreement with CNI Securities Group Limited (the "**Placing Agent**"), pursuant to which the Placing Agent has conditionally agreed to procure placees, on a best effort basis, to subscribe for the unsubscribed Rights Shares and unsold Rights Shares as part of the compensatory arrangements ("**Placing**").

An extraordinary general meeting was held by the Company on 7 September 2026, and the above proposed events were approved by the shareholders of the Company (the "**Shareholders**"). The Rights Issue and the Placing are expected to be completed on 4 November 2026. Details of the Increase in Authorised Share Capital, the Rights Issue and the Placing are disclosed in the Company's announcements dated 3 August 2026, 25 August 2026 and 7 September 2026, the Company's circular dated 21 August 2026 and the Company's prospectus dated 18 September 2026.

Saved as disclosed above, there are no material subsequent events after the end of FY2026 and up to the date of this announcement.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have future plans for material investments or capital assets as at 30 June 2026.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor its subsidiary purchased, redeemed or sold any of the Company's listed securities (including treasury shares (as defined in the Listing Rules, if any)) during FY2026.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high corporate governance standards. The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of Shareholders and to enhance corporate value and accountability.

The Company's corporate governance practices are based on principles and code provisions as set out in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules (the "**CG Code**"). During FY2026, save for the deviation from code provision C.2.1 of the CG Code as disclosed in the paragraph headed "Chairman and Chief Executive Officer" below, the Board considers that the Company has complied with all the applicable code provisions as set out in the CG Code.

Chairman and Chief Executive Officer

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be segregated and should not be performed by the same individual. Mr. Yang is the chairman of the Board and the chief executive officer of the Company. Considering that Mr. Yang has been operating and managing the Group since its foundation, the Board believes that it is in the best interest of the Group to have Mr. Yang taking up both roles for effective management and business development. Therefore, the Board considers that the deviation from code provision C.2.1 of the CG Code is appropriate in such circumstance. The Board will continue to review and consider splitting the roles of chairman and chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has also adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix C3 to the Listing Rules as its code of conduct regarding securities transactions by the Directors. Having made specific enquiries to all Directors of the Company, all Directors confirmed that they have complied with the required standards set out in the Model Code during FY2026.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for FY2026 (the Previous Period: nil). There is no arrangement that a Shareholder has waived or agreed to waive any dividend.

AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference. The Audit Committee currently comprises three independent non-executive Directors, Mr. Yu Chi Kit, Mr. Ye Sangzhi and Ms. Zhu Junbin. Mr. Yu Chi Kit is the chairman of the Audit Committee. The primary duties of the Audit Committee include but not limited to supervising the Group’s internal control, risk management, financial information disclosure and financial reporting matters. Their composition and written terms of reference are in line with the CG Code.

The Group’s audited annual results for FY2026 have been reviewed by the Audit Committee. The Audit Committee considered that the preparation of the relevant financial statements complied with the applicable accounting standards and requirements and that adequate disclosure has been made. There is no disagreement between the Board and the Audit Committee regarding the accounting treatment adopted by the Company. The Audit Committee has also reviewed the accounting principles and practices adopted by the Company, and selection and appointment of the external auditors.

SCOPE OF WORK OF THE COMPANY'S AUDITOR

The figures in respect of the Group's consolidated statement of financial position as at 30 June 2026, consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2026 and the related notes thereto as set out in this announcement have been agreed by the Company's auditor to the amounts set out in the Group's consolidated financial statements for the year. The work performed by the Company's auditor, ZSZH (HK) Fuson CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards in 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 ZSZH (HK) Fuson CPA Limited on this announcement.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors as at the date of this announcement, the Company has maintained a sufficient public float as required by the Listing Rules as at the date of this announcement.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This annual results announcement is published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.zhengwei100.com). The annual report for the Reporting Period containing all the information required by Appendix D2 to the Listing Rules will be available on the same websites in due course.

APPRECIATION

The Group would like to express its sincere gratitude to its loyal shareholders, partners and customers for their continuous support and to its staff for their dedication.

By order of the Board
Zhengwei Group Holdings Company Limited
Mr. Yang Shengyao
Chairman

Hong Kong, 30 September 2026

As at the date of this announcement, the executive Directors are Mr. Yang Shengyao and Mr. Wan Ming; and the independent non-executive Directors are Mr. Ye Sangzhi, Mr. Yu Chi Kit and Ms. Zhu Junbin.