

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**CENTRAL DEVELOPMENT HOLDINGS LIMITED**

**中發展控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 475)**

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

The board (the “**Board**”) of directors (the “**Directors**”) of Central Development Holdings Limited (the “**Company**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 March 2026 together with the comparative audited figures for the year ended 31 March 2025 as follows:

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME**

*FOR THE YEAR ENDED 31 MARCH 2026*

	<i>NOTES</i>	<b>2026</b> <i>HK\$'000</i>	<b>2025</b> <i>HK\$'000</i>
Revenue	4	<b>104,850</b>	228,105
Cost of sales	10	<b>(97,205)</b>	(216,823)
Gross profit		<b>7,645</b>	11,282
Other income	6	<b>2,597</b>	5,153
Other gains and losses, net	7	<b>2,843</b>	6,321
Impairment losses reversed (recognised) under expected credit loss model		<b>164</b>	(477)
Selling and distribution costs		<b>(2,155)</b>	(2,592)
Administrative expenses		<b>(19,156)</b>	(21,381)
Finance costs	8	<b>(16,474)</b>	(16,751)
Share of results of an associate		<b>(485)</b>	(694)
Loss before taxation		<b>(25,021)</b>	(19,139)
Income tax (expense) credit	9	<b>(669)</b>	1,106
Loss for the year	10	<b>(25,690)</b>	(18,033)
<b>Other comprehensive income (expense) for the year</b>			
<i>Item that will not be reclassified to profit or loss:</i>			
Exchange differences arising on translation to presentation currency		<b>3,342</b>	(2,231)
Total comprehensive expense for the year		<b>(22,348)</b>	(20,264)

	<i>NOTE</i>	<b>2026</b> <b>HK\$'000</b>	2025 <i>HK\$'000</i>
Loss for the year attributable to:			
Owners of the Company		<b>(25,902)</b>	(19,170)
Non-controlling interests		<b>212</b>	1,137
		<u><b>(25,690)</b></u>	<u>(18,033)</u>
 Total comprehensive expense for the year attributable to:			
Owners of the Company		<b>(23,963)</b>	(20,748)
Non-controlling interests		<b>1,615</b>	484
		<u><b>(22,348)</b></u>	<u>(20,264)</u>
 Loss per share	<i>11</i>		
Basic (HK cents)		<b>(6.04)</b>	(4.79)
Diluted (HK cents)		<b>(6.04)</b>	(5.44)
		<u><b>(6.04)</b></u>	<u>(5.44)</u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2026

	<i>NOTES</i>	<b>2026</b> <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Non-current assets			
Property, plant and equipment		<b>14,304</b>	14,772
Right-of-use assets		<b>6,938</b>	7,913
Investment properties		<b>76,328</b>	73,573
Intangible assets		<b>44,524</b>	44,249
Interest in an associate		–	49,761
Rental deposits		–	253
		<b>142,094</b>	190,521
Current assets			
Inventories		<b>6,553</b>	4,351
Trade receivables	<i>13</i>	<b>76</b>	4,476
Other receivables, deposits and prepayments		<b>43,457</b>	47,514
Cash and cash equivalents		<b>23,621</b>	16,965
		<b>73,707</b>	73,306
Current liabilities			
Trade payables	<i>14</i>	<b>258</b>	4,421
Other payables, accruals and contract liabilities		<b>35,225</b>	33,760
Bank borrowings		<b>3,000</b>	13,547
Lease liabilities		<b>293</b>	975
Convertible bonds	<i>15</i>	–	45,395
Derivative financial instruments	<i>15</i>	–	2,137
		<b>38,776</b>	100,235
Net current assets (liabilities)		<b>34,931</b>	(26,929)
Total assets less current liabilities		<b>177,025</b>	163,592

	<b>2026</b>	2025
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Non-current liabilities		
Loans from a shareholder and a controlling shareholder	<b>127,132</b>	123,793
Deferred tax liabilities	<b>11,197</b>	10,192
Bank borrowings	<b>15,140</b>	17,284
Lease liabilities	–	446
	<u><b>153,469</b></u>	<u>151,715</u>
Net assets	<u><b>23,556</b></u>	<u>11,877</u>
Capital and reserves		
Share capital	<b>4,996</b>	4,121
Deficit	<u><b>(7,814)</b></u>	<u>(16,380)</u>
Equity attributable to owners of the Company	<b>(2,818)</b>	(12,259)
Non-controlling interests	<u><b>26,374</b></u>	<u>24,136</u>
Total equity	<u><b>23,556</b></u>	<u>11,877</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

## 1. GENERAL INFORMATION

The Company is a public limited liability company incorporated in the Cayman Islands as an exempted company and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its parent and ultimate holding company is Resources Rich Capital Limited, a company incorporated in the British Virgin Islands. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of the principal place of business of the Company is Room 2202, 22/F., Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

The Company is an investment holding company. Its subsidiaries are principally engaged in jewelry and energy businesses in the People’s Republic of China (“**PRC**”) and Hong Kong (“**HK**”). The Company and its subsidiaries are collectively referred to as the “**Group**”.

The functional currency of the Company is Renminbi (“**RMB**”). The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), as the Company’s shares are listed on the Stock Exchange, the directors of the Company consider that it is appropriate to present the consolidated financial statements in HK\$.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

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

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

Amendments to HKAS 21	Lack of Exchangeability
-----------------------	-------------------------

The application of the amendments to a HKFRS Accounting Standard in the current year has had no material impact on the Group’s financial performance and positions 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 <sup>1</sup>
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS Accounting Standards <sup>1</sup>
Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency <sup>2</sup>
HKFRS 18	Presentation and Disclosure in Financial Statements <sup>2</sup>
HKFRS 19 and its amendments	Subsidiaries without Public Accountability: Disclosures <sup>2</sup>

1. Effective for annual periods beginning on or after 1 January 2026.
2. Effective for annual periods beginning on or after 1 January 2027.
3. Effective for annual periods beginning on or after a date to be determined.

Except for the new HKFRS Accounting Standard 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, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. 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 and 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 the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. 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**

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 and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and derivative financial instruments in relation to convertible bonds that are measured at fair value.

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 for the purposes of measuring inventories in HKAS 2 "Inventories" or value in use for the purpose of impairment assessment in HKAS 36 "Impairment of Assets".

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

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

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

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### 4. REVENUE

##### Disaggregation of revenue from contracts with customers

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
<b>Revenue from sales of goods:</b>		
Jewelry products	2,982	6,773
Refined oil	68,180	61,905
Liquefied natural gas (“LNG”)	33,688	159,427
	<hr/>	<hr/>
Total revenue	104,850	228,105
	<hr/>	<hr/>
<b>Timing of revenue recognition:</b>		
A point in time	104,850	228,105
	<hr/> <hr/>	<hr/> <hr/>

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

	<b>For the year ended 31 March 2026</b>		
	<b>Jewelry business <i>HK\$'000</i></b>	<b>Energy business <i>HK\$'000</i></b>	<b>Total <i>HK\$'000</i></b>
Sales of jewelry products	2,982	–	2,982
Sales of refined oil	–	68,180	68,180
Sales of LNG	–	33,688	33,688
	<hr/>	<hr/>	<hr/>
	2,982	101,868	104,850
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
	<b>For the year ended 31 March 2025</b>		
	<b>Jewelry business <i>HK\$'000</i></b>	<b>Energy business <i>HK\$'000</i></b>	<b>Total <i>HK\$'000</i></b>
Sales of jewelry products	6,773	–	6,773
Sales of refined oil	–	61,905	61,905
Sales of LNG	–	159,427	159,427
	<hr/>	<hr/>	<hr/>
	6,773	221,332	228,105
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

## 5. SEGMENT INFORMATION

Information regularly reviewed by the chief operating decision maker (the “CODM”), represented by the executive directors of the Company, for the purpose of allocating resources to segments and assessing their performance focuses on the nature of the Group’s businesses and operations. The Group’s operating and reportable segments are therefore as follows:

- (i) Jewelry business (wholesale of jewelry products); and
- (ii) Energy business including i) sales of solar module intelligent technology products; ii) sales of refined oil; and iii) sales of LNG.

The accounting policies of the operating and reportable segments are the same as the Group’s accounting policies. Segment results represent the profit or loss by each segment without allocation of gain or loss on fair value changes of investment properties and derivative financial instruments, gain on disposal of interest in an associate, unallocated corporate expenses which include central administration costs, directors’ remuneration at the head office, unallocated corporate income which include rental income, interest income and certain sundry income and unallocated finance costs which include certain interest on lease liabilities, interest on convertible bonds, imputed interest and interest on loans from a shareholder and a controlling shareholder. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

### Segment revenue and results

The following is an analysis of the Group’s revenue and results by operating and reportable segment:

#### For the year ended 31 March 2026

	<b>Jewelry business HK\$’000</b>	<b>Energy business HK\$’000</b>	<b>Total HK\$’000</b>
Revenue	<u>2,982</u>	<u>101,868</u>	<u>104,850</u>
Segment loss	(521)	(1,952)	(2,473)
Loss on fair value changes of investment properties			(556)
Gain on fair value changes of derivative financial instruments			1,628
Gain on disposal of interest in an associate			1,718
Unallocated corporate income			293
Unallocated corporate expenses			(9,987)
Unallocated finance costs			<u>(15,644)</u>
Loss before taxation			<u>(25,021)</u>

For the year ended 31 March 2025

	Jewelry business <i>HK\$'000</i>	Energy business <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue	<u>6,773</u>	<u>221,332</u>	<u>228,105</u>
Segment loss	(445)	(3,170)	(3,615)
Loss on fair value changes of investment properties			(8,492)
Gain on fair value changes of derivative financial instruments			14,863
Unallocated corporate income			31
Unallocated corporate expenses			(11,538)
Unallocated finance costs			<u>(10,388)</u>
Loss before taxation			<u>(19,139)</u>

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

#### Segment assets and liabilities

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

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Jewelry business	<b>1,998</b>	4,319
Energy business	<b>113,119</b>	167,330
Total segment assets	<b>115,117</b>	171,649
Cash and cash equivalents	<b>23,621</b>	16,965
Other unallocated assets	<b>77,063</b>	75,213
Consolidated assets	<b>215,801</b>	263,827
Jewelry business	<b>99</b>	3,913
Energy business	<b>47,501</b>	104,344
Total segment liabilities	<b>47,600</b>	108,257
Loans from a shareholder and a controlling shareholder	<b>127,132</b>	123,793
Other unallocated liabilities	<b>17,513</b>	19,900
Consolidated liabilities	<b>192,245</b>	251,950

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than certain property, plant and equipment, certain right-of-use assets, certain other receivables, deposits and prepayments, investment properties and cash and cash equivalents.
- all liabilities are allocated to reportable segments other than certain other payables and accruals, certain lease liabilities, loans from a shareholder and a controlling shareholder, derivative financial liabilities and deferred tax liabilities.

## 6. OTHER INCOME

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Interest income	42	61
Rental income	2,299	5,056
Others	256	36
	<u>2,597</u>	<u>5,153</u>

## 7. OTHER GAINS AND LOSSES, NET

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Loss on fair value changes of investment properties	(556)	(8,492)
Gain on fair value changes of derivative financial instruments ( <i>note 15</i> )	1,628	14,863
Gain on early termination of a lease	14	63
Gain (loss) on disposal of property, plant and equipment	39	(2)
Gain on disposal of interest in an associate	1,718	–
Others	–	(111)
	<u>2,843</u>	<u>6,321</u>

## 8. FINANCE COSTS

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Interest on bank borrowings	820	1,499
Interest on lease liabilities	52	162
Interest on convertible bonds ( <i>note 15</i> )	6,605	8,447
Imputed interest on loans from a shareholder and a controlling shareholder	203	2,510
Interest on loans from a controlling shareholder	8,794	4,133
	<u>16,474</u>	<u>16,751</u>

## 9. INCOME TAX

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

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
PRC Enterprise Income Tax	140	355
Deferred tax	529	(1,461)
	<hr/>	<hr/>
Income tax expense (credit) for the year	<b>669</b>	<b>(1,106)</b>

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 which introduces the two-tiered profits tax rates regime that applies to years of assessment commencing on or after 1 April 2018. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of a qualifying group entity will be taxed at 8.25%, and assessable profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The directors of the Company consider the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Accordingly, Hong Kong Profits Tax for subsidiaries operating in HK is calculated at 16.5% of the estimated assessable profit for both years. No provision for Hong Kong Profits Tax has been made for both years as either tax losses are incurred for the subsidiaries operating in HK or the assessable profit is wholly absorbed by tax losses brought forward from previous years.

Under the law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate applied to the PRC subsidiaries is 25%. Provision for the PRC Enterprise Income Tax has been made for certain subsidiaries operating in the PRC for both years. No provision for the PRC Enterprise Income Tax was made for other subsidiaries operating in the PRC for both years due to tax losses incurred or assessable profits wholly absorbed by tax losses brought forward.

## 10. LOSS FOR THE YEAR

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Loss for the year has been arrived at after charging:		
Depreciation of property, plant and equipment	1,103	1,427
Depreciation of right-of-use assets	1,110	1,558
Amortisation of intangible assets	1,678	1,664
Auditor’s remuneration	750	750
Staff costs (including directors’ remuneration)		
– salaries, allowances and other benefits	7,512	8,140
– retirement benefit scheme contributions	800	789
Total staff costs	8,312	8,929
Cost of inventories recognised as an expense	97,205	216,823

## 11. LOSS PER SHARE

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

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Loss for the year attributable to owners of the Company for the purpose of calculating basic loss per share	(25,902)	(19,170)
Effect on dilutive potential ordinary shares:		
– Gain on fair value changes of derivative financial instruments	–	(14,863)
– Interest on convertible bonds	–	8,447
	<u>                    </u>	<u>                    </u>
Loss for the year attributable to owners of the Company for the purpose of calculating diluted loss per share	<u>(25,902)</u>	<u>(25,586)</u>
	2026 <i>'000</i>	2025 <i>'000</i>
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purposes of calculating basic loss per share	428,622	400,058
Effect of dilutive potential ordinary shares:		
– Convertible bonds	–	70,270
	<u>                    </u>	<u>                    </u>
Weighted average number of ordinary shares for the purpose of diluted loss per share	<u>428,622</u>	<u>470,328</u>

The computation of diluted loss per share for both years does not assume the exercise of the Company's share options as the exercise prices of these share options were higher than the average market price for shares of the Company during the respective years.

## 12. DIVIDENDS

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

### 13. TRADE RECEIVABLES

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Trade receivables from contracts with customers	1,035	5,555
Less: Allowance for credit losses	<u>(959)</u>	<u>(1,079)</u>
	<u>76</u>	<u>4,476</u>

As at 1 April 2024, trade receivables from contracts with customers amounted to HK\$3,962,000.

The Group allows an average credit period ranging from 30 to 180 days to its customers in jewelry business and an average credit period ranging from 5 to 365 days to its customers in energy business. The following is an ageing analysis of trade receivables, net of allowance for credit losses, presented based on invoice date at the end of the reporting period:

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Within 30 days	53	586
31 to 90 days	23	–
Over 180 days	<u>–</u>	<u>3,890</u>
	<u>76</u>	<u>4,476</u>

As at 31 March 2026 and 2025, the carrying amounts of trade receivables of the Group had not yet been past due.

### 14. TRADE PAYABLES

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Trade payables	<u>258</u>	<u>4,421</u>

The average credit period on purchase of goods is 365 days.

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Within 30 days	37	319
Over 180 days	<u>221</u>	<u>4,102</u>
	<u>258</u>	<u>4,421</u>

## 15. CONVERTIBLE BONDS AND DERIVATIVE FINANCIAL INSTRUMENTS

The Company issued convertible bonds with a principal amount of HK\$52,000,000 on 5 December 2022 for the acquisition of the Group's associate, which principally holds 50% equity interest in Anhui Huagang Bochen New Energy Co. Ltd (安徽華港博臣新能源有限公司) ("Anhui Huagang").

The convertible bonds are denominated in Hong Kong dollars (other than the Group's functional currency), unsecured and interest-free.

The convertible bonds are comprised of convertible bonds (debt component) and derivative financial instruments (derivative component including conversion and early redemption options).

At initial recognition, both the convertible bonds and the derivative financial instruments are recognised at fair values amounting to HK\$28,000,000 and HK\$24,000,000 respectively.

The convertible bonds are subsequently measured at amortised cost with an effective interest rate of 22.9% per annum while the derivative financial instruments are measured at fair value with changes in fair value recognised in profit or loss.

Pursuant to the terms of the relevant agreements, the convertible bonds and the associated derivative financial instruments would be automatically cancelled in full at nil consideration if Anhui Huagang failed to obtain the specific gas business license on or before 30 November 2025.

As the license was not obtained by the specified deadline, the cancellation clause was triggered. Consequently, the outstanding convertible bonds and the derivative financial instruments were fully cancelled and derecognised by the Group with effect from 1 December 2025. The resulting gain on disposal of interest in an associate and derecognition of these financial instruments of HK\$1,718,000 has been recognised in the statement of profit or loss and other comprehensive income during the year ended 31 March 2026.

The movements of the convertible bonds and derivative financial instruments for the year are set out below:

	<b>Convertible bonds HK\$'000</b>	<b>Derivative financial instruments HK\$'000</b>
As at 1 April 2024	36,948	17,000
Interest on convertible bonds ( <i>note 8</i> )	8,447	–
Gain on fair value changes ( <i>note 7</i> )	–	(14,863)
	<hr/>	<hr/>
As at 31 March 2025 and 1 April 2025	<b>45,395</b>	<b>2,137</b>
Interest on convertible bonds ( <i>note 8</i> )	<b>6,605</b>	–
Gain on fair value changes ( <i>note 7</i> )	–	<b>(1,628)</b>
Derecognised on cancellation pursuant to contractual terms	<b>(52,000)</b>	<b>(509)</b>
	<hr/>	<hr/>
<b>As at 31 March 2026</b>	<b>–</b>	<b>–</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

During the year ended 31 March 2026 (the “**Current Year**”), the Group was principally engaged in the energy business and the jewelry business. In the face of a complex and volatile global economic and market environment, the Group reviewed and optimised its overall business operating strategies during the Current Year.

During the Current Year, the Group’s total revenue amounted to approximately HK\$104.9 million (year ended 31 March 2025 (the “**Previous Year**”): approximately HK\$228.1 million). The decrease in revenue was mainly due to the scaled-down size of the Group’s liquefied natural gas (“**LNG**”) sales business resulting from macroeconomic and industry fluctuations, as well as a decline in revenue from the jewelry business.

#### Energy Business

During the Current Year, the Group was committed to providing diversified energy products as its primary objective. By collaborating with experienced partners in the industry, the Group actively developed its energy business, which mainly covers the sales of refined oil and the sales of LNG. During the Current Year, revenue from the energy business decreased from approximately HK\$221.3 million in the Previous Year to approximately HK\$101.9 million in the Current Year.

Against the backdrop of the People’s Republic of China (the “**PRC**”) gradually shifting from “dual control” of total energy consumption and intensity to “dual control” of total carbon emissions and intensity, as well as the progressive refinement of policies and assessment mechanisms related to carbon peaking and carbon neutrality (“**Dual Carbon**”), the energy industry has placed even greater emphasis on carbon emission management, energy efficiency, and low-carbon transformation. Driven by the Dual Carbon strategy, the development of non-fossil energy has accelerated. However, constrained by factors such as resource endowment, power grid infrastructure, and industrial technology maturity, the comprehensive replacement of traditional fossil energy by renewable energy still requires a relatively long development cycle. During this transition process, refined oil continues to play a fundamental supporting role in transportation and logistics operations, while natural gas will serve as a transitional energy source in the adjustment of the energy structure. Natural gas, characterised by its high efficiency, relatively low carbon footprint, and flexible dispatching, is a crucial transitional energy source in the energy transition process. According to data released by the National Development and Reform Commission of China, the apparent consumption of natural gas nationwide in 2025 was approximately 426.5 billion cubic meters, representing a year-on-year increase of 0.1%, maintaining overall stability.

However, the global energy supply chain remained affected by various external factors during the Current Year. Conflicts in Eastern Europe and the Middle East, the shipping situation in the Red Sea, policy changes in major economies, adjustments to international energy export and tariff policies, and macroeconomic fluctuations all impacted international natural gas prices and transportation costs. In the PRC market, influenced by warmer temperatures, adjustments in the real estate market, and weak demand from certain energy-intensive industries, some downstream demand faced pressure, and market competition intensified, which exerted pressure on the gross profit margin of the LNG sales business. To safeguard working capital and manage the credit risks associated with downstream customers, the Group adopted a prudent business contraction strategy, reducing the scale of the LNG supply chain sales business that requires high capital commitments. Management believes that maintaining a prudent liquidity position and managing balance sheet risks in a complex and volatile geo-economic environment is an important foundation for safeguarding the long-term interests of shareholders and other stakeholders.

The refined oil sales business was similarly affected by the complex macroeconomic environment. At the international level, production policies of the Organisation of the Petroleum Exporting Countries and its non-OPEC oil-producing allies (OPEC+), geopolitical tensions in the Middle East, and fluctuations in international crude oil prices exposed the Group to higher and volatile procurement costs. Meanwhile, the domestic refined oil price adjustment mechanism and regional market competition also put pressure on downstream retail profit margins.

Despite this, the Group's refined oil business demonstrated strong operational resilience. According to data released by the Ministry of Public Security of the PRC, the number of motor vehicles nationwide reached 469 million by the end of 2025. Based on public information, non-new energy vehicles still account for the majority of the vehicle fleet. The Group's oil and gas filling station (the "**Filling Station**") located in Qingbaijiang District of Chengdu of the PRC, is adjacent to an international railway express hub and multiple national highways and expressways. Leveraging its geographical advantages, it is well-positioned to serve application scenarios with stable demand, such as heavy-duty logistics. As a core area of the National Western Development Strategy and the "Belt and Road" initiative, Chengdu's vehicle ownership consistently ranks among the top nationwide. Its massive population base, vehicle fleet, and logistics transportation demand have brought a solid customer base to the Filling Station. According to the "2025 Chengdu National Economic and Social Development Statistical Bulletin," the city's motor vehicle ownership reached 8.155 million by the end of 2025, an increase of 6.7% from the end of the previous year, hitting another record high. The large vehicle fleet and logistics transportation demand provide a certain level of support for refined oil consumption in long-distance transportation, heavy-duty logistics, and daily traffic. In addition, the Group added a convenience store and car wash services at the Filling Station to promote synergy between refined oil sales and value-added services. This not only further enhanced the customer consumption experience but also consolidated the Filling Station's local market competitiveness, driving growth in revenue from the refined oil sales business. However, affected by fluctuations in international procurement costs and intensified price competition in certain localised areas, the overall profit margin of the refined oil sales business was still subject to a certain degree of compression.

Impacted by the dual effects of rising global trade protectionism (particularly the tariff and trade restriction policies of the United States and certain Western countries) and domestic overcapacity, market price competition for solar energy products intensified. Facing an unfavorable environment where industry-wide profit margins were squeezed, the Group adhered to strict risk control principles and adopted a strategy of maintaining a prudent wait-and-see approach regarding the operations of related products, so as to avoid incurring unnecessary financial losses amid fierce competition.

### **Jewelry Business**

During the Current Year, the Group continued to operate its jewelry product sales business in the PRC and Hong Kong markets. Facing a complex business environment, management strove to maintain operational stability. However, impacted by macroeconomic headwinds and a weak overall retail environment, revenue from the jewelry business decreased by approximately 56.0% from approximately HK\$6.8 million in the Previous Year to approximately HK\$3.0 million in the Current Year.

During the Current Year, global economic uncertainty, geopolitical conflicts, and high volatility in gold prices continued to affect consumer sentiment and discretionary spending. The overall atmosphere in the retail and consumer goods market was weak, and end consumers tended to be cautious, which also prompted downstream supply chain customers to be more conservative when replenishing inventory, thereby affecting overall order demand. In the Hong Kong market, the weak retail environment and shifts in consumption patterns further dampened overall retail performance. This led to a temporary slowdown in the procurement cycles and expansion plans of the Group's Hong Kong customers. Consequently, the Group did not record any sales in the Hong Kong market during the Current Year.

Despite severe external challenges, the Group continued to maintain its core supply chain network in the PRC market and optimised internal operational efficiency. During the Current Year, the Group also explored online channels such as e-commerce and livestreaming retail. The preliminary results reflected that the Group possessed a certain degree of channel adjustment capability and provided a reference for the Group to optimise its jewelry business model in the future. We believe that by prudently controlling costs, maintaining stable supply chain relationships, and gradually expanding diversified sales channels, the jewelry business can enhance its adaptability in a challenging market environment.

### **PROSPECTS**

The year 2026 marks the beginning of the PRC's 15th Five-Year Plan. The global political and economic landscape, energy markets, and supply chain environment will continue to face numerous uncertainties. Ongoing conflicts in Eastern Europe and the Middle East, as well as changes in the trade and foreign policies of major economies, are expected to continue bringing uncertainty to global supply chains and resource pricing. Facing a complex and volatile external environment, the Group will continue to adhere to the operating principle of "bottom-line thinking and seeking progress while maintaining stability," align with the PRC's energy structure transformation and green, low-carbon development policy directions, and strive to improve operational quality.

## **Consolidating the Energy Business Foundation and Prudently Seizing Opportunities**

LNG, characterised by its high efficiency, low carbon footprint, and relative cleanliness, continues to be valued for its role as a transitional energy source in the energy transition process. With the advancement of the PRC's "Dual Carbon" strategy, the deepening of oil and gas system reforms, and the gradual expansion of application scenarios such as industrial use, city gas, transportation, and distributed energy, the medium- to long-term demand foundation for the natural gas market remains supported. Facing uncertainties such as geopolitical conflicts, international trade frictions, oil and gas price volatility, and seasonal supply and demand changes, the Group will continue to optimise the supply chain and customer structure of its LNG business. On the one hand, the Group will continue to identify medium- to long-term upstream supply sources with competitive costs and stable supply to enhance procurement flexibility and cost control capabilities; on the other hand, it will continue to expand diversified application scenarios and customer groups to mitigate the impact of short-term demand fluctuations on the business. During the Current Year, the Group established a new office network in Hebei Province of the PRC, further strengthening its regional distribution and terminal delivery capabilities in Northern China and improving its business network. Looking ahead, the Group will closely monitor changes in the international energy landscape, the pace of the PRC's natural gas demand recovery, and price trends. On the premise of ensuring reasonable profit margins and strictly controlling accounts receivable risks, the Group will flexibly adjust its distribution strategies and steadily advance the development of its LNG business.

Refined oil remains an important foundational energy source supporting the national economy, transportation and logistics, engineering construction, and residents' daily lives. Although the penetration rate of new energy vehicles continues to rise, supported by factors such as the existing stock of traditional fuel vehicles, long-distance freight, engineering operations, and certain commercial vehicle application scenarios, it is expected that refined oil demand will maintain a certain foundation in the foreseeable future. Currently, traditional fuel vehicles and other non-new energy vehicles still account for the majority of the vehicle fleet, and refined oil will continue to play an important role in the transportation and logistics system in the short term. Meanwhile, according to data from the National Bureau of Statistics of the PRC, the crude oil processing volume of industrial enterprises above designated size in the PRC recorded year-on-year growth in 2025, reflecting that the domestic refining and supply system maintains a certain degree of resilience, providing foundational support for the refined oil market. The Group will continue to deeply cultivate its existing refined oil sales business, leverage the advantages of the Chengdu market and logistics hub, strengthen cost control and refined management, improve inventory turnover efficiency, and prudently evaluate the feasibility of upgrading and transforming the existing Filling Station into a comprehensive energy supply station. Looking ahead, the Group will closely monitor refined oil price trends, downstream demand changes, and the regional competitive landscape, and flexibly adjust procurement, inventory, and sales strategies to enhance business resilience and operational efficiency.

## **Grasping Policy Guidance to Promote Energy Structure Optimisation**

As the national “Dual Carbon” strategy steadily advances and policies related to clean energy, energy digitalisation and intelligentisation continue to improve, the role of natural gas in a diversified and synergistic energy supply system continues to be emphasized. At the same time, directions such as the synergistic development of green power, energy digitalisation, and computing power infrastructure also provide policy support for the energy industry to improve operational efficiency and explore digital transformation. The Group will continue to monitor relevant policies and market development trends, and in conjunction with its existing energy business foundation, prudently study potential directions such as synergy between green power and computing infrastructure, energy digital management, and clean energy applications. Currently, the Group is conducting preliminary data collection and evaluating potential cooperation opportunities in areas with clean energy resources and relevant supporting conditions, such as Zhangjiakou City, Hebei Province. Such work remains at the preliminary research stage and does not constitute any commitment by the Group to any major investment or business transformation. The Group will prudently determine subsequent arrangements depending on the policy environment, market conditions, resource availability, and feasibility assessment results. Facing uncertainties such as geopolitics, the international energy landscape, technological shifts, and the macroeconomy, the Group will continue to monitor policy and market changes, prudently evaluate relevant opportunities, and adjust business strategies in a timely manner to maintain operational stability and promote sustainable development.

## **Broadening Jewelry Sales Channels and Optimising the Business**

The jewelry industry is expected to continue to be affected by factors such as global political and economic uncertainties, a slow economic recovery, and high volatility in precious metal prices, rendering the overall operating environment challenging. Impacted by the weak overall economic environment, consumers may continue to maintain a cautious attitude toward high-end and discretionary consumer goods in the short term, which is expected to bring sustained operational pressure to the overall jewelry market. Management expects that industry competition and consolidation will continue for some time in the future. However, we remain cautiously confident in the adaptability and long-term development of our jewelry business. Leveraging the preliminary experience gained by the Group in e-commerce and online channels in the PRC, the Group will gradually promote the diversification of its product portfolio to align with changes in consumer preferences. We will also continue to maintain financial prudence and carefully navigate changes in the retail environment of the Hong Kong market. We believe that our established supply chain foundation and preliminary experience in expanding new sales channels will help the Group cope with external economic challenges and enhance the adaptability and long-term competitiveness of the jewelry business.

## **Optimising Risk Control and Capital Allocation**

Against the backdrop of increasing geopolitical risks and macroeconomic volatility, cash flow management and maintaining a robust capital structure are of paramount importance to the Group. During the Current Year, the Group completed certain capital structure optimisation measures, including the cancellation of the Convertible Bonds (as defined below) and the Loan Capitalisation (as defined below), which contributed to the improvement of its current ratio and reduced short-term repayment pressure. The Group will continue to implement strict cost control measures, streamline non-core expenses, and closely monitor various working capital indicators. Furthermore, management will continue to review the Group's capital structure, liquidity position, and funding needs, and where appropriate, prudently evaluate various financing options to support the Group's operations and long-term development. As at the date of this announcement, save as otherwise announced by the Company, the Group has not made any final decision regarding any specific financing plan. These measures are expected to help the Group maintain financial flexibility, cope with potential macroeconomic fluctuations, and support future business development needs.

## **FINANCIAL REVIEW**

### **Revenue**

Revenue of the Group for the Current Year was approximately HK\$104.9 million, representing a decrease of approximately 54.0% as compared to approximately HK\$228.1 million for the Previous Year. The decrease was mainly attributable to the combined decline in the revenue of both the energy business and the jewelry business.

Revenue of the energy business decreased by approximately 54.0% from approximately HK\$221.3 million for the Previous Year to approximately HK\$101.9 million for the Current Year. This decrease was primarily attributable to the contraction in the sales of LNG products amid market volatility, cautious procurement by downstream customers and the Group's prudent strategy to reduce lower-margin and capital-intensive sales of LNG products. This was partially offset by the resilient growth recorded in the sales of refined oil during the Current Year.

Revenue of the jewelry business decreased by approximately 56.0% from approximately HK\$6.8 million for the Previous Year to approximately HK\$3.0 million for the Current Year. This decrease was mainly attributable to softer demand and fluctuations in precious metal prices, which affected sales momentum in the jewelry market.

### **Cost of Sales and Gross Profit**

Cost of sales of the Group for the Current Year was approximately HK\$97.2 million, representing a decrease of approximately 55.2%, as compared to approximately HK\$216.8 million for the Previous Year. Gross profit decreased from approximately HK\$11.3 million for the Previous Year to approximately HK\$7.6 million for the Current Year, representing a decrease of approximately 32.2%. The decreases in both cost of sales and gross profit were generally in line with the contraction in overall sales volume. Although certain energy products, including LNG and refined oil, continued to face margin pressure, the Group adopted a prudent procurement and inventory management strategy during the Current Year. Together with the scaling back of lower-margin products and the focus on risk control, these measures helped mitigate the impact of the revenue decline and contributed to the improvement in the Group's overall gross profit margin.

## **Other Income**

Other income decreased from approximately HK\$5.2 million for the Previous Year to approximately HK\$2.6 million for the Current Year, representing a decrease of approximately 49.6%. This decline was mainly due to the early termination of a lease agreement for one of the Group's factory premises and the resulting vacant period during the Current Year. Following the early termination of the aforementioned lease, the Group has been actively optimising its tenant mix. The Group has secured a new tenant for part of the vacated premises, with the new lease commencing in April 2026. Management is also in active negotiations with other prospective tenants for the remaining vacant space, with a view to stabilising and improving rental income.

## **Other Gains and Losses, Net**

The Group recorded net other gains of approximately HK\$2.8 million for the Current Year (2025: HK\$6.3 million). The net gains mainly comprised a loss from a change in fair value of investment properties of approximately HK\$0.6 million (2025: approximately HK\$8.5 million), a gain on fair value changes of derivative financial instruments relating to the Convertible Bonds of approximately HK\$1.6 million (2025: approximately HK\$14.9 million) and a gain on disposal of interest in an associate of approximately HK\$1.7 million (2025: nil).

## **Impairment Loss Reversed (Recognised) under Expected Credit Loss ("ECL") Model**

The Group recorded a reversal of impairment loss on trade receivables under the ECL model of approximately HK\$0.2 million for the Current Year (2025: impairment loss recognised approximately HK\$0.5 million). The management of the Group will continue to conduct regular reviews of the debtors' repayment histories, resources and financial capabilities to ensure the ability of repayment within the credit period.

## **Selling and Distribution Costs**

Selling and distribution costs decreased from approximately HK\$2.6 million in the Previous Year to approximately HK\$2.2 million in the Current Year, representing a decrease of approximately 16.8%, which was mainly attributable to the decrease in transportation costs in line with the lower sales volume in the Current Year.

## **Administrative Expenses**

Administrative expenses for the Current Year primarily comprised staff costs, directors' remuneration, auditor's remuneration, legal and professional fees, rent, rates and management fees, and other administrative expenses including depreciation and amortisation. Administrative expenses decreased from approximately HK\$21.4 million for the Previous Year to approximately HK\$19.2 million for the Current Year, representing a decrease of approximately 10.4%, which was mainly attributable to the Group's continued implementation of cost control measures during the Current Year.

## **Finance Costs**

Finance costs decreased from approximately HK\$16.8 million for the Previous Year to approximately HK\$16.5 million for the Current Year, representing a decrease of approximately 1.7%. Finance costs represented the imputed interest derived from the long-term loans from a shareholder of approximately HK\$0.2 million (2025: HK\$2.5 million), the imputed interest derived from the interest-free convertible bonds of approximately HK\$6.6 million (2025: HK\$8.4 million), the interest derived from the long-term loans from a controlling shareholder of approximately HK\$8.8 million (2025: HK\$4.1 million), the interest derived from lease liabilities of approximately HK\$0.1 million (2025: HK\$0.2 million) and the interest derived from the long term bank loans of approximately HK\$0.8 million (2025: HK\$1.5 million) for the Current Year.

## **Share of Results of an Associate**

Share of result of an associate represented the Group's share of loss of Chengdu Huahan Energy Co., Ltd.\* (成都華漢能源有限公司) (“**Chengdu Huahan**”) of approximately HK\$0.5 million (2025: HK\$0.7 million) for the Current Year.

## **Income Tax Expense/(Credit)**

The Group recorded income tax expense of approximately HK\$0.7 million for the Current Year (2025: income tax credit of approximately HK\$1.1 million). The amount mainly represented the PRC enterprise income tax and the deferred tax arising from the investment properties of the Group during the Current Year.

## **Loss for the Year Attributable to the Owners of the Company**

By reason of the factors stated above, the loss for the year attributable to the owners of the Company increased from approximately HK\$19.2 million for the Previous Year to approximately HK\$25.9 million for the Current Year, representing an increase of approximately 35.1%. Basic loss per share was 6.04 HK cents (2025: 4.79 HK cents).

## **Final Dividend**

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

## **Liquidity and Financial Position**

As at 31 March 2026, the Group recorded net current assets of approximately HK\$34.9 million and a current ratio of approximately 1.9 (31 March 2025: net current liabilities of HK\$26.9 million and 0.7), respectively.

As at 31 March 2026, cash and cash equivalents amounted to approximately HK\$23.6 million (31 March 2025: HK\$17.0 million). Inventories stood at approximately HK\$6.6 million (31 March 2025: HK\$4.4 million), representing the refined oil and solar module intelligent technology products. Trade receivables and trade payables amounted to approximately HK\$0.1 million and HK\$0.3 million respectively (31 March 2025: HK\$4.5 million and HK\$4.4 million respectively), both of which were derived from the energy business and the jewelry business. During the Current Year, the Group's liquidity position improved significantly following the cancellation of the Convertible Bonds. As at 31 March 2025, the Convertible Bonds were classified as current liabilities, which had resulted in the Group's current liabilities exceeding its current assets by approximately HK\$26.9 million. Upon the automatic cancellation of the Convertible Bonds on 1 December 2025, the related substantial current liability was fully derecognised. For further details on the cancellation, please refer to the section headed "Convertible Bonds" in this announcement. Furthermore, the Group continues to implement stringent cost-saving initiatives, specifically focusing on reducing non-core and unessential operations and expenses, in order to continuously enhance the Group's financial position. The Board considers that, after taking into account the Group's cash resources, expected operating cash flows, available financing arrangements and the maturity profile of its borrowings and shareholder loans, the Group has sufficient working capital for its present requirements.

As at 31 March 2026, the Group's property, plant and equipment, right-of-use assets and investment properties amounted to approximately HK\$14.3 million, HK\$6.9 million and HK\$76.3 million, respectively (31 March 2025: HK\$14.8 million, HK\$7.9 million and HK\$73.6 million respectively). The investment properties of the Group are located at No. 61, Haichao Road, Sino-Italy Ningbo Ecological Park (also known as Zhongyi Ningbo Shengtai Park), Yuyao City of Zhejiang Province, the PRC, for industrial use and are held as operating leases, which generate rental income. The investment properties were valued by an independent firm of professional property valuer and the fair value of the investment properties was derived using the income approach for both years.

As at 31 March 2026, the net carrying amount of the intangible assets was approximately HK\$44.5 million (31 March 2025: HK\$44.2 million), representing the operating rights in relation to the relevant certificates, licenses and approvals for the operations of the filling station and the sale of refined oil with finite useful lives. The intangible assets arose from the Group's acquisition of Chengdu Kaibangyuan Trading Co., Limited\* (成都凱邦源商貿有限公司).

### **Capital Resources and Gearing**

As at 31 March 2026, the Group's secured interest-bearing bank borrowings amounted to approximately HK\$18.1 million (31 March 2025: HK\$30.8 million) and bore fixed interest rates ranging from 3.1% to 3.95% per annum (31 March 2025: at fixed rates ranging from 3.95% to 4.5%), of which approximately HK\$3.0 million (31 March 2025: HK\$13.5 million) were repayable within one year and approximately HK\$15.1 million (31 March 2025: HK\$17.3 million) were repayable after one year. The Group's gearing ratio (which was expressed as a percentage of total bank borrowings over total equity) was approximately 77.0% as at 31 March 2026 (31 March 2025: 259.6%).

Such bank borrowings were secured by the Group's assets, for details of the charges on the Group's assets, please refer to the section headed "Charges on Group Assets" in this announcement. Save as disclosed above, the Group had no other banking facilities (31 March 2025: nil).

### **Connected Transaction in relation to the Loan Capitalisation**

During the Current Year, the Group took proactive steps to improve its financial position. On 28 November 2025, the Company, Mr. Hu Yangjun ("**Mr. Hu**") (as creditor), and Oceanic Capital (HK) Limited ("**Oceanic Capital**") (as subscriber), a company wholly owned by Mr. Hu, entered into a loan capitalisation agreement (the "**Loan Capitalisation Agreement**"). Pursuant to the Loan Capitalisation Agreement, Oceanic Capital conditionally agreed to subscribe for, and the Company allotted and issued 87,500,000 capitalisation shares (the "**Capitalisation Shares**") at a price of HK\$0.4 per Capitalisation Share under a specific mandate. The aggregate subscription price of HK\$35.0 million was satisfied by capitalising and setting off against a partial amount of the loan due to Mr. Hu (the "**Loan Capitalisation**").

As Oceanic Capital is wholly owned by Mr. Hu, who is an executive Director and a controlling shareholder of the Company (beneficially owning approximately 50.52% of the issued share capital of the Company at the material time), Oceanic Capital is an associate of Mr. Hu and, therefore, a connected person of the Company under Chapter 14A of the Rules Governing the Listing of Securities on the Main Board (the "**Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). Accordingly, the Loan Capitalisation constituted a connected transaction and was subject to the reporting, announcement, and independent shareholders' approval requirements. Mr. Hu and his associates abstained from voting on the relevant resolution at the extraordinary general meeting of the Company (the "**EGM**").

Following the approval by the independent shareholders at the EGM held on 20 January 2026 and the grant of the listing approval by the Listing Committee of the Stock Exchange, the Loan Capitalisation was completed on 22 January 2026. The 87,500,000 Capitalisation Shares represented approximately 17.51% of the total number of issued shares as enlarged by such allotment and issue. For further details, please refer to the Company's announcements dated 28 November 2025 and 20 January 2026, and the circular dated 29 December 2025.

Following the completion of the aforementioned loan capitalisation, the unsecured interest bearing loans due to a controlling shareholder amounted to approximately HK\$123.2 million as at 31 March 2026 (31 March 2025: HK\$110.9 million). The loan bore a fixed interest rate of 8% per annum (31 March 2025: 8%) and are repayable after one year from the end of the Current Year. The increase in such loans was mainly attributable to additional advances made by the controlling shareholder and interest accrued during the Current Year, partially offset by the Loan Capitalisation. As at 31 March 2026, the unsecured interest-free loans due to a shareholder amounted to approximately HK\$3.9 million (31 March 2025: HK\$12.9 million), which will be repayable after one year from the end of the Current Year.

The Group principally met its working capital requirements and other liquidity requirements through a combination of operating cash flows, bank borrowings and loans due to a controlling shareholder and a shareholder during the Current Year.

### **Disposal of a 35% Equity Interest in an Associate, Chengdu Huahan**

As disclosed in the Company's previous annual reports and announcements, the Group originally completed the acquisition of a 35% equity interest in Chengdu Huahan, an associate of the Group, from Mr. Zhang Bing (the "**Vendor**") on 5 December 2022. The initial consideration of HK\$52,000,000 was satisfied by the issuance of convertible bonds (the "**Convertible Bonds**") to the Vendor. As the Vendor is a Director of the Company and a substantial shareholder of certain subsidiaries, he is a connected person under Chapter 14A of the Listing Rules, making the transaction a discloseable and connected transaction.

Pursuant to a second supplemental agreement dated 12 June 2024, the parties agreed that if Anhui Huagang Bochen New Energy Co., Ltd. ("**Anhui Huagang**"), a joint venture owned by Chengdu Huahan, failed to obtain a specific gas business license on or before 30 November 2025, the Group would re-transfer its 35% equity interest in Chengdu Huahan back to the Vendor at nil consideration, and the Convertible Bonds would be automatically cancelled (the "**Cancellation and Re-Transfer Arrangement**").

As the progress of the license application was beyond Anhui Huagang's control, the license was not obtained by the 30 November 2025 deadline. Consequently, the Group completed the disposal by re-transferring its 35% equity interest to the Vendor, and the Convertible Bonds were officially cancelled on 1 December 2025. Details of the original acquisition and the supplemental agreements were set out in the Company's announcements dated 19 August 2022, 15 November 2022, 5 December 2022, and 12 June 2024, and the circulars dated 18 November 2022 and 3 July 2024.

### **Convertible Bonds**

On 5 December 2022, the Company issued the Convertible Bonds in the principal amount of HK\$52,000,000 to the Vendor as the consideration for the acquisition of the 35% equity interest in Chengdu Huahan. The Convertible Bonds were convertible into a maximum of 70,270,270 new shares of the Company at a conversion price of HK\$0.74 per conversion share (subject to adjustment).

As disclosed in the section headed "Disposal of a 35% Equity Interest in an Associate, Chengdu Huahan" above, the conditions for maintaining the investment were not met, triggering the Cancellation and Re-Transfer Arrangement. Accordingly, the Convertible Bonds were automatically cancelled in full on 1 December 2025. Consequently, as at 31 March 2026, the carrying amount of the debt component and the fair value of the derivative financial instrument derived from the Convertible Bonds were both nil (31 March 2025: approximately HK\$45.4 million and HK\$2.1 million, respectively). A net gain on disposal of interest in an associate of approximately HK\$1.7 million was recognised in the Current Year.

## **Capital Structure**

The Group's total assets and total liabilities as at 31 March 2026 amounted to approximately HK\$215.8 million (31 March 2025: HK\$263.8 million) and approximately HK\$192.2 million (31 March 2025: HK\$252.0 million), respectively. The Group's debt ratio (which was expressed as a percentage of total liabilities over total assets) was approximately 89.1% as at 31 March 2026 (31 March 2025: 95.5%).

## **Charges on Group Assets**

As at 31 March 2026, buildings with carrying amounts of approximately HK\$3.1 million (31 March 2025: HK\$10.6 million), the right-of-use assets with carrying amounts of approximately HK\$4.9 million (31 March 2025: HK\$6.6 million) and the investment properties with carrying amounts of approximately HK\$76.3 million (31 March 2025: HK\$73.6 million) were pledged to secure bank borrowings of approximately HK\$18.1 million (31 March 2025: HK\$30.8 million) granted by banks in the PRC to the Group.

Save as disclosed above, there were no other charges on the Group's assets as at 31 March 2026.

## **Capital Commitments and Contingent Liabilities**

As at 31 March 2026, the Group did not have any capital commitments (31 March 2025: nil) or contingent liabilities (31 March 2025: nil).

## **Employee and Remuneration Policy**

As at 31 March 2026, the Group had a total of 63 employees (31 March 2025: 64). The Group remunerates its employees based on their performance, work experience and the prevailing market rates. Salaries of employees are maintained at competitive levels while bonuses are granted by reference to the performance of the Group and individual employees.

The Group also provides internal training to employees when necessary and other staff benefits which include a share option scheme and corporate contributions to the statutory mandatory provident fund scheme to its employees in Hong Kong and the statutory central pension schemes to its employees in the PRC.

Furthermore, the remuneration committee of the Board (the "**Remuneration Committee**") will review and make recommendations to the Board as to the compensation packages of the Directors and senior management of the Group with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and senior management of the Group.

## **Foreign Exchange Fluctuation and Hedging**

The business operations of the Group's subsidiaries were conducted mainly in the PRC and Hong Kong with sales and purchases of the Group's subsidiaries denominated mainly in Hong Kong dollars, Renminbi and United States dollars ("USD"). The Group's cash and bank deposits were denominated in Hong Kong dollars, Renminbi and USD as well. Any significant exchange rate fluctuation of Hong Kong dollars against USD or Renminbi may have financial impacts on the Group. While the Group would closely monitor the volatility of the foreign exchange rate, the Directors considered that the Group's exposure to foreign exchange rate fluctuations remained minimal.

As at 31 March 2026, no forward foreign currency contracts were designated in hedging accounting relationships (31 March 2025: nil).

## **Significant Investments, Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies**

Save as disclosed in this announcement, there were no significant investments, material acquisitions and disposals of subsidiaries, associates and joint ventures during the Current Year.

## **Future Plans for Material Investments or Capital Assets**

Save as disclosed in this announcement, the Group did not have any plans for material investments or capital assets as at 31 March 2026.

## **EVENTS AFTER THE REPORTING PERIOD**

Save as disclosed in this announcement, there were no material subsequent events undertaken by the Company or the Group after 31 March 2026 and up to the date of this announcement.

## **ANNUAL GENERAL MEETING**

The annual general meeting of the Company is to be held on Thursday, 10 September 2026 (the "2026 AGM") and the notice of the 2026 AGM will be published on the websites of the Stock Exchange and the Company and dispatched to the shareholders of the Company within the prescribed time and in such manner as required by the Listing Rules.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members will be closed from Monday, 7 September 2026 to Thursday, 10 September 2026 (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify to attend and vote at the 2026 AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 4 September 2026.

## **CORPORATE GOVERNANCE PRACTICES**

The Board and the management of the Company are committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize effective internal control, accountability and transparency of the Board and are adopted in the best interests of the Company and its shareholders.

Accordingly, the Company has adopted the code provisions set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 to the Listing Rules. The Company has applied the principles and complied with all applicable code provisions set out in the CG Code throughout the Current Year.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

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

## **UPDATE ON DIRECTORS’ INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES**

Upon specific enquiry by the Company and based on the confirmation from the Directors, the changes in the information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the Company’s last published interim report are set out below:

Mr. Jin Qingjun, an independent non-executive Director, has been appointed as a non-executive director of Goldstone Capital Group Limited, a company listed on the Stock Exchange (stock code: 1160) with effect from 26 January 2026.

With effect from 1 January 2026, Mr. Hu Yangjun’s remuneration was set at an annual director’s fee of HK\$200,000 and a monthly salary of HK\$15,000 with retirement scheme contributions. With effect from 1 May 2026, Mr. Zhang Bing’s remuneration was set at an annual director’s fee of HK\$0.

## **AUDIT COMMITTEE**

The Company has established the audit committee of the Board (the “**Audit Committee**”) with written terms of reference in compliance with the applicable code provisions of the CG Code set out in Appendix C1 to the Listing Rules to review the Group’s financial reporting, corporate governance reporting process, internal audit functions, internal control system and risk management matters, and to make relevant recommendations to the Board. The Audit Committee comprises three independent non-executive Directors, namely Ms. Zhong Yingjie, Christina, Mr. Jin Qingjun and Mr. Lan Yadong.

The Group's consolidated financial statements and annual results for the Current Year have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the Current Year comply with the applicable accounting standards and the Listing Rules and that adequate disclosures have been made. The Audit Committee also monitored the Company's progress in implementing the code provisions of the CG Code as required under the Listing Rules.

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

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities including any sale of treasury shares during the Current Year.

## **ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT**

The Group strives to protect the environment and minimise any negative impact on the environment and occupational health and safety arising from its business, and to achieve the goal of sustainable development.

Pursuant to Rule 13.91 of the Listing Rules, an Environmental, Social and Governance ("ESG") report of the Company for the Current Year in compliance with the provisions set out in the ESG Reporting Code in Appendix C2 to the Listing Rules will be published on the Stock Exchange's website and the Company's website at the same time as the publication of the annual report of the Company.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed percentage of public float under the Listing Rules as at the date of this announcement.

## **SCOPE OF WORK OF PRISM HONG KONG LIMITED**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2026 as set out in this preliminary announcement have been agreed by the auditor, Prism Hong Kong Limited, to the amounts set out in the audited consolidated financial statements of the Group for the year as approved by the Board on 26 June 2026. The work performed by Prism Hong Kong Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Prism Hong Kong Limited on the preliminary announcement.

## **PUBLICATION OF FINAL RESULTS AND ANNUAL REPORT ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY**

This results announcement is published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.475hk.com](http://www.475hk.com)). The annual report of the Company for the Current Year containing all the information required by the Listing Rules will be dispatched to the Company's shareholders and published on the above websites in due course.

### **APPRECIATION**

Our Board would like to take this opportunity to express its gratitude to our shareholders, our business associates and all our employees for their continuous support.

By order of the Board  
**CENTRAL DEVELOPMENT HOLDINGS LIMITED**  
**Wu Hao**  
*Chairman & Executive Director*

Hong Kong, 26 June 2026

*As at the date of this announcement, the Board consists of five executive Directors, namely Mr. Wu Hao, Mr. Hu Yangjun, Mr. Li Wei Qi, Jacky, Mr. Zhang Bing and Mr. Tang Shukuan; and three independent non-executive Directors, namely Mr. Jin Qingjun, Ms. Zhong Yingjie, Christina and Mr. Lan Yadong.*

\* *for identification purposes only*