



LISI GROUP (HOLDINGS) LIMITED
利時集團(控股)有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)
Stock Code 股份代號 : 526

Interim Report
中期報告 2025 / 2026

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr LI Lixin (*Chairman*)

Mr CHENG Jianhe

Ms JIN Yaxue

Independent Non-Executive Directors

Mr HE Chengying

Mr KWONG Kwan Tong

Ms CHEN Wei (*Appointed on 31 July 2025*)

Mr SHIN Yick Fabian (*Resigned on 31 July 2025*)

AUDIT COMMITTEE

Ms CHEN Wei (*Chairman*)

(*Appointed on 31 July 2025*)

Mr HE Chengying

Mr KWONG Kwan Tong

Mr SHIN Yick Fabian (*Chairman*)

(*Resigned on 31 July 2025*)

REMUNERATION COMMITTEE

Mr KWONG Kwan Tong (*Chairman*)

Ms JIN Yaxue

Ms CHEN Wei (*Appointed on 31 July 2025*)

Mr SHIN Yick Fabian

(*Resigned on 31 July 2025*)

NOMINATION COMMITTEE

Mr HE Chengying (*Chairman*)

Mr KWONG Kwan Tong

Ms JIN Yaxue (*Appointed on 16 June 2025*)

Mr SHIN Yick Fabian

(*Resigned on 31 July 2025*)

COMPANY SECRETARY

Mr PUN Kam Wai Peter

COMPLIANCE ADVISER

VBG Capital Limited

REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton

HM11, Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Office 6, 2/F.

International Enterprise Centre 3

No. 18 Tai Chung Road, Tsuen Wan

New Territories, Hong Kong

AUDITOR

Forvis Mazars CPA Limited (“Forvis Mazars”)

Certified Public Accountants

Public Interest Entity Auditor registered in accordance with the Accounting and

Financial Reporting Council Ordinance
42nd Floor, Central Plaza

18 Harbour Road

Wanchai, Hong Kong

PRINCIPAL BANKERS

Bank of Communications,

Hong Kong and Ningbo Branches,
the People’s Republic of China (the “PRC”)

Bank of Hangzhou, Ningbo Branch, PRC

Bank of Ningbo, PRC

Bank of Wenzhou, PRC

The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Global Corporate Services
(Bermuda) Limited

Canon’s Court, 22 Victoria Street

PO Box HM 1179, Hamilton HM EX
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

17/F., Far East Finance Centre

16 Harcourt Road

Hong Kong

STOCK CODE

Hong Kong Stock Code: 526

COMPANY'S WEBSITE

<http://www.lisigroup.com.hk>

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2025 – unaudited
(Expressed in Renminbi ("RMB"))

		Six months ended 30 September	
	Note	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Revenue			
Cost of sales	4	1,115,871 (917,385)	1,405,550 (1,060,823)
Gross profit	4(b)	198,486	344,727
Other net income	5	10,438	9,217
Selling and distribution expenses		(45,255)	(53,867)
Administrative expenses		(49,850)	(58,910)
Finance costs	6(a)	(12,884)	(14,599)
Net valuation loss on investment properties		(623)	(203,831)
Impairment losses on property, plant and equipment		–	(10,990)
Impairment losses on financial assets and contract assets		(43,699)	(73,722)
Profit (loss) before taxation	6	56,613	(61,975)
Income tax (expense) credit	7	(11,994)	35,741
Profit (loss) for the period attributable to equity shareholders of the Company		44,619	(26,234)
Earnings (loss) per share (RMB cent)	8		
Basic		0.5	(0.3)
Diluted		0.5	(0.3)

The notes on pages 11 to 32 form part of this interim financial report.

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

For the six months ended 30 September 2025 – unaudited
(Expressed in RMB)

	Six months ended 30 September	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Profit (loss) for the period	44,619	(26,234)
Other comprehensive income (loss) for the period (after tax and reclassification adjustments):		
Item that may be reclassified subsequently to profit or loss:		
– Exchange differences on translation into presentation currency	1,951	(434)
Other comprehensive income (loss) for the period	1,951	(434)
Total comprehensive income for the period attributable to equity shareholders of the Company	46,570	(26,668)

The notes on pages 11 to 32 form part of this interim financial report.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2025 – unaudited

(Expressed in RMB)

	Note	30 September 2025 RMB'000 (Unaudited)	31 March 2025 RMB'000 (Audited)
Non-current assets			
Property, plant and equipment	9	295,193	302,538
Investment properties		242,996	243,619
Financial assets at fair value through profit or loss ("FVPL")	18(a)	733,439	783,221
Deferred tax assets		71,531	53,958
		1,343,159	1,383,336
Current assets			
Inventories		263,422	330,553
Trade and other receivables, contract assets and prepayments	10	1,201,952	1,257,264
Restricted cash	11	157,949	250,984
Cash and cash equivalents	12	1,072,312	976,157
		2,695,635	2,814,958
Current liabilities			
Trade and other payables	13	619,347	763,910
Bank and other loans	14	702,227	795,202
Lease liabilities		11,719	4,637
Income tax payable		70,205	57,207
		1,403,498	1,620,956
Net current assets		1,292,137	1,194,002
Total assets less current liabilities		2,635,296	2,577,338

	Note	30 September 2025 <i>RMB'000</i> (Unaudited)	31 March 2025 <i>RMB'000</i> (Audited)
Non-current liabilities			
Lease liabilities		18,812	6,929
Deferred tax liabilities		87,726	88,221
		106,538	95,150
NET ASSETS		2,528,758	2,482,188
CAPITAL AND RESERVES			
Share capital	15(b)	77,212	77,212
Reserves		2,451,546	2,404,976
TOTAL EQUITY		2,528,758	2,482,188

The notes on pages 11 to 32 form part of this interim financial report.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2025 – unaudited

(Expressed in RMB)

	Share capital RMB'000	Share premium RMB'000	Capital redemption reserve RMB'000	Statutory reserve RMB'000	Contributed surplus RMB'000	Exchange reserve RMB'000	Other reserve RMB'000	Accumulated (loss) profit RMB'000	Total equity RMB'000
Balance at 1 April 2024	69,888	2,690,990	1,341	49,911	202,449	(8,215)	30,340	(642,437)	2,394,267
<hr/>									
Changes in equity for the six months ended 30 September 2024:									
Loss for the period	-	-	-	-	-	-	-	(26,234)	(26,234)
Other comprehensive loss	-	-	-	-	-	(434)	-	-	(434)
<hr/>									
Total comprehensive income for the period	-	-	-	-	-	(434)	-	(26,234)	(26,668)
<hr/>									
Appropriation to reserves	-	-	-	-	-	-	-	-	-
<hr/>									
Balance at 30 September 2024	69,888	2,690,990	1,341	49,911	202,449	(8,649)	30,340	(668,671)	2,367,599
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The notes on pages 11 to 32 form part of this interim financial report.

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	Share capital RMB'000	Share premium RMB'000	Capital redemption reserve RMB'000	Statutory reserve RMB'000	Contributed surplus RMB'000	Exchange reserve RMB'000	Other reserve RMB'000	Accumulated (loss) profit RMB'000	Total equity RMB'000
Balance at 1 October 2024	69,888	2,690,990	1,341	49,911	202,449	(8,649)	30,340	(668,671)	2,367,599
Changes in equity for the six months ended 31 March 2025:									
Profit for the period	-	-	-	-	-	-	-	61,924	61,924
Other comprehensive loss	-	-	-	-	-	(2,996)	-	-	(2,996)
Total comprehensive income for the period	-	-	-	-	-	(2,996)	-	61,924	58,928
Appropriation to reserves	-	-	-	260	-	-	-	(260)	-
Transactions with owners:									
Contribution and distributions									
Issue of share capital	7,324	48,337	-	-	-	-	-	-	55,661
Balance at 31 March 2025	77,212	2,739,327	1,341	50,171	202,449	(11,645)	30,340	(607,007)	2,482,188
	Share capital RMB'000	Share premium RMB'000	Capital redemption reserve RMB'000	Statutory reserve RMB'000	Contributed surplus RMB'000	Exchange reserve RMB'000	Other reserve RMB'000	Accumulated (loss) profit RMB'000	Total equity RMB'000
Balance at 1 April 2025	77,212	2,739,327	1,341	50,171	202,449	(11,645)	30,340	(607,007)	2,482,188
Changes in equity for the six months ended 30 September 2025:									
Profit for the period	-	-	-	-	-	-	-	44,619	44,619
Other comprehensive income	-	-	-	-	-	1,951	-	-	1,951
Total comprehensive income for the period	-	-	-	-	-	1,951	-	44,619	46,570
Appropriation to reserves	-	-	-	-	-	-	-	-	-
Balance at 30 September 2025	77,212	2,739,327	1,341	50,171	202,449	(9,694)	30,340	(562,388)	2,528,758

The notes on pages 11 to 32 form part of this interim financial report.

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30 September 2025 – unaudited
(Expressed in RMB)

	Six months ended 30 September	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Operating activities		
Cash generated from operations	239,012	422,423
Tax paid	(17,064)	(18,168)
Net cash generated from operating activities	221,948	404,255
Investing activities		
Proceeds from sales of financial assets at FVPL	80	130
Payments for purchase of property, plant and equipment	(66,649)	(69,448)
Proceeds from disposal of property, plant and equipment	28,752	26,742
Interest received	9,218	6,020
Investment income received	12,821	19,138
Net cash used in investing activities	(15,778)	(17,418)

The notes on pages 11 to 32 form part of this interim financial report.

	Note	Six months ended 30 September	
		2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Financing activities			
Proceeds from new bank and other loans		340,352	336,185
Repayment of bank and other loans		(433,430)	(285,760)
Finance costs paid		(11,388)	(13,305)
Interest element of lease rentals paid		(599)	(450)
Capital element of lease rentals paid		(4,907)	(2,703)
Net cash (used in) generated from financing activities		(109,972)	33,967
Net increase in cash and cash equivalents		96,198	420,804
Cash and cash equivalents at 1 April		976,157	548,260
Effect of foreign exchange rate changes		(43)	534
Cash and cash equivalents at 30 September	12	1,072,312	969,598

The notes on pages 11 to 32 form part of this interim financial report.

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in RMB unless otherwise indicated)

1. CORPORATE INFORMATION

Lisi Group (Holdings) Limited (the "Company", together with its subsidiaries, the "Group") was incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act 1981. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 11 October 1995. As at the date of this report, the Company is an investment holding company and the principal activities of the Group are engaged in manufacturing and trading of household products, operation of supermarkets, wholesale of wine and electrical appliances, property rental and investments holding.

2. BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange" and the "Listing Rules" respectively), including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2025 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2026 annual financial statements. Details of any changes in accounting policies are set out in Note 3.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial information contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2025 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

3. ACCOUNTING POLICIES

Changes in accounting policies

The Group has applied the following new and amended HKFRS Accounting Standards issued by the HKICPA for the current accounting period:

- Amendments to HKAS 21, *Lack of Exchangeability*

None of these developments had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

4. REVENUE AND SEGMENT REPORTING

(a) Disaggregation of revenue

Disaggregation of revenue by major products of service lines is as follows:

		Six months ended 30 September	
		2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Revenue from contracts with customers within the scope of HKFRS 15			
Disaggregated by major products of service lines			
– sales of goods	1,015,400	1,256,062	
– rendering of services	118,624	109,124	
	1,134,024	1,365,186	
Revenue from other sources			
– investment income	(36,881)	20,477	
– rental income from operating leases	18,728	19,887	
	(18,153)	40,364	
	1,115,871	1,405,550	

Disaggregation of revenue from contracts with customers by timing of revenue recognition is disclosed as follows:

		Six months ended 30 September	
		2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Revenue from contracts with customers within the scope of HKFRS 15			
Disaggregated by timing of revenue recognition			
– Point in time	1,019,807	1,261,679	
– Over time	114,217	103,507	
	1,134,024	1,365,186	

(b) Segment reporting

The Group manages its business by lines of business. The Group's reportable segment for the six months ended 30 September 2025 (the "Reporting Period") are presented as follows:

- Manufacturing and trading: this segment manufactures and trades plastic and metallic household products.
- Retail: this segment manages the supermarket operations and property rental services.
- Wholesale: this segment carries out the wholesale of wine and electrical appliances business, and provides central air-conditioner installation services.
- Investments holding: this segment manages the investments in debt and equity securities.

No operating segments have been aggregated to form the above reportable segments.

(i) *Segment results*

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

Revenue and net income are allocated to the reportable segments with reference to revenue and net income generated by those segments and the expenses incurred by those segments. Inter-segment sales are priced with reference to prices charged to external parties for similar products or services. Other than inter-segment sales, assistance provided by one segment to another is not measured.

The measure used for reporting segment result is gross profit. The Group's operating expenses such as selling and distribution expenses and administrative expenses, and assets and liabilities are not monitored by the Group's senior executive management based on segment. Accordingly, neither information on segment assets and liabilities nor information concerning capital expenditure, interest income not derived from investment in debt or equity securities, interest expenses and reconciliation of reportable segment profit to consolidated profit before tax is presented.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the Reporting Period and the six months ended 30 September 2024 is set out below.

Six months ended 30 September 2025 (Unaudited)				
	Manufacturing and trading RMB'000	Retail RMB'000	Wholesale RMB'000	Investments holding RMB'000
Revenue from external customers	531,011	110,771	510,970	(36,881)
Inter-segment revenue	-	-	26,373	-
Reportable segment revenue	531,011	110,771	537,343	(36,881)
Reportable segment gross profit	134,948	27,222	73,197	(36,881)
				198,486

Six months ended 30 September 2024 (Unaudited)				
	Manufacturing and trading RMB'000	Retail RMB'000	Wholesale RMB'000	Investments holding RMB'000
Revenue from external customers	768,671	116,166	500,236	20,477
Inter-segment revenue	-	584	16,144	-
Reportable segment revenue	768,671	116,750	516,380	20,477
Reportable segment gross profit	205,526	39,520	79,204	20,477
				344,727

(ii) Reconciliations of reportable segment revenue

		Six months ended 30 September	
		2025	2024
		<i>RMB'000</i> (Unaudited)	<i>RMB'000</i> (Unaudited)
Reportable segment revenue		1,142,244	1,422,278
Elimination of inter-segment revenue		(26,373)	(16,728)
Consolidated revenue		1,115,871	1,405,550

5. OTHER NET INCOME

		Six months ended 30 September	
		2025	2024
		<i>RMB'000</i> (Unaudited)	<i>RMB'000</i> (Unaudited)
Government grants		2,967	6,301
Interest income on cash at bank		9,218	6,020
Loss on disposal of property, plant and equipment		(2,663)	(6,240)
Others		916	3,136
		10,438	9,217

6. PROFIT (LOSS) BEFORE TAXATION

Profit (loss) before taxation is arrived at after charging (crediting):

(a) Finance costs

	Six months ended 30 September	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Interest on bank and other borrowings	12,285	14,149
Interest on lease liabilities	599	450
Total borrowing costs	12,884	14,599

(b) Staff costs

	Six months ended 30 September	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Salaries, wages and other benefits	69,137	75,277
Contributions to defined contribution retirement plans	5,101	4,910
74,238	80,187	

(c) Other items

	Six months ended 30 September	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Cost of inventories	807,060	962,673
Depreciation and amortisation		
– owned property, plant and equipment	56,490	45,775
– right-of-use assets	4,129	4,212
Rental income from investment properties less direct operating expenses of RMB912,000 (30 September 2024: RMB929,000)	(14,968)	(14,855)

7. INCOME TAX EXPENSE (CREDIT)

	Six months ended 30 September	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Current taxation:		
– Provision for the six months period	27,998	35,773
– Under-provision in respect of prior years	2,064	2,282
	30,062	38,055
Deferred taxation:		
– Reversal and origination of temporary differences	(18,068)	(73,796)
	11,994	(35,741)

Notes:

- (i) Hong Kong Profits Tax rate for the Reporting Period is 16.5% (six months ended 30 September 2024: 16.5%). No provision for Hong Kong Profits Tax has been made as the Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax for the Reporting Period (six months ended 30 September 2024: RMBNil).
- (ii) The Group established in the Mainland China are subject to the People's Republic of China (the "PRC") Corporate Income Tax rate of 25% for the Reporting Period (six months ended 30 September 2024: 25%). One of the Group's subsidiaries in the Mainland China enjoyed a preferential PRC Corporate Income Tax rate of 15% applicable for enterprise with advanced and new technologies.
- (iii) Subsidiaries incorporated in other jurisdictions are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

8. EARNINGS (LOSS) PER SHARE**(a) Basic earnings (loss) per share**

The calculation of basic earnings (loss) per share for the Reporting Period is based on the profit (loss) attributable to ordinary equity shareholders of the Company and the weighted average of 8,844,020,000 ordinary shares (2024: 8,044,020,000 ordinary shares) in issue during the Reporting Period.

	Six months ended 30 September	
	2025 RMB'000	2024 RMB'000
Profit (loss) for the period attributable to equity shareholders of the Company	44,619	(26,234)

(b) Diluted earnings (loss) per share

There were no potential dilutive ordinary shares during the Reporting Period (six months ended 30 September 2024: Nil). Hence, diluted earnings (loss) per share is the same as basic earnings (loss) per share.

9. PROPERTY, PLANT AND EQUIPMENT

During the Reporting Period, the Group acquired items of property, plant and equipment with a cost of RMB84.7 million (six months ended 30 September 2024: RMB62.1 million). Items of property, plant and equipment with a net book value of RMB31.4 million were disposed during the Reporting Period (six months ended 30 September 2024: RMB33.0 million).

10. TRADE AND OTHER RECEIVABLES, CONTRACT ASSETS AND PREPAYMENTS

(a) Trade and other receivables and contract assets

	At 30 September 2025 RMB'000 (Unaudited)	At 31 March 2025 RMB'000 (Audited)
Trade receivables from:		
– Third parties	286,156	231,423
– Companies under the control of a shareholder of the Company (Note (i))	866,858	880,455
Bills receivable	100	–
	1,153,114	1,111,878
Less: loss allowance	(182,698)	(140,742)
	970,416	971,136
Amounts due from companies under the control of a shareholder of the Company (Note (ii))	268	327
Other receivables	10,091	22,421
Less: loss allowance	(1,357)	(1,442)
	8,734	20,979
Financial assets measured at amortised cost	979,418	992,442
Deposits:		
– Deposit paid for a potential acquisition (Note (iii))	49,229	50,252
– Deposits for operating leases expenses paid to third parties	7,434	7,010
– Others	790	10,926
	57,453	68,188
Trade and other receivables (Note (iv))	1,036,871	1,060,630
Contract assets (Note (v) and (vi))	197,797	195,553
Less: loss allowance	(76,270)	(74,442)
	121,527	121,111
	1,158,398	1,181,741
(b) Prepayments:		
– Prepayments to suppliers	42,532	74,444
– Others	1,022	1,079
	43,554	75,523

Notes:

- (i) The balance mainly related to transactions under an export agency agreement entered into between the Group and a company under the control of a shareholder of the Company.
- (ii) The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.
- (iii) On 22 October 2024, (i) Manukura (CMCI) Limited ("Manukura"), an independent third party, as vendor, and (ii) More Concept Limited, a wholly-owned subsidiary of the Company, as purchaser, and (iii) the Company and Mr Li Lixin, the controlling shareholder and an executive director of the Company, as guarantors, entered into a letter of intent (the "LOI") in respect of the exclusive negotiation of a potential transaction involving the acquisition by the Group of the entire issued share capital of Emerald Holding (Luxembourg) S.a.r.l, a company incorporated in Luxembourg with limited liability, which is wholly-owned by Manukura (the "Potential Acquisition"). Pursuant to the LOI, the Company agreed to pay a deposit in the sum of United States dollar ("US\$") 6,900,000 which was equivalent to approximately RMB49,229,000 (31 March 2025: equivalent to approximately RMB50,252,000) as refundable deposit (the "Deposit") to Manukura. Such Deposit was paid by the Group to Manukura on 25 October 2024. Pursuant to a security deed dated 25 October 2024, Manukura as mortgagor agreed to mortgage the 800,000,000 subscription shares held by Manukura (Note 15 (b)) in favour of the Group as security for the refund of the Deposit. Since there has been no progress on the Potential Acquisition, the Company has resolved to formally terminate the Potential Acquisition and requested for the return of the Deposit by sending a notification letter on 17 June 2025. Details are set out in the Company's announcements dated 22 October 2024, 3 April 2025 and 16 June 2025.

As at 30 September 2025 and up to the date of these condensed consolidated financial statements, the Potential Acquisition did not proceed. The Company is considering different approaches to demand a refund of the Deposit, including initiating legal proceedings.

- (iv) All of the trade and other receivables are expected to be recovered or recognised as expenses within one year.
- (v) Contract assets are mainly arising from performance under the sale and installation of heating, ventilation and air-conditioning ("HVAC"). The Group's HVAC business requires stage payments. A 20% to 30% of the consideration of goods will be payable after the completion of the installation inspection. This amount is included in contract assets until the completion of installation inspection as the Group's entitlement to this final payment is conditional upon the Group's work satisfactorily passing inspection. The contract assets are expected to be fully recovered in three years.
- (vi) All of the amounts are expected to be billed within one year from the end of the Reporting Period, except for the amounts of RMB4.0 million at 30 September 2025 (31 March 2025: RMB1.3 million) related to retentions receivable (net of loss allowance) which are expected to be recovered over one year.

Ageing analysis

Included in trade and other receivables are trade and bills receivables (net of loss allowance) with the following ageing analysis (based on earlier of the invoice date and revenue recognition) as of the end of the Reporting Period:

	At 30 September 2025 RMB'000 (Unaudited)	At 31 March 2025 RMB'000 (Audited)
Within 1 month	140,508	116,683
More than 1 month but less than 3 months	214,536	228,983
Over 3 months	615,372	625,470
	970,416	971,136

11. RESTRICTED CASH

	At 30 September 2025 RMB'000 (Unaudited)	At 31 March 2025 RMB'000 (Audited)
Pledged deposits for issuance of bank loans and bills	154,132	247,180
Pledged deposits for security performance	3,807	3,794
Other restricted cash	10	10
	157,949	250,984

12. CASH AND CASH EQUIVALENTS

	At 30 September 2025 RMB'000 (Unaudited)	At 31 March 2025 RMB'000 (Audited)
Cash at bank and on hand	1,072,312	976,157

The Group's operations in the PRC conduct their businesses mainly in RMB. RMB is not a freely convertible currency and the remittance of funds out of the PRC is subject to the exchange restrictions imposed by the PRC government.

13. TRADE AND OTHER PAYABLES

	At 30 September 2025 <i>RMB'000</i> (Unaudited)	At 31 March 2025 <i>RMB'000</i> (Audited)
Trade payables to:		
– Third parties	239,592	245,147
– Companies under the control of shareholders of the Company	74,746	74,674
Bills payable	314,338	319,821
	151,138	251,523
	465,476	571,344
Accrued charges and other payables:		
– Accrued expenses	17,082	23,078
– Payables for staff related costs	69,875	68,762
– Deposits from customers and suppliers:		
– Third parties	9,374	8,597
– Payables for miscellaneous taxes	2,284	3,326
– Others	10,813	4,185
	109,428	107,948
Financial liabilities measured at amortised cost		
Contract liabilities	574,904	679,292
	44,443	84,618
	619,347	763,910

All of the trade and other payables are expected to be settled or recognised as revenue within one year or are repayable on demand.

Ageing analysis

Included in trade and other payables are trade and bills payables with the following ageing analysis (based on the invoice date) as of the end of the Reporting Period:

	At 30 September 2025 <i>RMB'000</i> (Unaudited)	At 31 March 2025 <i>RMB'000</i> (Audited)
Within 1 month	133,862	122,661
Over 1 month but within 3 months	84,384	120,519
Over 3 months but within 6 months	156,561	189,590
Over 6 months	90,669	138,574
	465,476	571,344

14. BANK AND OTHER LOANS

The Group's bank and other loans are analysed as follows:

	At 30 September 2025 <i>RMB'000</i> (Unaudited)	At 31 March 2025 <i>RMB'000</i> (Audited)
Bank loans:		
– Unsecured and guaranteed (Note (i))	30,000	29,800
– Secured and unguaranteed (Note (ii))	521,252	585,770
– Secured and guaranteed (Notes (ii) and (iii))	112,200	140,960
	663,452	756,530
Loans from shareholders and companies under the control of shareholders of the Company:		
– Unsecured and unguaranteed (Note (iv))	38,775	38,672
	702,227	795,202

Notes:

- (i) At 30 September 2025, bank loan of RMB30 million (31 March 2025: RMB29.8 million) was guaranteed by a director of the Company and a company under the control of a director of the Company and is unsecured with interest rate bearing at a 1-year loan prime rate minus 0.3% (31 March 2025: 1-year loan prime rate minus 0.25%) per annum.
- (ii) Certain bank loans are secured by the leasehold land and buildings and deposit of the Group with interest rates bearing ranging from 0% to 4.9% (31 March 2025: 0% to 4.9%) per annum (Note 14(b)).
- (iii) Bank loan of RMB90 million as at 30 September 2025 (31 March 2025: RMB90 million) was guaranteed by a director of the company and a company under the control of a director of the Company with a fixed rate interest rate of 4.9% (31 March 2025: 4.9%) per annum.
- (iv) At 30 September 2025, the loans from companies under the control of shareholders of the Company are bearing interest rates ranging from 3% to 7% (31 March 2025: 3% to 7%) per annum and are repayable by May 2027 (31 March 2025: by March 2026).

(a) The Group's bank and other loans are repayable as follows:

	At 30 September 2025 RMB'000 (Unaudited)	At 31 March 2025 RMB'000 (Audited)
Within 1 year or on demand	702,227	795,202

All of the bank and other loans are carried at amortised cost.

(b) Certain of the Group's loans are secured by the Group's leasehold land and buildings, investment properties and deposits of the Group. The aggregate carrying values of the pledged leasehold land and buildings and investment properties are analysed as follows:

	At 30 September 2025 RMB'000 (Unaudited)	At 31 March 2025 RMB'000 (Audited)
Leasehold land and buildings	93,948	95,692
Investment properties	159,896	167,119
	253,844	262,811

(c) At 30 September 2025, the Group's banking facilities amounting to RMB573,000,000 (31 March 2025: RMB633,000,000) were utilised to the extent of RMB480,458,000 (31 March 2025: RMB553,118,000).

15. CAPITAL, RESERVES AND DIVIDENDS

(a) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the interim period

The directors of the Company did not recommend the payment of an interim dividend for the Reporting Period (six months ended 30 September 2024: RMBNil).

(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved during the interim period

No dividend in respect of the previous financial period has been approved during the Reporting Period (six months ended 30 September 2024: RMBNil).

(b) Share capital

Authorised:

Ordinary shares
at HK\$0.01 each

At 30 September 2025			At 31 March 2025		
No. of shares '000	HK\$'000		No. of shares '000	HK\$'000	
10,000,000	100,000		10,000,000	100,000	

Ordinary shares, issued and fully paid:

At 1 April
New shares issued (Note)

At 30 September 2025			At 31 March 2025		
No. of shares '000	RMB'000		No. of shares '000	RMB'000	
8,844,020	77,212		8,044,020	69,888	
-	-		800,000	7,324	
8,844,020	77,212		8,844,020	77,212	

At 30 September/
31 March

Note:

On 15 September 2024, the Company entered into a subscription agreement with Manukura, pursuant to which the Company has conditionally agreed to allot and issue, and Manukura has conditionally agreed to subscribe for, an aggregate of 800,000,000 subscription shares at a subscription price of HK\$0.076 per subscription share under the general mandate granted by the shareholders at the annual general meeting of the Company (the "Subscription"). The Subscription was completed on 25 October 2024 and a total of 800,000,000 subscription shares have successfully been allotted and issued to Manukura at the subscription price of HK\$0.076 per subscription share. The proceeds of approximately HK\$60,800,000 (equivalent to approximately RMB55,661,000), of which approximately HK\$8,000,000 (equivalent to approximately RMB7,324,000) was credited to the Company's equity under share capital and the remaining balance of approximately HK\$52,800,000 (equivalent to approximately RMB48,337,000) was credited to the Company's equity under share premium account. The subscription shares rank pari passu with all existing shares in all respects. Details are set out in the Company's announcements dated 15 September 2024, 21 October 2024 and 25 October 2024.

For the Potential Acquisition did not proceed, the uses of net proceeds have been revised. Details are set out in the Company's announcements dated 25 October 2024 and 19 November 2025.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

16. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the balances and transactions disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

Transactions with companies under the control of a director of the Company

		Six months ended 30 September	
	Note	2025 <i>RMB'000</i> (Unaudited)	2024 <i>RMB'000</i> (Unaudited)
Sales of goods		1,001	2,321
Import and export handling charges	(i)	4,764	7,079
Rental payment for operating leases and in respect of the recognised lease liabilities (net of VAT)		7,356	8,207
Interest expenses	(ii)	897	844

Notes:

- (i) Pursuant the import agency agreement and export agency agreement (collectively, the "agreements") between the Group and the related party, the related party provided import and export agency services to the Group. The gross transaction amount under the agreements amounted to RMB488.6 million (six months ended 30 September 2024: RMB727.1 million).
- (ii) Interest expenses represented interest charges on loans received from related parties.

As disclosed in Note 14, certain of the Group's bank and other loans were guaranteed by related parties of the Company.

17. COMMITMENTS

At 30 September 2025, the outstanding capital commitments of the Group not provided for in the condensed consolidated financial statements were as follows:

	At 30 September 2025 <i>RMB'000</i> (Unaudited)	At 31 March 2025 <i>RMB'000</i> (Audited)
Commitments in respect of plant and machinery		
– Contracted for	157	270

18. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(a) Financial assets and liabilities measured at fair value

(i) Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the Reporting Period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

(ii) *Information about Level 3 fair value measurements*

The fair value of the Group's financial assets at FVPL is determined using the discounted cash flow model and the significant unobservable input used in the fair value measurement is discount rate, ranged from 4.45% to 13.61% for the six months ended 30 September 2025 (year ended 31 March 2025: 4.31% to 6.56%). The fair value measurement is negatively correlated to the discount rate. As at 30 September 2025, it is estimated that with all other variables held constant, an increase/decrease in the discount rate by 5% would have decreased/increased the Group's profit by RMB6,891,000 (year ended 31 March 2025: RMB4,363,000).

The movement during the period in the balance of the Level 3 fair value measurement is as follow:

	Six months ended 30 September 2025 <i>RMB'000</i> (Unaudited)	Year ended 31 March 2025 <i>RMB'000</i> (Audited)
Financial assets at FVPL		
At 1 April	783,221	799,094
Payment for purchase	-	800,000
Changes in fair value recognised in profit or loss during the period/year	(49,702)	(16,779)
Proceeds from sales	(80)	(799,094)
At 30 September/31 March	<u>733,439</u>	<u>783,221</u>

(b) **Fair value of financial assets and liabilities carried at other than fair value**

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at 30 September 2025 and 31 March 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL HIGHLIGHTS

General Information

The Group's operations consist of four segments: (i) manufacturing and trading business; (ii) retail business; (iii) wholesale business; and (iv) investments holding business. These segments collectively recorded revenue of approximately RMB1,115.9 million for the Reporting Period, representing a decrease of 20.6% when compared to the revenue of approximately RMB1,405.6 million recorded in the corresponding period last year. The net profit for the Reporting Period amounted to approximately RMB44.6 million when compared to the net loss of approximately RMB26.2 million recorded in the corresponding period last year.

The Group's basic and diluted earnings per share for the Reporting Period were both RMB0.5 cents, while the Group's basic and diluted loss per share for the corresponding period last year were both RMB0.3 cents.

Net Assets, Liquidity and Financial Resources

As at 30 September 2025, the Group's net assets increased to approximately RMB2,528.8 million (31 March 2025: RMB2,482.2 million), resulting in a net asset value per share of RMB28.6 cents (31 March 2025: RMB28.1 cents). The increase in net assets was primarily attributed to the profit earned for the Reporting Period.

As at 30 September 2025, the Group's total assets amounted to approximately RMB4,038.8 million (31 March 2025: RMB4,198.3 million), including cash and bank deposits of approximately RMB1,072.3 million (31 March 2025: RMB976.2 million). Bank and other loans amounted to approximately RMB702.2 million (31 March 2025: RMB795.2 million). The Group's debt-to-equity ratio (bank loans and other borrowings over total equity) decreased from 32.0% as at 31 March 2025 to 27.8% as at 30 September 2025, such decrease mainly due to the decrease of bank loans during the Reporting Period.

Most of the Group's business transactions were conducted in RMB and US\$. As at 30 September 2025, the Group's major borrowings included bank loans, which had an outstanding balance of approximately RMB663.4 million (31 March 2025: RMB756.5 million). The loans from shareholders was approximately RMB38.8 million (31 March 2025: RMB38.7 million). All of the Group's borrowings are denominated in RMB, HK\$, and US\$.

Pledge of Assets

As at 30 September 2025, the Group's leasehold land and buildings and investment properties, with a carrying amount of approximately RMB253.8 million (31 March 2025: RMB262.8 million), were pledged as collateral to secure the Group's bank loans and facilities. Bank deposits amounting to approximately RMB157.9 million (31 March 2025: RMB251.0 million) were pledged as collateral for the Group's bank loans and bills and security performance.

Capital Expenditure and Commitments

The Group will continue to allocate a reasonable amount of resources towards enhancing operational efficiency and meeting the needs of its customers and the demands of the market. To achieve these goals, the Group plans to optimise the utilisation of its assets and improve its capital assets. Funding for these initiatives primarily come from trading revenue generated from operations and bank borrowings. The Group will also explore alternative debt and equity financing options to support its growth and expansion plans.

As at 30 September 2025, the Group had total capital commitments in respect of acquisition of plant and machinery of approximately RMB0.2 million (31 March 2025: RMB0.3 million).

Investment Policy

The Group has substantial financial resources, which are intended to be retained for future possible acquisition whenever such opportunities arise. Nevertheless, while the Group is still endeavouring to identify suitable acquisition opportunities, those financial resources are inevitably left idle. The Group considers to be appropriate to fully utilize those idle funds to increase the Group's income.

In deciding whether to purchase a financial asset, such as wealth management products, the Group will consider, among other things, the following:

- (i) the Group treats protection of its capital as of utmost importance and does not engage in any high-risk investment nor leveraged investment;
- (ii) the financial assets only comprise of national debts, financial debts, central bank bills, bank wealth management, deposits as well as state-owned enterprise bonds and trust products with high ratings, which generates relatively stable dividend income;
- (iii) the background and financial condition of the financial assets;

- (iv) the historical return of the financial assets;
- (v) the rating of the financial assets;
- (vi) the level of risk and expected return of the financial assets when compared with similar financial products available in the market;
- (vii) the expected maturity dates of the financial assets; and
- (viii) the Group's cash management and working capital level against the maturity dates of the financial assets.

All investments in financial assets shall be made in compliance with the requirements and restrictions under the applicable laws, regulations and rules (including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

It is submitted that, by utilizing the idle funds in a proper and disciplined manner, it can generate extra income for the Group, which in turn optimise shareholder returns and enhance shareholder value accordingly.

The Company has adopted a dividend policy, pursuant to which the Company may declare and distribute dividends to the shareholders, provided that the Group is profitable and having retained adequate reserves for future growth. In proposing any dividend payout, the Board shall take into account various factors, including (i) the Group's current and future operations; (ii) the Group's capital requirements; (iii) the Group's liquidity position; (iv) the Group's debt to equity ratios and the debt level; (v) retained earnings and distributable reserves of the Company and each of the other members of the Group; (vi) statutory and regulatory restrictions; (vii) other internal or external factors that may have an impact on the business or financial performance and positions of the Company; and (viii) other factors that the Board deems relevant.

The Group will only use its idle funds to invest in financial assets. The Group does not use any cash generated in the ordinary course of business to invest in financial assets. Nevertheless, in the event that the Group identifies any good acquisition opportunities (such as acquisition of another business), it may consider realizing some of the financial assets and use the same for such acquisition. Up to the date of this report, the Group has not identified any suitable acquisition target.

Significant Investments

As at 30 September 2025, the Group held investments primarily in (i) investment properties of approximately RMB243.0 million (31 March 2025: RMB243.6 million), which represented nine properties (31 March 2025: eight properties) situated in Ningbo and rented out under operating leases. The investment properties in aggregate constituted approximately 6.0% of the Group's total assets as at 30 September 2025 (31 March 2025: 5.8%); and (ii) financial assets at fair value through profit or loss of approximately RMB733.4 million (31 March 2025: RMB783.2 million), which represented the financial products offered by National Trust Company Limited ("National Trust"). As at 30 September 2025, the fair value of the financial products in aggregate constituted approximately 18.2% (31 March 2025: 18.7%) of the Group's total assets. The Group did not hold any other significant investment with a value of 5% or more of the Group's total assets.

Investment Properties

The Group's investment properties in Ningbo, the PRC, comprising shopping arcade, retail shops, and warehouse, are rented out under operating leases to generate long-term rental yields. These investment properties are measured at fair value on a recurring basis. During the Reporting Period, the Group recorded a valuation loss of approximately RMB0.6 million (six months ended 30 September 2024: RMB203.8 million) on its investment properties due to the signs of stabilisation for the Reporting Period but still affected by the high vacant rate and continued downward trend in property market environment. As at 30 September 2025, the investment properties were valued at approximately RMB243.0 million (31 March 2025: RMB243.6 million), constituting 6.0% (31 March 2025: 5.8%) of the Group's total assets. As at the date of this report, the Group plans to continue holding these investment properties for long-term rental yields.

* English name is for identification purpose only.

Financial Assets

National Trust is a licensed financial institution in the PRC and principally engaged in the asset management and provision of financial products in the PRC.

國民信托申鑫85號單一資金信託 (National Trust Shenxin No.85 Single Fund Trust*) is a standalone trust (單一類信託) and as at 30 September 2025, its underlying assets include (i) Deposit at the amount of RMB9.92 million; (ii) 寧銀理財寧欣日日薪固定收益類日開理財55號產品 (Bank of Ningbo Ningxin Fixed Income Open-end Wealth Management Product No.55*) at the amount of RMB80 million with an expected yield of 2.48%; (iii) 昆明市文旅集團有限責任公司 (Kunming Culture and Tourism Group Co., Ltd.*), a company established in the PRC in 2021 with its registered office located in Kunming City, Yunnan Province, PRC and principally engages in public facilities management, the business scope may also include agriculture, forestry, animal husbandry and fishery, at the amount of RMB160 million with an expected yield of 4.8%; (iv) 嵊州市經濟開發區投資有限公司 (Shengzhou Economic Development Zone Investment Co., Ltd.*), a company established in the PRC in 2001 with its registered office located in Shengzhou City, Zhejiang Province, PRC and principally engages in real estate and development zone infrastructure investment, property management, parking services and other businesses, at the amount of RMB200 million with an expected yield of 4.8%; and (v) 成都經開國投集團有限公司 (Chengdu ETDZ State-owned Investment Group Co., Ltd.*), a company established in the PRC in 2005 with its registered office located in Chengdu City, Sichuan Province, PRC and principally engages in investment and asset management, at the amount of RMB350 million with an expected yield of 4.95%.

* English name is for identification purpose only.

Purchase of the financial products has been one of the means by the Group's management to increase the Group's income. The Group utilized certain idle funds to subscribe for certain financial products from National Trust. The Group's investment policies for the investments in financial products are formulated with reference to rating of the financial products. Given that (i) the National Trust financial products are regular return products with historical annual rate of return ranging from 4.55% to 4.93%; and (ii) the historical rate of return the financial products offered by National Trust and subscribed by 寧波新江廈連鎖超市有限公司 (Ningbo New JoySun Supermarket Chain Limited*) and 寧波新江廈股份有限公司 (Ningbo New JoySun Corp.*) separately between April 2020 and September 2020 has been stable, the Board considers the risk of the investment in the National Trust's financial products is relatively low.

On 30 September 2024, the Group entered into agreement to subscript the respective terms of the National Trust's financial products at the maximum subscription amount of RMB800,000,000 for a term of 36 months commenced from the respective commencement dates. For details of the subscription of the financial products, please refer to the announcements of the Company dated 30 September 2024 and 23 October 2024 and the circular of the Company dated 24 October 2024.

Exposure to Foreign-Exchange Fluctuations

The Company utilises the RMB as its functional currency, and the Group's monetary assets and liabilities are primarily denominated in RMB, HK\$, and US\$. The Group acknowledges that its exposure to foreign currency fluctuations is closely linked to the performance of the RMB exchange rate. However, as the RMB has not yet achieved international hard currency status, there are currently no effective methods available to hedge this risk for the Group's size and cash flow pattern.

As the Government of the PRC is driving RMB to get more internationalised and towards free floating in the future, we expect more hedging tools will be available in the currency market. The Group will monitor closely the development of currency policy of the PRC Government and the availability of the hedging tools which are appropriate for the operations of manufacturing business in this respect.

Segment Information

The Group comprises of the manufacturing and trading business, retail business, wholesale business, and investment holding business.

In terms of geographical segmentation, the Group's main markets consist of the PRC, Europe, and the United States, which collectively accounted for 95.9% (six months ended 30 September 2024: 96.7%) of the Group's total revenue during the Reporting Period. Among these markets, with the PRC contributed 55.5% (six months ended 30 September 2024: 46.6%) of the Group's revenue while Europe and the United States contributed 40.4% (six months ended 30 September 2024: 50.1%). The remaining 4.1% (six months ended 30 September 2024: 3.3%) was generated from other markets.

Contingent Liabilities

The Group had no significant contingent liabilities as at 30 September 2025.

Employee Information

As at 30 September 2025, the Group have a workforce of 1,002 (male: 480; female: 522) employees (31 March 2025: 1,107 (male: 526; female: 581) employees) who work at the chain stores, offices and factories situated in Hong Kong and the PRC. The Group provided its employees with competitive remuneration packages that were aligned with their responsibilities, qualifications, experience, and performance. In addition to offering competitive compensation, the Group provided its employees with opportunities for continuing professional development, including providing management skills workshops, practical seminars for knowledge updates, on-the-job training, and safety training programs.

Review of Operations

During the Reporting Period, the Group recorded a net profit of approximately RMB44.6 million, compared to a net loss of approximately RMB26.2 million in the corresponding period last year. The increase in profit were mainly attributed to the following reduction: (i) the net valuation loss on investment properties of approximately RMB0.6 million compared to approximately RMB203.8 million in the corresponding period last year; and (ii) the impairment losses on financial assets and contract assets of approximately RMB43.7 million compared to approximately RMB73.7 million in the corresponding period last year.

Revenue

During the Reporting Period, the Group recorded revenue of approximately RMB1,115.9 million, representing a decrease of 20.6% when compared with the revenue of approximately RMB1,405.6 million recorded for the corresponding period last year.

Manufacturing and Trading Business

During the Reporting Period, the manufacturing and trading business segment generated revenue of approximately RMB531.0 million, representing a decrease of 30.9% compared to the corresponding period last year's revenue of approximately RMB768.7 million. The manufacturing and trading business segment recorded a retreat in revenue because US tariffs have severely affected manufacturing and trading business by increasing export costs and causing customers to shift away from PRC in favor of Southeast Asian countries. Competition in overseas markets is even greater and our management team is focused on identifying and capturing new opportunities.

Retail Business

The revenue in the Group's retail business for the Reporting Period decreased by 4.6% to approximately RMB110.8 million, compared to approximately RMB116.2 million in the corresponding period last year. The decline in revenue was primarily due to increasing move to retail online shopping, e-commerce and large supermarket chains.

Wholesale Business

The revenue in the Group's wholesale business increased by 2.2% to approximately RMB511.0 million, compared to approximately RMB500.2 million in the corresponding period last year. The wholesale business in wines and beverages increase due to the enhancement of customer service and the result of hard work for sales team of wines and beverages. The electrical appliances segment, particularly heating, ventilation, and air conditioning (HVAC), recorded a decrease in revenue due to the sluggishness of property market in PRC.

Investments Holding Business

The Group's investment income amounted to approximately RMB(36.9) million during the Reporting Period (six months ended 30 September 2024: RMB20.5 million).

PROSPECTS

Strengthening our competence and competitiveness in the Manufacturing and Trading Business

Despite increasing risk and uncertainty arising from reciprocal tariff-related challenges, inflation and ongoing regional conflicts, the Group maintain provisional optimism in its manufacturing and trading business for profitability and growth. The business environment is still hampered by significant headwinds, including rising in geopolitical tensions, high interest rate environment and ongoing, inflationary pressures on raw materials, delivery costs and labor. In response to the evolving conditions and to maintain its competitive edge, the Group proactively explores the overseas markets, adjusts our domestic marketing strategy, and will continue to implement cost control measures, including integrating and realigning management and sales resources, as well as making structural changes in procurement and manufacturing planning.

The Group goes to continue its commitment to developing and introducing innovative products that cater to the evolving needs of our diverse customer base. By expanding into both existing and emerging markets, we aim to achieve ongoing growth and enhance our overall performance. Our focus on higher-margin products and customers will further elevate our business and financial success.

Optimization of retail business and maintaining steady growth of wholesale business

Customer consumption patterns evolve and online shopping becomes increasingly prevalent which is unlikely to change in the near future. Retail businesses must adapt to stay relevant. The group dynamically adjusted its promotion strategy, prudently implementing orderly discounts to capitalise on sales opportunities. Additionally, sourcing fresh food directly from suppliers helps us manage costs while still providing high-quality products that offer great value to consumers.

The national real estate market is still struggling. Market confidence in companies is remain fragile, even with government support, the recovery of market confidence still requires time. The Group's wholesale business segment, particularly the heating, ventilation, and air-conditioning (HVAC) wholesale sector, will continue to face challenges due to the continued sluggish real estate market, which may heighten the risks associated with debt collection. Nevertheless, the Group remains committed to a strategy of steady development in the HVAC wholesale business, carefully monitoring macroeconomic policy directions, default risks, and opportunities for business growth.

The Group will closely monitor the fluctuations in US-China Trade War, global financial markets and industry risks, ensuring effective communication with our clients. We will make timely adjustments to our sales and purchasing strategies as necessary to support our objective of sustained business growth and performance enhancement.

OTHER INFORMATION

DIRECTOR'S AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

Name	Capacity	Approximate percentage of the issued share capital of the Company	
		Number of shares/ underlying shares	(Note 1)

Mr Li Lixin Note 2 2,755,137,680 (L) 31.15%

Note 1: (L) denotes long positions

Note 2: Mr Li Lixin's interest in 2,755,137,680 shares is held as to 17,822,000 shares personally, and 2,737,315,680 shares through Lisi Manufacturing Co., Limited, the entire issued share capital of which is wholly owned by Mr Li Lixin.

Save as disclosed above, none of the Directors and chief executive of the Company nor their associates had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which each of them has taken or deemed to have taken under the SFO), or which would be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein, or which would be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange as at 30 September 2025.

SUBSTANTIAL SHAREHOLDERS

Name	Capacity	Number of shares/ underlying shares (Note)	Approximate percentage of the issued share capital of the Company
Lisi Manufacturing Co., Limited	Beneficial owner	2,737,315,680 (L)	30.95%
Cheng Weihong	Interest in controlled corporation	1,849,407,702 (L) 398,000,000 (\$)	22.99% 4.95%
Tong Shiping	Interest of spouse	1,849,407,702 (L) 398,000,000 (\$)	22.99% 4.95%
Mighty Mark Investments Limited	Beneficial owner	956,407,702 (L)	11.89%
Hopeful Glad Limited	Beneficial owner	893,000,000 (L) 398,000,000 (\$)	11.10% 4.95%
Poly Platinum Enterprises Limited	Person having a security interest in shares/interest in controlled corporation	883,728,000 (L)	9.99%
Greater Bay Area Homeland Development Fund (GP) Limited	Person having a security interest in shares/interest in controlled corporation	883,728,000 (L)	9.99%
Greater Bay Area Homeland Investments Limited	Person having a security interest in shares/interest in controlled corporation	883,728,000 (L)	9.99%
David Alexia Eleni	Interest in controlled corporation	800,000,000 (L)	9.05%
Manukura (CMCI) Limited	Beneficial owner	800,000,000 (L)	9.05%
Magician Investments (BVI) Limited	Interest in controlled corporation	800,000,000 (L)	9.05%
More Concept Limited	Person having a security interest in shares	800,000,000 (L)	9.05%

Note: (L) denotes long positions. (\$ denotes short positions.

Save as disclosed herein, as at 30 September 2025, the Directors are not aware of any other persons (not being a Director or chief executive of the Company) who had or was deemed to have any interests or short positions in the shares or underlying shares which was required to be notified to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

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

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

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to striving good corporate governance practices and emphasising on transparency and accountability to its shareholders and stakeholders for enhancing investor confidence. Throughout the Reporting Period, the Company has adopted and complied with all the code provisions as set out in the Corporate Governance Code ("CG Code") as set forth in Appendix C1 to the Listing Rules, save and except for the deviations from code provision Part 2 C.2.

Code provision Part 2 C.2

Code Provision Part 2 C.2 provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the Reporting Period, the Group has not had the position of chief executive. Although the Group has not designated any person as chief executive, the Board have met regularly to consider major matters regarding the operations of the Group. After evaluating the current board composition, the Board is of the opinion that the present composition and arrangement of the Board is appropriate and in the best interests of the Company in view of carrying out the policies and operation of the Company.

In order to protect and enhance the benefits of the shareholders, the Board and the senior management will continue to monitor and review the governance policies so as to ensure that the Company will fully comply with the requirements as set out in the CG Code.

AUDIT COMMITTEE

The Company has an audit committee (the "Audit Committee") which was established in compliance with Rule 3.21 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee consists of three members, namely Ms Chen Wei (appointed on 31 July 2025), Mr Shin Yick Fabian (resigned on 31 July 2025), Mr He Chengying and Mr Kwong Kwan Tong, all of them are independent non-executive Directors. The chairman of the Audit Committee is Ms Chen Wei (appointed on 31 July 2025) and Mr Shin Yick Fabian (resigned on 31 July 2025) respectively. The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2025 have been reviewed by the Audit Committee. The Audit Committee is of the view that such results are prepared in accordance with applicable accounting standards, rules and regulations and appropriate disclosures have been duly made.

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 of the Listing Rules as the code of conduct regarding Directors' securities transactions. Upon specific enquiries being made with all the Directors, each of them have confirmed that they have fully complied with the required standards set out in the Model Code throughout the Reporting Period in relation to their securities dealings.

INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 30 September 2025.

EVENTS AFTER THE REPORTING PERIOD

No significant event has taken place subsequent to 30 September 2025 and up to the date of this interim report.

PUBLICATION OF THE FURTHER INFORMATION

The 2025/2026 interim report of the Company will be published on the websites of both the Stock Exchange and the Company and shall be dispatched to shareholders of the Company in a timely manner.

By Order of the Board
LISI GROUP (HOLDINGS) LIMITED
Li Lixin
Chairman and Executive Director



LISI GROUP (HOLDINGS) LIMITED
利時集團(控股)有限公司

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