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Zhongshi Minan Holdings Limited

中食民安控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8283)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2025

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (collectively the “**Directors**” or individually a “**Director**”) of Zhongshi Minan Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”, “**we**”, “**our**” or “**us**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

The board of Directors (the “**Board**”) of the Company is pleased to announce the audited consolidated results of the Group for the year ended 31 December 2025 together with the comparative figures for the year ended 31 December 2024 are as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	<i>Notes</i>	2025 S\$'000	2024 S\$'000
Revenue	4	17,735	18,866
Other income and gains	4	307	2,309
Cost of materials		(9,012)	(9,330)
Marketing and advertising expenses		(894)	(868)
Employee benefits expenses		(6,282)	(5,799)
Depreciation of property, plant and equipment		(256)	(219)
Depreciation of right-of-use assets		(1,066)	(760)
Amortisation of intangible assets		(4)	(4)
Impairment losses on financial assets, net		(1,020)	(67)
Finance costs	6	(185)	(168)
Other expenses		(3,648)	(2,800)
(LOSS)/PROFIT BEFORE TAX	5	(4,325)	1,160
Income tax expense	7	–	(129)
(LOSS)/PROFIT FOR THE YEAR		(4,325)	1,031
OTHER COMPREHENSIVE EXPENSE			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
Exchange differences on translation of foreign operations		(168)	(6)
TOTAL COMPREHENSIVE (EXPENSE)/ INCOME FOR THE YEAR		(4,493)	1,025
(Loss)/profit for the year attributable to:			
– Owners of the Company		(4,073)	1,492
– Non-controlling interests		(252)	(461)
		(4,325)	1,031

	<i>Note</i>	2025 <i>S\$'000</i>	2024 <i>S\$'000</i>
Total comprehensive (expense)/income for the year attributable to:			
– Owners of the Company		(4,241)	1,449
– Non-controlling interests		(252)	(424)
		(4,493)	1,025

		2025 <i>S cents</i> <i>per share</i>	2024 <i>S cents</i> <i>per share</i> (Restated)
(LOSS)/EARNINGS PER SHARE			
ATTRIBUTABLE TO OWNERS OF			
THE COMPANY	9		
– Basic		(5.74)	2.71
– Diluted		N/A	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	<i>Notes</i>	2025 <i>S\$'000</i>	2024 <i>S\$'000</i>
NON-CURRENT ASSETS			
Property, plant and equipment		2,620	2,577
Right-of-use assets		1,356	1,414
Intangible assets		13	17
Financial assets at fair value through profit or loss		568	530
Prepayments, other receivables and other assets		1,735	1,126
Total non-current assets		6,292	5,664
CURRENT ASSETS			
Financial assets at fair value through profit or loss		2,652	1,505
Inventories		1,266	1,215
Trade receivables	10	1,831	1,064
Prepayments, other receivables and other assets		9,934	7,164
Cash and cash equivalents		2,172	5,351
Total current assets		17,855	16,299
CURRENT LIABILITIES			
Trade and other payables	11	10,589	8,892
Bank and other borrowings		2,439	580
Contract liabilities		726	863
Tax payable		20	61
Total current liabilities		13,774	10,396
NET CURRENT ASSETS		4,081	5,903
TOTAL ASSETS LESS CURRENT LIABILITIES		10,373	11,567

	2025 <i>S\$'000</i>	2024 <i>S\$'000</i>
NON-CURRENT LIABILITIES		
Provisions	413	413
Contract liabilities	225	317
Bank and other borrowings	1,686	2,012
Deferred tax liabilities	12	12
	<hr/>	<hr/>
Total non-current liabilities	2,336	2,754
	<hr/>	<hr/>
NET ASSETS	8,037	8,813
	<hr/> <hr/>	<hr/> <hr/>
EQUITY		
Share capital	1,269	900
Reserves	7,087	7,980
	<hr/>	<hr/>
Equity attributable to owners of the Company	8,356	8,880
Non-controlling interests	(319)	(67)
	<hr/>	<hr/>
TOTAL EQUITY	8,037	8,813
	<hr/> <hr/>	<hr/> <hr/>

NOTES

1. CORPORATE AND GROUP INFORMATION

Zhongshe Minan Holding Limited (the “**Company**”) is an exempted company with limited liability incorporated in the Cayman Islands on 17 March 2016. The registered office of the Company is at the offices of Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business in Hong Kong under Part 16 of the Companies Ordinance (Cap. 622) is at Room E, 15th Floor, Leahander Centre, 28 Wang Wo Tsai Street, Tsuen Wan, New Territories, Hong Kong. The information of shareholders are disclosed in the directors’ report to the annual report.

During the year, the Company and its subsidiaries (collectively referred to as the “**Group**”) were involved in the following principal activities:

- maintenance and repair of passenger cars
- modification, tuning and grooming of the performance or appearance of passenger cars and trading of spare parts and accessories
- provision of motor finance services
- trading of passenger cars
- development, manufacturing, consultancy and sale of food and kitchen appliances and brand management services

2. MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of Preparation

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards which comprise standards and interpretations approved by the International Accounting Standards Board (the “**IASB**”), and International Accounting Standards (“**IASs**”) and Standing Interpretations Committee Interpretations approved by the International Accounting Standards Committee that remain in effect. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss, which has been measured at fair value. These consolidated financial statements are presented in the Singapore dollar (“**SGD**” or “**S\$**”) which is also the functional currency of the Company and all values are rounded to the nearest thousand (“**S\$’000**”) except when otherwise indicated.

2.2 Changes in Accounting Policies and Disclosures

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

In the current year, the Group has applied the following amendments to an IFRS Accounting Standard as issued by the IASB for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2025 for the preparation of the consolidated financial statements:

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

2.3 Issued but not yet effective IFRS Accounting Standards

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

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

Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments²</i>
Amendments to IFRS 9 and IFRS 7	<i>Contracts Referencing Nature-dependent Electricity²</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture¹</i>
Amendments to IFRS Accounting Standards	<i>Annual Improvements to IFRS Accounting Standards – Volume 11²</i>
IFRS 18	<i>Presentation and Disclosure in Financial Statements³</i>
Amendments to IAS 21	<i>Translation to a Hyperinflationary Presentation Currency³</i>

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

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

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

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

IFRS 18 Presentation and Disclosure in Financial Statements

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

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after January 1, 2027, with early application permitted. IFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss.

3. OPERATING SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the chief operating decision maker (“**CODM**”), which has been identified as the executive directors of the Company, that are used to make strategic decisions.

For management purposes, the Group is organized into business units based on their products and services, and has three reportable segments as follows:

- i. The maintenance and repair services segment relates to the repair of manufacturer’s defects, replacement of parts due to wear and tear, or repair of damage resulting from accidents. Maintenance and repair services are typically charged based on the labour time and cost of parts incurred (“**Maintenance and repair services**”).
- ii. The modification, tuning and grooming services and trading of spare parts and accessories segment relates to the modification, tuning and grooming of the performance or appearance of passenger cars and the trading of spare parts and accessories (“**Modification, tuning and grooming services and trading of spare parts and accessories**”).
- iii. The development, manufacturing and sale of food and kitchen appliances and brand management services segment (“**Food and kitchen**”).
- iv. The “others” segment comprises, principally, the provision of motor finance services.

Management monitors the operating results of the Group’s business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss which in certain respects, as explained in the tables below, is measured differently from the consolidated financial statements. Income tax are managed on a group basis and are not allocated to operating segments.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated expenses and income comprise expenses and other sources of income which are not directly attributable to the identified segments.

Inter-segment sales and transfers are on terms’ agreement in a manner similar to transactions with third parties at the then prevailing market prices. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

Year ended 31 December 2025

	Maintenance and repair services S\$'000	Modification, tuning and grooming services and trading of spare parts and accessories S\$'000	Food and kitchen S\$'000	Others S\$'000	Adjustments and eliminations S\$'000	Total S\$'000
Revenue:						
External customers	13,885	2,786	948	116	-	17,735
Inter-segment	77	60	-	180	(317)	-
	<u>13,962</u>	<u>2,846</u>	<u>948</u>	<u>296</u>	<u>(317)</u>	<u>17,735</u>
Results:						
Cost of materials	(6,320)	(1,866)	(949)	-	123	(9,012)
Marketing and advertising expenses	(23)	(1)	(189)	(681)	-	(894)
Employee benefits expenses	(4,846)	(932)	(182)	(322)	-	(6,282)
Depreciation and amortisation expenses	(969)	(202)	(269)	(51)	165	(1,326)
Impairment losses on financial assets, net	(858)	(3)	(159)	-	-	(1,020)
Other expenses	(2,135)	(140)	(339)	(344)	169	(2,789)
Segment loss	<u>(1,189)</u>	<u>(298)</u>	<u>(1,139)</u>	<u>(1,102)</u>	<u>140</u>	<u>(3,588)</u>
Unallocated other expenses						(859)
Unallocated other income and gains						307
Unallocated finance costs						<u>(185)</u>
Loss before tax						(4,325)
Income tax expense						<u>-</u>
Loss for the year						<u>(4,325)</u>

Year ended 31 December 2024

	Maintenance and repair services S\$'000	Modification, tuning and grooming services and trading of spare parts and accessories S\$'000	Food and kitchen S\$'000	Others S\$'000	Adjustments and eliminations S\$'000	Total S\$'000
Revenue:						
External customers	14,281	3,001	1,381	203	–	18,866
Inter-segment	91	72	–	180	(343)	–
	<u>14,372</u>	<u>3,073</u>	<u>1,381</u>	<u>383</u>	<u>(343)</u>	<u>18,866</u>
Results:						
Cost of materials	(6,646)	(1,935)	(912)	–	163	(9,330)
Marketing and advertising expenses	(92)	(22)	(754)	–	–	(868)
Employee benefits expenses	(4,301)	(1,071)	(242)	(133)	–	(5,747)
Depreciation and amortisation expenses	(905)	(185)	(9)	(50)	166	(983)
Impairment losses on financial assets, net	(5)	(29)	(33)	–	–	(67)
Other expenses	(1,949)	(148)	(486)	(407)	876	(2,114)
Segment profit/(loss)	<u>474</u>	<u>(317)</u>	<u>(1,055)</u>	<u>(207)</u>	<u>862</u>	(243)
Unallocated other expenses						(686)
Unallocated other income and gains						2,309
Unallocated employee benefits expenses						(52)
Unallocated finance costs						<u>(168)</u>
Profit before tax						1,160
Income tax expense						<u>(129)</u>
Profit for the year						<u><u>1,031</u></u>

As at 31 December 2025

	Maintenance and repair services S\$'000	Modification, tuning and grooming services and trading of spare parts and accessories S\$'000	Food and kitchen S\$'000	Others S\$'000	Adjustments and eliminations S\$'000	Total S\$'000
Assets:						
Property, plant and equipment	472	236	2	1,910	-	2,620
Right-of-use assets	842	257	670	-	(413)	1,356
Intangible assets	-	-	13	-	-	13
Other segment assets	11,727	4,047	5,365	9,292	(13,213)	17,218
Segment assets	<u>13,041</u>	<u>4,540</u>	<u>6,050</u>	<u>11,202</u>	<u>(13,626)</u>	21,207
Unallocated assets*						<u>2,940</u>
Total assets						<u>24,147</u>
Liabilities:						
Segment liabilities	<u>5,063</u>	<u>1,550</u>	<u>10,548</u>	<u>2,634</u>	<u>(9,798)</u>	9,997
Unallocated liabilities*						<u>6,113</u>
Total liabilities						<u>16,110</u>
Other segment information						
Additions to non-current assets**	<u>24</u>	<u>274</u>	<u>-</u>	<u>1</u>	<u>-</u>	<u>299</u>

* The unallocated assets mainly include corporate assets. The unallocated liabilities mainly include corporate liabilities, tax payable and deferred tax liabilities.

** Additions to non-current assets consist of additions to property, plant and equipment, intangible assets and exclude financial instruments.

As at 31 December 2024

	Maintenance and repair services S\$'000	Modification, tuning and grooming services and trading of spare parts and accessories S\$'000	Food and kitchen S\$'000	Others S\$'000	Adjustments and eliminations S\$'000	Total S\$'000
Assets:						
Property, plant and equipment	588	25	–	1,964	–	2,577
Right-of-use assets	1,611	384	–	–	(581)	1,414
Intangible assets	–	–	17	–	–	17
Other segment assets	12,676	4,078	2,113	7,325	(9,754)	16,438
Segment assets	<u>14,875</u>	<u>4,487</u>	<u>2,130</u>	<u>9,289</u>	<u>(10,335)</u>	20,446
Unallocated assets*						<u>1,517</u>
Total assets						<u>21,963</u>
Liabilities:						
Segment liabilities	<u>7,010</u>	<u>983</u>	<u>5,822</u>	<u>3,198</u>	<u>(8,171)</u>	8,842
Unallocated liabilities*						<u>4,308</u>
Total liabilities						<u>13,150</u>
Other segment information						
Additions to non-current assets**	<u>210</u>	<u>24</u>	<u>21</u>	<u>–</u>	<u>–</u>	<u>255</u>

* The unallocated assets mainly include corporate assets. The unallocated liabilities mainly include corporate liabilities, tax payable and deferred tax liabilities.

** Additions to non-current assets consist of additions to property, plant and equipment and exclude financial instruments.

Information about Major Customers

Since none of the Group's sales to a single customer accounted for 10% or more of the Group's total revenue during the year, no major customer information is presented in accordance with IFRS 8 Operating Segment.

Geographical Information

(a) Revenue

	2025	2024
	S\$'000	S\$'000
Geographical information		
Singapore	15,248	16,312
Mainland China	1,286	1,812
Other Asia-Pacific countries	1,201	742
	<u>17,735</u>	<u>18,866</u>

(b) Non-current assets

	2025	2024
	S\$'000	S\$'000
Geographical information		
Singapore	5,038	5,115
Mainland China	686	19
	<u>5,724</u>	<u>5,134</u>

The revenue information is based on the locations of the customers and the non-current assets information is based on the locations of the assets and excludes financial assets at fair value through profit or loss.

4. REVENUE, OTHER INCOME AND GAINS

Revenue represents services rendered to customers and invoiced trading sales for the year.

An analysis of revenue is as follows:

	2025 <i>S\$'000</i>	2024 <i>S\$'000</i>
Revenue from contracts with customers		
– Maintenance and repair services	13,885	14,281
– Modification, tuning and grooming services and trading of spare parts and accessories	2,786	3,001
– Sale of food and kitchen appliances	102	898
– Brand management services	846	483
	<u>17,619</u>	<u>18,663</u>
Revenue from other sources		
– Provision of motor finance services	116	203
	<u>17,735</u>	<u>18,866</u>

Analysis of other income and gains is as follow:

	2025 <i>S\$'000</i>	2024 <i>S\$'000</i>
Other income and gains		
Government grants*	33	20
Rental income	101	111
Commission income from sales of passenger cars	21	15
Administrative income	112	84
Gain on disposal of property, plant and equipment	–	134
Gain on disposal of a subsidiary	–	1,850
Gain on deregistration of subsidiaries	–	46
Others	40	49
	<u>307</u>	<u>2,309</u>

* The amount mainly represents rewards or subsidies under the Productivity and Innovation Credit Scheme and the Wage Credit Scheme which were received from the Singapore government. There are no unfulfilled conditions or contingencies relating to these grants.

(i) **Disaggregated Revenue Information**

For the year ended 31 December 2025

	Maintenance and repair services S\$'000	Modification, tuning and grooming services and trading of spare parts and accessories S\$'000	Food and kitchen S\$'000	Others S\$'000	Total S\$'000
Type of goods or services					
Sale of goods of industrial products	–	2,474	–	–	2,474
Rendering of services	13,704	312	–	–	14,016
Provision of motor finance services	–	–	–	116	116
Sale of extended warranty	181	–	–	–	181
Sale of food and kitchen appliances	–	–	102	–	102
Brand management service	–	–	846	–	846
	<u>13,885</u>	<u>2,786</u>	<u>948</u>	<u>116</u>	<u>17,735</u>
Geographical markets					
Singapore	13,885	1,247	–	116	15,248
Mainland China	–	338	948	–	1,286
Other Asia-Pacific countries	–	1,201	–	–	1,201
	<u>13,885</u>	<u>2,786</u>	<u>948</u>	<u>116</u>	<u>17,735</u>
Timing of revenue recognition					
Services and goods transferred at a point in time	13,704	2,786	102	–	16,592
Services transferred over time	181	–	846	–	1,027
	<u>13,885</u>	<u>2,786</u>	<u>948</u>	<u>–</u>	<u>17,619</u>

For the year ended 31 December 2024

	Maintenance and repair services S\$'000	Modification, tuning and grooming services and trading of spare parts and accessories S\$'000	Food and kitchen S\$'000	Others S\$'000	Total S\$'000
Type of goods or services					
Sale of goods of industrial products	–	2,581	–	–	2,581
Rendering of services	13,353	420	–	–	13,773
Provision of motor finance services	–	–	–	203	203
Sale of extended warranty	928	–	–	–	928
Sale of food and kitchen appliances	–	–	898	–	898
Brand management services	–	–	483	–	483
	<u>14,281</u>	<u>3,001</u>	<u>1,381</u>	<u>203</u>	<u>18,866</u>
Geographical markets					
Singapore	14,281	1,828	–	203	16,312
Mainland China	–	431	1,381	–	1,812
Other Asia-Pacific countries	–	742	–	–	742
	<u>14,281</u>	<u>3,001</u>	<u>1,381</u>	<u>203</u>	<u>18,866</u>
Timing of revenue recognition					
Services and goods transferred at a point in time	13,353	3,001	898	–	17,252
Services transferred over time	928	–	483	–	1,411
	<u>14,281</u>	<u>3,001</u>	<u>1,381</u>	<u>–</u>	<u>18,663</u>

5. (LOSS)/PROFIT BEFORE TAX

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

	2025	2024
	S\$'000	S\$'000
Auditor's remuneration	163	189
Staff costs (excluding directors' and chief executive's remuneration)	6,070	5,696
Depreciation of property, plant and equipment	256	219
Depreciation of right-of-use assets	1,066	760
Amortisation of intangible assets	4	4
Impairment losses under expected credit loss model, net in respect of:		
– Trade receivables	135	67
– Other receivables	885	–
Fair value loss on financial assets at fair value through profit or loss (included in other expenses)	249	285
Expense relating to short-term leases	153	157
Exchange losses, net	20	15
	<u>16,556</u>	<u>13,772</u>

6. FINANCE COSTS

	2025	2024
	S\$'000	S\$'000
Interest expenses		
– Bank borrowings	137	98
– Lease liabilities	42	60
Bank charges	6	10
	<u>185</u>	<u>168</u>

7. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in the Cayman Islands.

Subsidiaries in Singapore are subject to taxation at a rate of 17% on the estimated profits arising in Singapore for both years.

Subsidiaries in the PRC are subject to taxation at a rate of 25% on the estimated profits arising in the PRC for both years.

No provision for Hong Kong Profits Tax has been made as the Group did not have any assessable profits subject to Hong Kong Profits tax for both years.

	2025	2024
	S\$'000	S\$'000
Current income tax (Singapore income tax)		
– Current year	–	121
– Underprovision in respect of prior years	–	8
	<u>–</u>	<u>129</u>
Income tax expense	<u>–</u>	<u>129</u>

8. DIVIDENDS

There were no dividends paid or payable for the year ended 31 December 2025 (2024: Nil).

9. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic and diluted (loss)/earnings per share is based on the following data:

	2025	2024
	S\$'000	S\$'000
(Loss)/profit for the purpose of basic (loss)/earnings per share		
(Loss)/profit for the year attributable to the owners of the Company	(4,073)	1,492
	<u>(4,073)</u>	<u>1,492</u>
	2025	2024
	'000	'000
		(Restated)
Number of shares for the purpose of basic (loss)/earnings per share		
Weighted average number of ordinary shares	70,920	54,978
	<u>70,920</u>	<u>54,978</u>

Basic loss per share for the year ended 31 December 2025 is S5.74 cents (2024: basic earnings per share of S2.71 cents (Restated)).

The share consolidation completed on 20 February 2025 has been adjusted on the determination of weighted average number of shares. Weighted average number of shares for the year ended 31 December 2024 has been restated accordingly.

The weighted average number of ordinary shares of the years ended 31 December 2025 and 2024 has been adjusted to reflect the shares of right issue completed on 12 February 2026.

The Group had no potential ordinary shares in issue during the years ended 31 December 2025 and 2024, accordingly diluted (loss)/earnings per share is not presented.

10. TRADE RECEIVABLES

	2025 <i>S\$'000</i>	2024 <i>S\$'000</i>
Trade receivables, gross carrying amount	2,090	1,188
Less: Impairment losses recognised	<u>(259)</u>	<u>(124)</u>
	<u>1,831</u>	<u>1,064</u>

Trade receivables are non-interest-bearing and are generally on 30 days' terms (2024: 30 days' terms). They are recognised at their original invoice amounts which represent their fair values on initial recognition.

An ageing analysis of the gross carrying amount of trade receivables as at the end of the reporting period, based on the date of the goods sold or services rendered, is as follows:

	2025 <i>S\$'000</i>	2024 <i>S\$'000</i>
Less than 30 days	1,138	957
30–60 days	34	20
61–90 days	737	15
91–120 days	18	83
More than 120 days	<u>163</u>	<u>113</u>
	<u>2,090</u>	<u>1,188</u>

11. TRADE AND OTHER PAYABLES

	2025 <i>S\$'000</i>	2024 <i>S\$'000</i>
Trade payables	2,089	1,772
Other payables	4,781	3,911
Accrued expenses	882	1,003
Amount due to a director*	<u>2,837</u>	<u>2,206</u>
	<u>10,589</u>	<u>8,892</u>

* The amount represents non-interest-bearing financial support provided to the Group from a director, which is repayable on demand.

An ageing analysis of the trade payables as at the end of reporting period, base on the invoice date, is as follows:

	2025	2024
	S\$'000	S\$'000
Less than 30 days	576	666
30–60 days	336	360
61–90 days	2	26
91–120 days	28	411
More than 120 days	1,147	309
	2,089	1,772

12. EVENTS AFTER THE REPORTING PERIOD

On 4 November 2025, the Board of the Company proposed (1) to conduct a rights issue on the basis of five (5) rights shares for every one (1) share held on the record date at a subscription price of HK\$0.35 per rights share, to raise up to approximately HK\$100.80 million before expenses by way of issuing up to 288,000,000 rights shares; (2) to change in board lot size from 1,000 Shares to 5,000 Shares with effect from 9:00 a.m. on Wednesday, 7 January 2026; and (3) to increase the authorised share capital of the Company from HK\$20,000,000 divided into 160,000,000 Shares to HK\$200,000,000 divided into 1,600,000,000 Shares by the creation of an additional 1,440,000,000 Shares. Assuming full subscription under the rights issue, the gross proceeds from the rights issue are expected to be approximately HK\$100.80 million. The net proceeds from the rights issue (after deducting the estimated expenses of approximately HK\$3.83 million) are estimated to be approximately HK\$96.97 million. The Company intends to apply the net proceeds from the proposed rights issue of approximately HK\$96.97 million as follows: (i) approximately HK\$43 million for the establishment of the refined sales and marketing strategies; (ii) approximately HK\$20 million is planned as reserve for any future co-operation/investment opportunities; (iii) approximately HK\$17 million for repayment of outstanding amount owed to Mr. Wang; (iv) approximately HK\$7 million to replenish working capital for the Group's existing principal businesses; and (v) approximately HK\$9.97 million to replenish the Company's general working capital. In the event that there is an under subscription of the Rights Shares, the net proceeds will be utilised in the order as follows: (i) firstly, for the repayment of the outstanding amount owed to Mr. Wang Lei, an executive director; and (ii) the remaining net proceeds of the proposed Rights Issue will be scaled down and utilised in proportion to the remaining uses.

The Rights Issue was completed with the allotment and issue of 288,000,000 Rights Shares on 12 February 2026, representing 100% of the total Rights Shares offered under the Rights Issue. The net proceeds of approximately HK\$96.97 million were raised in line with the above intended use.

In addition, the change in board lot size from 1,000 Shares to 5,000 Shares became effective for trading on the Stock Exchange from 9:00 a.m. on Wednesday, 7 January 2026, and the increase in authorised share capital of the Company from HK\$20,000,000 divided into 160,000,000 Shares to HK\$200,000,000 divided into 1,600,000,000 Shares became effective following the passing of an ordinary resolution by the Shareholders at the extraordinary general meeting held on 18 December 2025.

Details of the aforesaid events after the reporting period are set out in the announcement of the Company dated 4 November 2025, 28 November 2025, 1 December 2025, 18 December 2025, 5 January 2026, 26 January 2026, 11 February 2026 and 12 February 2026 and the Company's circular dated 28 November 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Company is an investment holding company. The Company's subsidiaries are principally engaged in the passenger car service industry and offer a comprehensive range of passenger car services including: (1) maintenance and repair of services; (2) modification, tuning and grooming services; (3) provision of extended warranty program; (4) development, manufacturing and sale of smart kitchen appliances segment; and (5) F&B brand management services.

The Group revenue decreased by approximately S\$1.13 million or 6.0% from approximately S\$18.87 million for the year ended 31 December 2024 to approximately S\$17.74 million for the year ended 31 December 2025. Revenue from our car service operations in Singapore decreased by S\$0.49 million to S\$16.79 million. Revenue from smart kitchen, F&B brand management and other services income segment in China decreased by S\$0.64 million to S\$0.95 million.

The Group has over 20 years of experience in the passenger car service industry and offer a comprehensive range of passenger car services. Our passenger car services in Singapore mainly include (i) maintenance and repair services; and (ii) modification, tuning and grooming services. These two services contributing approximately 95% or S\$16.8 million of total revenue in 2025 (2024: 92% or S\$17.3 million). In 2022, the Group ventured into the business of engaging in the sale of smart kitchen appliances and providing F&B brand management and other services in China. This new business segment in China contributed to approximately 1% of total revenue in 2025 (2024: 7%).

Our new smart kitchen segment in China, adopting a multiple business development model which includes offline retail stores, food delivery, small vegetable packaging, food and beverage branding incubation, and SaaS+ empowerment. By integrating industry SaaS+ services, the Group will create a complete vertical management system and commercial empowerment system, offering a full range of solutions from procurement, production, and sales for channels and traditional enterprises.

During the Year, the Group's domestic business adopted a meticulous sales and marketing strategy. The Group is committed to promoting the deep integration of its core businesses with local life scenarios, further tapping into the traffic potential of existing businesses through a combination of online and offline channels. Meanwhile, the Group has commenced the preparation for an internal digital marketing team, planning to leverage high-traffic digital platforms to conduct content production and marketing services, thereby establishing new channels for core businesses to reach potential customers and actively exploring cooperation models with scenic spots, hotels, and restaurants. In addition, the Group continues to monitor market trends and is actively identifying and inspecting quality targets in the cultural tourism, hospitality, and travel retail industries to assess the feasibility of future cooperation or investment.

OUTLOOK

As we navigate through this challenging landscape shaped by significant policy shifts and persistent uncertainty including a global recalibration of trade policy, particularly the increase in U.S. tariff, continuous geopolitical tensions, and inflation, we believe that innovation, adaption, integration of AI technologies remains as the key in building sustainable growth.

SINGAPORE OPERATIONS

The Singapore's automotive landscape will continue to transform and restructure, with traditional business models being challenged by technological advancements, shifting consumer preference, new mobility solutions, and the government's car-lite vision. In February 2026, the Singapore government cuts its Preferential Additional Registration Fee rebates (PARF). While COE policy remains unchanged, this change allows affordably priced Chinese EV to depreciate at a lesser rate compared to its competitors. Vehicle owners may choose to renew COEs to lengthen pre-existing ICE models.

As of 31 December 2025, the total number of motor vehicle population stood at 1,012,023, of which 659,889 are cars and private hire cars (source: <https://www.lta.gov.sg>). Rental cars now make up nearly 15 per cent of Singapore's total car population, hitting a record 95,857 vehicles in 2025 as the appeal of privately owned cars continues to wane on the back of high certificate of entitlement (COE) premiums. Rental car population has surged by 41% since bottoming out at 67,990 cars in 2021 as rental car owners can opt to hire them out to others for private use, or to drivers providing ride-hailing services.

Beyond technology and regulations development, rising operating costs due to increasing labor and material prices put pressure on margins. A shortage of skilled technicians compounded these issues, impacting both the quality and speed of service delivery.

Navigating through these challenges, the Group continues to deploy resources in software updates and equipment to handle the unique components, and safety requirements for hybrid and/or electric vehicles that differ from traditional combustion engine vehicles. We strive to remain agile and continue to identify new business opportunity, partnerships or collaborations with new partners.

PRC OPERATIONS

Our Group continues to focus on growing our smart kitchen segment, implementing a multiple business development model, including offline retail stores, food delivery, small vegetable packaging, food and beverage branding incubation, and SaaS+ empowerment. By integrating industry SaaS+ services, the Group will build a complete vertical management system and commercial empowerment system, providing a full range of solutions from procurement, production and sales for channels and traditional enterprises. Moving forward, the Company's business scope will continue to expand, with the aim of becoming a leading platform for global ready-made food industry SaaS+ services.

China's smart kitchen segment is experiencing rapid growth, driven by rising consumer demand for convenience and technological innovation. We continue to focus on affordability, innovation, seamless integration to be well positioned to capture greater market share.

Looking ahead, the Group will implement the use of proceeds from the Rights Issue and is committed to establishing a meticulous sales and marketing strategy to create a new revenue growth curve. Leveraging its self-built digital marketing capabilities, the Group plans to focus on the three major markets of cultural tourism, hospitality, and travel retail, providing customers with digital marketing solutions such as content production and live streaming marketing. The Group will continue to consolidate the market position of its core businesses and actively seek potential investment opportunities related to its principal business to achieve synergistic development.

While exploring new business areas, the Group will continue to deeply cultivate and steadily operate its existing automobile-related services, as well as the pre-packaged food and smart kitchen solution businesses, ensuring that each core segment achieves synergy with the new businesses and jointly strengthen the business foundation of the Group.

FINANCIAL REVIEW

Revenue

For the full year ended 31 December 2025, the Group recorded a decline in revenue of approximately S\$1.13 million or 6.0% from approximately S\$18.87 million for the year ended 31 December 2024 to approximately S\$17.74 million for the year ended 31 December 2025. Revenue from our Singapore operations fell by 4.0% to S\$16.79 million, largely due to slow down in maintenance and repair services income and decrease in spare parts export sales. Whereas, revenue from Mainland China operation dropped by 31.4% to S\$0.95 million, primarily due to cautious customer spending amidst ongoing macroeconomic challenges.

Other Income and Gains

Other income and gains decreased by approximately S\$2.00 million or 86.7% from approximately S\$2.31 million for the year ended 31 December 2024 to approximately S\$0.31 million for the year ended 31 December 2025. The net decrease was mainly due to the absence of gain on disposal of a subsidiary in China amounted to S\$1.85 million recorded in prior year.

Cost of Materials

Our cost of materials decreased by approximately S\$0.32 million or 3.4% from approximately S\$9.33 million for the year ended 31 December 2024 to approximately S\$9.01 million for the year ended 31 December 2025. The decrease was in line with the overall decrease in revenue.

Marketing and Advertising Expenses

Marketing and advertising expenses decreased by approximately S\$0.03 million or 3.0% from approximately S\$0.87 million for the year ended 31 December 2024 to approximately S\$0.89 million for the year ended 31 December 2025 mainly attributable to reduced marketing spending by the Group's China subsidiaries.

Employee Benefits Expenses

Employee benefits expenses increased by approximately S\$0.48 million or 8.3% from approximately S\$5.80 million for the year ended 31 December 2024 to approximately S\$6.28 million for the year ended 31 December 2025. The increase was mainly attributable to annual salary increments, as well as higher staff-related costs.

Depreciation of right-of-use asset

Depreciation of right-of-use asset increased by approximately S\$0.31 million or 40.3% from approximately S\$0.76 million for the year ended 31 December 2024 to approximately S\$1.07 million for the year ended 31 December 2025. The increase was mainly due to the acquisition of additional motor vehicles in Singapore and the commencement of new office leases in China.

Impairment losses on financial assets, net

Impairment losses on financial assets increased by approximately S\$0.95 million from approximately S\$0.07 million for the year ended 31 December 2024 to approximately S\$1.02 million for the year ended 31 December 2025. The increase was mainly attributable to higher expected credit losses on receivables, primarily arising from the maintenance and repair services segment.

Other Expenses

Other expenses increased by approximately S\$0.85 million or 30.3% from approximately S\$2.80 million for the year ended 31 December 2024 to approximately S\$3.65 million for the year ended 31 December 2025, mainly due to a substantial increase in legal and professional fees incurred in connection with the public exercise involving the issuance of new shares and one-off loss on derecognition of lease liabilities.

Loss for the Year

For the year ended 31 December 2025, the Group recorded a loss of approximately S\$4.33 million as compared to a profit of approximately S\$1.03 million for the corresponding period in 2024. The loss was mainly attributable to the absence of gain from the disposal of the China subsidiary recorded in the prior year, increase in impairment loss on financial assets, as well as higher legal and professional fees incurred in connection with the public exercise involving the issuance of new shares and one-off loss on derecognition of lease liabilities.

MOTOR FINANCE SERVICES

To facilitate sales of motor vehicles to our customers, we also offer motor financing services to our customers through hire purchase agreements or finance lease agreements.

As for our motor vehicle financing business, we derive our income from the interest charges associated with our hire purchase agreements. The interest rates charged are determined by us, which may vary based on the factors like market conditions, interest rates offered by other financial institutions and loan tenure, loan amount as a percentage of car value, etc.

Loan Receivables from Third Parties

As at 31 December 2025, the amount of loan receivable from third parties of approximately S\$0.96 million (2024: S\$1.81 million) mainly represents the outstanding motor vehicles financing loans provided to our customers.

Details of the top five motor vehicle financing loans are as follows:

	2025 S\$'000	2024 S\$'000
Customer A	229	266
Customer B	183	212
Customer C	167	205
Customer D	153	204
Customer E	100	123
Customer F	–	157
Others	132	642
	<u>964</u>	<u>1,809</u>

As at 31 December 2025

	Gross receivables S\$'000	Unearned finance income S\$'000	Loan receivables from third parties S\$'000
Analysed into:			
Receivable			
– Within 1 year	516	46	470
– After 1 year but within 5 years	546	52	494
– After 5 years	–	–	–
	<u>1,062</u>	<u>98</u>	<u>964</u>

As at 31 December 2024

	Gross receivables S\$'000	Unearned finance income S\$'000	Loan receivables from third parties S\$'000
Analysed into:			
Receivable			
– Within 1 year	745	195	550
– After 1 year but within 5 years	1,357	98	1,259
– After 5 years	–	–	–
	<u>2,102</u>	<u>293</u>	<u>1,809</u>

The motor vehicle financing loans have the following summarized terms. The tenure of the loans can range from 1 to 7 years or may be determined based on the age of the motor vehicle. The interest rates are fixed and the rates for outstanding loans as of 31 December 2025 range from 3% to 7%. The offered interest rate depends on various factors such as the prevailing SIBOR rate at the start of the loan, the age, make and model of the vehicle, the loan tenure, and the borrower's creditworthiness and risk profile. Collaterals for these loans involve lodging the motor vehicle purchased with the Hire Purchase, Finance and Leasing Association of Singapore. All customers who avail of these loans are independent individual customers.

Revenue from Provision of Motor Finance Services

Revenue from the provision of motor finance service is recognised over the scheduled repayment period because the customer simultaneously receives and consumes the benefits provided by the Group.

Credit Risk Assessment

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables including finance lease receivables. The Group put in place credit risk assessment policies when extending motor financing to customers. Our management team in Singapore is responsible for credit limit and approvals of these motor financing services. Factors considered includes (i) the make, model, age and condition of the motor vehicle to be secured; (ii) ability to secure third-party guarantees; (iii) ability to service the repayments; and (iv) current market conditions.

Loan receivables are reviewed regularly to ensure appropriate actions are taken promptly to recover any overdue amounts. In event of overdue payment, a default interest is charged on a daily basis, or such other rate as may be determined, and a late charge payment is imposed on overdue payment.

Management overall considers the shared credit risk characteristic and the days past due of the finance lease receivables to measure the expected credit loss.

Our Group's management reviews its receivables for potential impairment on a monthly basis, relying on factors like collectability and ageing analysis. Calculating the expected credit losses involves substantial judgment, taking into account factors such as the current creditworthiness, past payment history of each customer and forward-looking macroeconomic data. Should our Group's customer experience financial deterioration, impacting their ability to make payments, it may necessitate additional provisions on impairment.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Cash Position

The cash and bank balances amounted to approximately S\$2.17 million and S\$5.35 million as at 31 December 2025 and 2024 respectively. The functional currency of the Group is the Singapore dollar. As at 31 December 2025, 97.4% of the Group's cash and bank balances was denominated in the functional currency (31 December 2024: 99.7%) and the remaining 2.6% (31 December 2024: 0.3%) in other currencies, mainly the Renminbi and Hong Kong dollar.

Gearing Ratio

Gearing ratio is measured by interest-bearing bank and other borrowings divided by the total equity. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratio is 0.64 as at 31 December 2025 (31 December 2024: 0.29).

Risk of Exchange Rate Fluctuation

The Group has currency exposures arising from sales, purchases and interest-bearing bank and other borrowings that are denominated in a currency other than the functional currency of the Group. No hedge has been taken up to mitigate this exposure.

Charge on Assets

As at 31 December 2025, the Group's long term loans are secured by a legal mortgage of the Group's freehold property which had a carrying amount of approximately S\$1.9 million (2024: approximately S\$2.0 million).

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2025 (2024: Nil).

Capital Structure

On 8 November 2016 (the “**Listing Date**”), the shares of the Company (the “**Shares**”) were successfully listed on GEM of the Stock Exchange. The Group’s equity consists only of ordinary shares.

On 23 January 2025, the Company completed a placing of new shares under general mandate. An aggregate of 400,000,000 placing shares have been successfully placed at the placing price of HK\$0.04 per placing share pursuant to the terms and conditions of the placing agreement. The net proceeds from the placing amounted to approximately HK\$15.3 million. Details of the placing are set out in the Company’s announcements dated 7 January 2025 and 23 January 2025.

On 9 January 2025, the Company announced the proposal of (i) the share consolidation pursuant to which every fifty (50) issued and unissued existing shares of HK\$0.0025 each in the share capital of the Company will be consolidated into one (1) consolidated share of HK\$0.125 each; and (ii) the change in board lot size for trading on the Stock Exchange from 5,000 existing shares to 1,000 consolidated shares subject to and upon the Share Consolidation becoming effective (the “**Change in Board Lot Size**”).

The Share Consolidation was approved by shareholders of the Company at the extraordinary general meeting of the Company held on 18 February 2025. As such, the Share Consolidation and the Change in Board Lot Size have become effective on 20 February 2025. Immediately after the Share Consolidation, 2,400,000,000 shares in the issued share capital of the Company were consolidated into 48,000,000 consolidated shares. Details of the Share Consolidation are set out in the Company’s announcements dated 9 January 2025 and 18 February 2025 and the Company’s circular dated 23 January 2025.

On 28 July 2025, the Company completed a placing of new shares under general mandate. An aggregate of 9,600,000 placing shares have been successfully placed at the placing price of HK\$0.60 per placing share pursuant to the terms and conditions of the placing agreement. The net proceeds from the placing amounted to approximately HK\$5.40 million. Details of the placing are set out in the Company’s announcements dated 14 July 2025 and 28 July 2025.

On 18 December 2025, the Company held an extraordinary general meeting and an ordinary resolution was passed, approving the increase in authorised share capital of the Company from HK\$20,000,000 divided into 160,000,000 shares of HK\$0.125 each to HK\$200,000,000 divided into 1,600,000,000 shares of HK\$0.125 each. The increase in authorised share capital became effective on 18 December 2025. For details, please refer to the Company’s announcements dated 4 November 2025 and 18 December 2025 and the Company’s circular dated 28 November 2025.

As at 31 December 2025, the Company’s issued share capital was HK\$7,200,000 (equivalent to approximately S\$1,269,000) divided into 57,600,000 Shares of HK\$0.125 each.

During the Period, the Group did not hold or sell any treasury shares.

Employees and Remuneration Policy

As at 31 December 2025, the Group had a total number of 129 full-time employees (31 December 2024: 130). The remuneration packages of all employees are determined based on factors such as the employees' individual qualifications, contribution to the Group, performance and years of work experience. The Group provides ongoing training to the staff in order to enhance their technical skills and product knowledge and to provide them with updates with regards to industry quality and work safety standards.

Significant Investments, Material Acquisitions or Disposal of Subsidiaries, Associates and Joint Ventures

Save as to the disclosed herein, the Group did not have any significant investments during the year ended 31 December 2025 and did not have any material acquisition and disposal of subsidiary, associates or joint ventures during the year ended 31 December 2025.

Future Plans for Material Investments or Capital Assets and Expected Sources of Funding

As at the date of this announcement, the Board does not have any plan for material investments or capital assets.

Material Legal Proceedings

As at 31 December 2025, the Group were not involved in any material legal proceedings. To the best knowledge of the Directors, there was no material legal proceeding or claim which is pending or threatening against the Group.

USE OF NET PROCEEDS FROM THE PLACING

January-2025 Placing

As per the Company's announcements dated 7 January 2025 and 23 January 2025, 400,000,000 Shares (the "**Jan-2025 Placing Shares**"), which ranked pari passu with other ordinary shares, were successfully placed to not less than six placees at the placing price of HK\$0.04 per Jan-2025 Placing Share under general mandate (the "**Jan-2025 Placing**"). The net price per Jan-2025 Placing Share was approximately HK\$0.038 and the closing price of the Shares on 7 January 2025, being the date on which the terms of the issue was fixed was HK\$0.044. The gross proceeds and the net proceeds (after deducting the placing fee and other related expenses incurred in the Jan-2025 Placing) from the Jan-2025 Placing are HK\$16.0 million and approximately HK\$15.3 million, respectively (the "**Jan-2025 Placing Proceeds**"). The market value of the Jan-2025 Placing Shares was HK\$17.6 million on the date on which the placing agreement was signed.

As disclosed in the Company's announcement dated 23 January 2025, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, immediately upon completion of the Jan-2025 Placing, (i) each of the placees and, where appropriate, their respective ultimate beneficial owners was an independent third party; and (ii) none of the placees has become a substantial shareholder of the Company.

More details are set out in the Company's announcements dated 7 January 2025 and 23 January 2025.

The reasons for the Jan-2025 Placing and an analysis of the unutilisation of the net proceeds from the Jan-2025 Placing as at 31 December 2025 is set out below:

Intended use of the Jan-2025 Placing Proceeds	Total planned amount <i>HK\$'million</i>	Net proceeds			Expected timeline for the intended use
		Utilised net proceeds from the Jan-2025 Placing as at 31 December 2025 <i>HK\$'million</i>	Utilised net proceeds from the Jan-2025 Placing as at 31 December 2025 <i>HK\$'million</i>	Unutilised net proceeds from the Jan-2025 Placing as at 31 December 2025 <i>HK\$'million</i>	
Support the operation and development of the Group's ready-made food and smart kitchen solutions business:					
(a) Procurement of inventories and materials	6.50	6.50	6.50	–	
(b) Recruitment of sales talents and marketing of the Group's ready- made food and smart kitchen solutions products	2.40	2.40	2.40	–	
(c) Direct and indirect overheads of the Group's ready-made food and smart kitchen solutions business segment	1.10	1.10	1.10	–	
General working capital of the Company	5.30	5.30	5.30	–	
Total	15.30	15.30	15.30	–	

As at 31 December 2025, the net proceeds from the Jan-2025 Placing had been fully utilised by the Group as intended.

July-2025 Placing

As per the Company's announcements dated 14 July 2025 and 28 July 2025, 9,600,000 Shares (the "**Jul-2025 Placing Shares**"), which ranked pari passu with other ordinary shares, were successfully placed to not less than six placees at the placing price of HK\$0.60 per Jul-2025 Placing Share under general mandate (the "**Jul-2025 Placing**"). The net price per Jul-2025 Placing Share was approximately HK\$0.563 and the closing price of the Shares on 14 July 2025, being the date on which the terms of the issue was fixed was HK\$0.73. The gross proceeds and the net proceeds (after deducting the placing fee and other related expenses incurred in the Jul-2025 Placing) from the Jul-2025 Placing are HK\$5.76 million and approximately HK\$5.40 million, respectively (the "**Jul-2025 Placing Proceeds**"). The market value of the Jul-2025 Placing Shares was approximately HK\$7 million on the date on which the placing agreement was signed.

As disclosed in the Company's announcement dated 28 July 2025, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, immediately upon completion of the Jul-2025 Placing, (i) each of the placees and, where appropriate, their respective ultimate beneficial owners was an independent third party; and (ii) none of the placees has become a substantial shareholder of the Company.

More details are set out in the Company's announcements dated 14 July 2025 and 28 July 2025.

The reasons for the Jul-2025 Placing and an analysis of the unutilisation of the net proceeds from the Jul-2025 Placing as at 31 December 2025 is set out below:

Intended use of the Jul-2025 Placing Proceeds	Total planned amount <i>HK\$'million</i>	Net proceeds from the			Expected timeline for the intended use
		Utilised net proceeds from the Jul-2025 Placing as at 31 December 2025 <i>HK\$'million</i>	Utilised Jul-2025 Placing utilised during six months ended 31 December 2025 <i>HK\$'million</i>	Unutilised net proceeds from the Jul-2025 Placing as at 31 December 2025 <i>HK\$'million</i>	
Initiating marketing activities to promote the Group's ready-made food business	2.40	2.40	2.40	–	
Future investment in the upstream supply chain within the ready-made food industry	3.00	3.00	3.00	–	
Total	5.40	5.40	5.40	–	

As at 31 December 2025, the net proceeds from the Jul-2025 Placing had been fully utilised by the Group as intended.

SHARE OPTION SCHEMES

Pursuant to an ordinary resolution passed by the shareholders of the Company at the extraordinary general meeting held on 18 December 2025, the Company terminated the share option scheme adopted on 21 October 2016 (the “**2016 Share Option Scheme**”) and adopted a new share option scheme (the “**2025 Share Option Scheme**”).

The 2025 Share Option Scheme complies with the latest requirements under Chapter 23 of the GEM Listing Rules. Upon termination of the 2016 Share Option Scheme, no further options may be granted thereunder.

During the year ended 31 December 2025, no share options were granted, exercised, cancelled or lapsed under both the 2016 Share Option Scheme and the 2025 Share Option Scheme. As at 31 December 2025, there were no outstanding share options under any of the schemes.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the continuing growth of the Group and for safeguarding and maximising shareholders’ interests.

Pursuant to code provision C.2.1 of the Corporate Governance Code as set out in Appendix C1 of the GEM Listing Rules (the “**CG Code**”), the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, we do not have a separate chairman and chief executive officer and Mr. WANG Lei is currently a Chairman and the Chief Executive Officer of the Group. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring the consistent leadership within the Group and enables more effective and efficient overall strategic planning of the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

Save as disclosed above, the Directors consider that throughout the year ended 31 December 2025, the Company has applied the principles and complied with all the applicable code provisions set out in the CG Code.

PURCHASES, SALE OR REDEMPTION OF COMPANY'S LISTED SECURITIES OR SALE OF TREASURY SHARES

The Company or any of its subsidiaries has not purchased, sold or redeemed any of the Company's listed securities (including sale of treasury shares (as defined under the GEM Listing Rules)) during the year ended 31 December 2025.

As at 31 December 2025, there were no treasury shares (as defined under the GEM Listing Rules) held by the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this announcement, the Company has maintained the prescribed public float required by the GEM Listing Rules since the listing date and up to the date of this announcement.

DIVIDEND

The Board did not recommend the payment of any dividend for the year ended 31 December 2025 (2024: Nil).

During the year ended 31 December 2025, there was no arrangement under which any Shareholder waived or agreed to waive any dividend.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct for securities transactions by Directors on terms equivalent to the Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Model Code**"). The Company had made specific enquiries with written guidelines in relation to the Model Code to all Directors and all Directors have confirmed that they complied with the required standards set out in the Model Code for the year ended 31 December 2025.

AUDIT COMMITTEE

The Audit Committee consists of the three independent non-executive Directors, namely Mr. Gao Yan (Chairman of the Audit Committee), Mr. Chen Huichun and Mr. Wu Guoyong. The Audit Committee has reviewed with the Group's auditor and management the accounting principles and practices adopted by the Company and discussed auditing, financial reporting, internal control and risk management systems, and has reviewed the audited annual financial results for the year ended 31 December 2025.

SCOPE OF WORK OF RONGCHENG (HONG KONG) CPA 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 December 2025 as set out in this preliminary announcement have been agreed by the Group's auditor, Rongcheng (Hong Kong) CPA Limited, to the amounts set out in the audited consolidated financial statements of the Group for the year as approved by the Board of Directors on 31 March 2026. The work performed by Rongcheng (Hong Kong) CPA Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Rongcheng (Hong Kong) CPA Limited on the preliminary announcement.

EVENTS AFTER THE REPORTING PERIOD

On 4 November 2025, the Board of the Company proposed (1) to conduct a rights issue on the basis of five (5) rights shares for every one (1) share held on the record date at a subscription price of HK\$0.35 per rights share, to raise up to approximately HK\$100.80 million before expenses by way of issuing up to 288,000,000 rights shares; (2) to change in board lot size from 1,000 Shares to 5,000 Shares with effect from 9:00 a.m. on Wednesday, 7 January 2026; and (3) to increase the authorised share capital of the Company from HK\$20,000,000 divided into 160,000,000 Shares to HK\$200,000,000 divided into 1,600,000,000 Shares by the creation of an additional 1,440,000,000 Shares. Assuming full subscription under the rights issue, the gross proceeds from the rights issue are expected to be approximately HK\$100.80 million. The net proceeds from the rights issue (after deducting the estimated expenses of approximately HK\$3.83 million) are estimated to be approximately HK\$96.97 million. The Company intends to apply the net proceeds from the proposed rights issue of approximately HK\$96.97 million as follows: (i) approximately HK\$43 million for the establishment of the refined sales and marketing strategies; (ii) approximately HK\$20 million is planned as reserve for any future co-operation/investment opportunities; (iii) approximately HK\$17 million for repayment of outstanding amount owed to Mr. Wang; (iv) approximately HK\$7 million to replenish working capital for the Group's existing principal businesses; and (v) approximately HK\$9.97 million to replenish the Company's general working capital. In the event that there is an under subscription of the Rights Shares, the net proceeds will be utilised in the order as follows: (i) firstly, for the repayment of the outstanding amount owed to Mr. Wang Lei, an executive director; and (ii) the remaining net proceeds of the proposed Rights Issue will be scaled down and utilised in proportion to the remaining uses.

The Rights Issue was completed with the allotment and issue of 288,000,000 Rights Shares on 12 February 2026, representing 100% of the total Rights Shares offered under the Rights Issue. The net proceeds of approximately HK\$96.97 million were raised in line with the above intended use.

In addition, the change in board lot size from 1,000 Shares to 5,000 Shares became effective for trading on the Stock Exchange from 9:00 a.m. on Wednesday, 7 January 2026, and the increase in authorised share capital of the Company from HK\$20,000,000 divided into 160,000,000 Shares to HK\$200,000,000 divided into 1,600,000,000 Shares became effective following the passing of an ordinary resolution by the Shareholders at the extraordinary general meeting held on 18 December 2025.

Details of the aforesaid events after the reporting period are set out in the announcement of the Company dated 4 November 2025, 28 November 2025, 1 December 2025, 18 December 2025, 5 January 2026, 26 January 2026, 11 February 2026 and 12 February 2026 and the Company's circular dated 28 November 2025.

ANNUAL GENERAL MEETING

The date of the annual general meeting of the Company (the "AGM") will be announced in due course. Shareholders of the Company should refer to details regarding the AGM in the circular of the Company, the notice of AGM and form of proxy accompanying thereto to be dispatched by the Company.

PUBLICATION OF ANNUAL RESULTS AND 2025 ANNUAL REPORT

This annual results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and that of the Company (www.zhongshiminanholdings.com). The annual report of the Company, containing information required by the GEM Listing Rules, will be despatched to shareholders of the Company who wish to receive a printed copy of the corporate communication and will also be published on the above websites in due course in compliance with the requirements under the GEM Listing Rules.

By order of the Board

Zhongshi Minan Holdings Limited

WANG Lei

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 31 March 2026

As at the date of this announcement, the executive Directors are Mr. WANG Lei, Mr. CHUA Boon Hou (CAI Wenhao) and Ms. WU Mengmeng; and the non-executive Director is Mr. LI Xiaodong; and the independent non-executive Directors are Mr. CHEN Huichun, Mr. GAO Yan and Mr. WU Guoyong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at <http://www.zhongshiminanholdings.com>.