

The logo for Xinhua Media is located in the top left corner, featuring the word "XINHUA" in a bold, white, sans-serif font above the word "media." in a smaller, white, sans-serif font. The background of the entire page is a light blue gradient with a complex pattern of overlapping squares in various shades of blue and green. A central, glowing, spherical digital structure composed of many small white dots is visible in the middle of the page.

XINHUA
media.

XINHUA NEWS MEDIA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 309

2025/2026
INTERIM REPORT

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Lo Kou Hong (Chairman)

Tsui Kwok Hing (Co-Chairman)

(retired on 30 September 2025)

Yung Ting Yiu *(retired on 30 September 2025)*

Cheung Kin Wa *(appointed on 17 October 2025)*

Non-executive Directors

Wang Guan

Chen Yun

Fong Man Julisa *(appointed on 17 October 2025)*

Independent Non-executive Directors

Wang Qi

Yau Pak Yue

Leung Nga Tat

AUDIT COMMITTEE

Yau Pak Yue (Chairman)

Wang Qi

Leung Nga Tat

REMUNERATION COMMITTEE

Yau Pak Yue (Chairman)

Tsui Kwok Hing *(retired on 30 September 2025)*

Wang Qi

Leung Nga Tat

NOMINATION COMMITTEE

Tsui Kwok Hing (Chairman) *(retired on 30 September 2025)*

Yung Ting Yiu *(ceased on 15 July 2025)*

Wang Guan *(appointed on 15 July 2025)*

Wang Qi

Yau Pak Yue

Leung Nga Tat

STRATEGY AND DEVELOPMENT COMMITTEE

Tsui Kwok Hing (Chairman) *(retired on 30 September 2025)*

Yau Pak Yue

EXECUTIVE COMMITTEE

Tsui Kwok Hing (Chairman) *(retired on 30 September 2025)*

Yung Ting Yiu *(retired on 30 September 2025)*

Yau Pak Yue

Leung Nga Tat

CORPORATE GOVERNANCE COMMITTEE

Tsui Kwok Hing (Chairman) *(retired on 30 September 2025)*

Yau Pak Yue

Leung Nga Tat

COMPANY SECRETARY

Tam Hang Yin

AUTHORISED REPRESENTATIVES

Tsui Kwok Hing *(retired on 30 September 2025)*

Lo Kou Hong *(appointed on 13 October 2025)*

Tam Hang Yin

AUDITORS

Prism Hong Kong Limited

Registered Public Interest Entity Auditor

REGISTERED OFFICE

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Until 2 December 2025:

Unit 508B, 5/F, New East Ocean Centre

9 Science Museum Road, Tsim Sha Tsui

Kowloon, Hong Kong

Effective from 3 December 2025:

19/F, SUP Tower

75-83 King's Road, North Point

Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Suntera (Cayman) Limited

Suite 3204, Unit 2A, Block 3

Building D

P.O. Box 1586

Gardenia Court

Camana Bay

Grand Cayman

KY1-100

Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

(effective from 1 December 2025)

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

PRINCIPAL BANKERS

Dah Sing Bank, Limited

Chiyu Banking Corporation Limited

The Hongkong and Shanghai Banking Corporation

Limited

Industrial and Commercial Bank of China

SOLICITOR

NGANS Lawyers

STOCK CODE

309

COMPANY'S WEBSITE

www.XHNmedia.com

The board (the "Board") of directors (the "Directors") of Xinhua News Media Holdings Limited (the "Company") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 September 2025. These condensed consolidated interim financial statements have not been audited, but have been reviewed by the audit committee of the Company (the "Audit Committee").

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2025

	Notes	For the six months ended 30 September 2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Revenue	5	181,188	179,307
Other income and gains, net	6	712	1,406
Staff costs		(127,498)	(121,436)
Depreciation and amortisation		(2,775)	(2,433)
Impairment losses recognised on trade receivables		(8)	–
Impairment loss recognised on other receivables		(24)	–
Gain on fair value changes at financial assets at fair value through profit or loss		311	254
Other operating expenses		(58,433)	(60,596)
Finance costs	8	(114)	(229)
Loss before income tax	7	(6,641)	(3,727)
Income tax	9	–	–
Loss for the period		(6,641)	(3,727)
Other comprehensive income/(loss)			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of financial statements of subsidiaries, net of tax		95	(48)
Total comprehensive loss for the period		(6,546)	(3,775)
Loss for the period attributable to:			
Owners of the Company		(6,426)	(3,549)
Non-controlling interests		(215)	(178)
		(6,641)	(3,727)
Total comprehensive loss for the period attributable to:			
Owners of the Company		(6,351)	(3,594)
Non-controlling interests		(195)	(181)
		(6,546)	(3,775)
Loss per share attributable to the owners of the Company	10		
–Basic and diluted		(HK\$0.0033)	(HK\$0.0018)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2025

		30 September 2025 (Unaudited) HK\$'000	31 March 2025 (Audited) HK\$'000
	Notes		
ASSETS			
Non-current assets			
Property, plant and equipment	11	6,295	6,397
Right-of-use assets	12	3,568	1,221
Total non-current assets		9,863	7,618
Current assets			
Inventories		45	45
Trade receivables	13	69,510	62,890
Prepayments, deposits and other receivables	14	12,145	15,192
Financial assets at fair value through profit or loss		5,202	5,902
Pledged time deposits	15	7,114	7,111
Cash and bank balances		45,954	56,239
Total current assets		139,970	147,379
Total assets		149,833	154,997
LIABILITIES			
Current liabilities			
Trade payables	16	13,999	14,093
Other payables and accruals	17	48,792	38,351
Promissory notes payable	18	3,000	3,000
Amount due to a related company		1,055	1,055
Lease liabilities	12	1,317	1,504
Loans from directors		500	11,291
Tax payables		283	283
Total current liabilities		68,946	69,577

		30 September 2025 (Unaudited) HK\$'000	31 March 2025 (Audited) HK\$'000
	Note		
Net current assets		71,024	77,802
Total assets less current liabilities		80,887	85,420
Non-current liability			
Lease liabilities	12	2,452	90
Total non-current liabilities		2,452	90
NET ASSETS		78,435	85,330
EQUITY			
Equity attributable to owners of the Company			
Share capital	20	19,311	19,311
Reserves		59,108	65,808
Non-controlling interests		78,419 16	85,119 211
TOTAL EQUITY		78,435	85,330

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2025

	Attributable to owners of the Company										Non-controlling interests	Total equity
	Share capital HK\$'000	Share premium* HK\$'000	Capital redemption reserve* HK\$'000	Merger reserve* HK\$'000	Share option reserve* HK\$'000	Contributed surplus* HK\$'000	Other reserve* HK\$'000	Accumulated losses* HK\$'000	Exchange fluctuation reserve* HK\$'000	Total HK\$'000		
At 1 April 2024 (Audited)	19,311	563,658	254	47,063	5,378	26,591	(2,451)	(576,549)	9,275	92,530	(777)	91,753
Loss for the period	-	-	-	-	-	-	-	(3,549)	-	(3,549)	(178)	(3,727)
Other comprehensive loss for the period	-	-	-	-	-	-	-	-	(45)	(45)	(3)	(48)
Total comprehensive loss for the period	-	-	-	-	-	-	-	(3,549)	(45)	(3,594)	(181)	(3,775)
Lapse of share options	-	-	-	-	(463)	-	-	463	-	-	-	-
At 30 September 2024 (Unaudited)	19,311	563,658	254	47,063	4,915	26,591	(2,451)	(579,635)	9,230	88,936	(958)	87,978
At 1 April 2025 (Audited)	19,311	563,658	254	47,063	4,663	26,591	(2,451)	(583,278)	9,308	85,119	211	85,330
Loss for the period	-	-	-	-	-	-	-	(6,426)	-	(6,426)	(215)	(6,641)
Other comprehensive income for the period	-	-	-	-	-	-	-	-	75	75	20	95
Total comprehensive income/(loss) for the period	-	-	-	-	-	-	-	(6,426)	75	(6,351)	(195)	(6,546)
Disposal of subsidiaries	-	-	-	-	-	-	-	-	(349)	(349)	-	(349)
At 30 September 2025 (Unaudited)	19,311	563,658	254	47,063	4,663	26,591	(2,451)	(589,704)	9,034	78,419	16	78,435

* The reserve accounts comprise the consolidated reserves of approximately HK\$59,108,000 (31 March 2025: approximately HK\$65,808,000) in the condensed consolidated statement of financial position.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2025

	For the six months ended 30 September	
	2025 (Unaudited) HK\$'000	2024 (Unaudited) HK\$'000
Net cash flows used in operating activities	(8,983)	(12,106)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payment for the purchase of property, plant and equipment	(1,209)	(398)
Proceeds from disposal of property, plant and equipment	3	1
Proceeds from disposal of financial assets at fair value through profit or loss	1,011	–
Net cash inflow from disposal of subsidiaries	289	–
Decrease in bank deposits with initial term over three months	–	2,009
Increase in pledged time deposits	(3)	(5,010)
Interest received	212	980
Dividend received	–	109
Net cash flows from/(used in) investing activities	303	(2,309)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal portion of lease payments	(1,896)	(1,424)
Advance from directors	275	2,482
Interest paid	–	(109)
Net cash flows (used in)/from financing activities	(1,621)	949
NET DECREASE IN CASH AND CASH EQUIVALENTS	(10,301)	(13,466)
Cash and cash equivalents at the beginning of the period	56,239	63,271
Effect of foreign exchange rate changes	16	(61)
Cash and cash equivalents at the end of the period	45,954	49,744
ANALYSIS OF THE CASH AND BANK BALANCES:		
Cash and cash equivalents	45,954	49,744
Time deposits with initial term over three months	–	–
Cash and bank balances at the end of the period	45,954	49,744

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

For the six months ended 30 September 2025

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The registered office address of the Company is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business of the Company is located at 19/F, SUP Tower 75-83 King's Road, North Point Hong Kong (with effect from 3 December 2025) whereas was located at Unit 508B, 5/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong until 2 December 2025. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

During the interim period, the Group was principally engaged in the provision of cleaning and related services, the provision of waste treatment service and the provision of advertising media service.

The unaudited interim condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand ("HK\$'000"), unless otherwise stated.

2. BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 September 2025 has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure provisions to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 March 2025.

3. CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 March 2025, except for the adoption of the following amended HKFRS Accounting Standards for the first time for the current period's financial information.

Amendments to HKAS 21

Lack of Exchangeability

The nature and impact of the amended HKFRS Accounting Standards are described below:

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. As the currencies that the Group had transacted with and the functional currencies of group entities for translation into the Group's presentation currency were exchangeable, the amendments did not have any impact on the interim condensed consolidated financial information.

4. OPERATING SEGMENT INFORMATION

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

- (a) the cleaning and related services segment engages in the provision of cleaning and related services for office buildings, public areas and residential areas;
- (b) the advertising media business segment engages in the provision of media strategy, planning and management, product launching and selling, brand building, event marketing as well as the development and operations of advertising media; and
- (c) the waste treatment business segment engages in the provision of organic waste treatment and sale of the by-products produced.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment result, which is a measure of adjusted loss before income tax. The adjusted loss before income tax is measured consistently with the Group's loss before income tax except that interest income, government subsidies, dividend income and gain or loss on fair value changes on financial assets at fair value through profit or loss, finance costs and unallocated head office and corporate expenses are excluded from such measurement.

Segment liabilities exclude loans from directors and a former director as these liabilities are managed on a group basis. There are no inter-segment revenue and transfers between the segments.

4. OPERATING SEGMENT INFORMATION (continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments:

	For the six months ended 30 September 2025			
	Cleaning and related services HK\$'000 (Unaudited)	Advertising media business HK\$'000 (Unaudited)	Waste treatment HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment revenue:				
Service income from external customers recognised over time	181,188	–	–	181,188
Segment results	500	(628)	(709)	(837)
Reconciliation:				
Unallocated other income and gains				24
Interest income				212
Unallocated expenses				(5,926)
Finance costs				(114)
Loss before income tax				(6,641)
Income tax				–
Loss for the period				(6,641)
Other segment information:				
Capital expenditure	5,354	–	–	5,354
Depreciation and amortisation	2,146	108	521	2,775

4. OPERATING SEGMENT INFORMATION (continued)

Segment revenue and results (continued)

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

	Cleaning and related services <i>HK\$'000</i> (Unaudited)	Advertising media business <i>HK\$'000</i> (Unaudited)	Waste treatment <i>HK\$'000</i> (Unaudited)	Total <i>HK\$'000</i> (Unaudited)
As at 30 September 2025				
Segment assets:	135,754	8,874	5,205	149,833
Total assets				149,833
Segment liabilities:	45,066	12,389	2,377	59,832
Reconciliation: Loans from directors and a former director				11,566
Total liabilities				71,398

4. OPERATING SEGMENT INFORMATION (continued)

Segment revenue and results (continued)

The following is an analysis of the Group's revenue and results by reportable segments:

	For the six months ended 30 September 2024			
	Cleaning and related services HK\$'000 (Unaudited)	Advertising media business HK\$'000 (Unaudited)	Waste treatment HK\$'000 (Unaudited)	Total HK\$'000 (Unaudited)
Segment revenue:				
Service income from external customers recognised over time	179,307	–	–	179,307
Segment results	2,511	(364)	(595)	1,552
Reconciliation:				
Unallocated other income and gains				423
Interest income				980
Unallocated expenses				(6,453)
Finance costs				(229)
Loss before income tax				(3,727)
Income tax				–
Loss for the period				(3,727)
Other segment information:				
Capital expenditure	398	–	–	398
Depreciation and amortisation	1,803	109	521	2,433

4. OPERATING SEGMENT INFORMATION (continued)

Segment revenue and results (continued)

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

	Cleaning and related services <i>HK\$'000</i> (Audited)	Advertising media business <i>HK\$'000</i> (Audited)	Waste treatment <i>HK\$'000</i> (Audited)	Total <i>HK\$'000</i> (Audited)
As at 31 March 2025				
Segment assets:	137,884	13,056	4,057	154,997
Total assets				154,997
Segment liabilities:	40,377	15,945	2,054	58,376
Reconciliation:				
Loans from directors				11,291
Total liabilities				69,667

Geographical information

	Revenue from external customers For the six months ended 30 September 2025 <i>HK\$'000</i> (Unaudited)		Non-current assets As at 30 September 2025 <i>HK\$'000</i> (Unaudited)	
	2024 <i>HK\$'000</i> (Unaudited)	2025 <i>HK\$'000</i> (Unaudited)	As at 31 March 2025 <i>HK\$'000</i> (Audited)	
Hong Kong	179,307	181,188	6,066	3,152
The People's Republic of China (the "PRC")	–	–	3,797	4,466
	179,307	181,188	9,863	7,618

The Group's revenue from external customers and non-current assets information above are based on the location to which the services and goods are delivered and that of the assets, respectively.

5. REVENUE

The Group's revenue represents the net invoiced value of services rendered. An analysis of the Group's revenue is as follows:

	For the six months ended 30 September	
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Cleaning and related service fee income	181,188	179,307

6. OTHER INCOME AND GAINS, NET

		For the six months ended 30 September	
		2025	2024
		HK\$'000	HK\$'000
	Note	(Unaudited)	(Unaudited)
Interest income		212	980
Management fee income		30	30
Government subsidies (Note 1)		24	60
Dividend income on financial assets at fair value through profit or loss		-	109
Gain on disposal of subsidiaries	21	218	-
Net (loss)/gain on disposals of property, plant and equipment		(4)	1
Gain on lease termination		19	-
Sundry income		213	226
		712	1,406

Note:

- These represented subsidies received by the Group under the Employment Programme for the Elderly and Middle-aged of the Government of the Hong Kong Special Administrative Region for the six months ended 30 September 2025 and 2024. There was no unfulfilled conditions and other contingencies attaching to the government subsidies that had been recognised.

7. LOSS BEFORE INCOME TAX

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

	For the six months ended	
	30 September 2025 HK\$'000 (Unaudited)	2024 HK\$'000 (Unaudited)
Employee benefit expenses (including directors' remuneration):		
Wages, salaries and other benefits	121,220	115,324
Contribution to defined contribution pension plans (Note 1)	5,465	5,063
Defined benefit plan obligation	(513)	(219)
Provision for untaken paid leave	1,326	1,268
Total staff costs	127,498	121,436
Cost of services rendered (Note 2)	171,876	169,209
Depreciation of property, plant and equipment	1,146	1,122
Depreciation of right-of-use assets	1,629	1,311
Net loss/(gain) on disposals of property, plant and equipment	4	(1)
Loss on write-off of property, plant and equipment	10	110

Notes:

1. There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions during the period and there was zero balance available at the end of reporting period for future use.
2. The cost of services rendered includes employee benefit expenses of approximately HK\$122,118,000 (six months ended 30 September 2024: approximately HK\$114,233,000) incurred in the provision of services which has been included in the employee benefit expenses above.

8. FINANCE COSTS

	For the six months ended	
	30 September	2024
	2025	2024
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Leases interest	114	109
Interest on promissory notes	–	120
	114	229

9. INCOME TAX

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 and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands or the British Virgin Islands.

Pursuant to the relevant tax law of the Hong Kong Special Administrative Region, the provision for Hong Kong Profits Tax is calculated by applying the estimated annual effective tax rate of 16.5% (2024: 16.5%) to the six months ended 30 September 2025, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this subsidiary was calculated at the same basis in 2024.

Subsidiaries of the Group located in the PRC are subject to the PRC Enterprise Income Tax at a rate of 25% (six months ended 30 September 2024: 25%) on their assessable profits.

10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

Basic loss per share

The calculation of the basic loss per share is based on the loss for the interim period attributable to owners of the Company of approximately HK\$6,426,000 (six months ended 30 September 2024: approximately HK\$3,549,000), and the weighted average number of ordinary shares of 1,931,069,796 (six months ended 30 September 2024: 1,931,069,796) in issue during the interim period.

Diluted loss per share

The diluted loss per share is the same as the basic loss per share for the six months ended 30 September 2025 and 2024 because the Company's share options outstanding during these periods were anti-dilutive.

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2025, the Group acquired items of property, plant and equipment with aggregate cost of approximately HK\$1,209,000 (six months ended 30 September 2024: approximately HK\$398,000). Items of property, plant and equipment with aggregate carrying amount of approximately HK\$244,000 were written off and disposed of during the six months ended 30 September 2025 (six months ended 30 September 2024: approximately HK\$110,000), resulting in a net loss on write-off and disposal of property, plant and equipment of approximately HK\$14,000 (six months ended 30 September 2024: net loss on write-off and disposal of property, plant and equipment of approximately HK\$109,000).

12. LEASES AND RIGHT-OF-USE ASSETS

During the six months ended 30 September 2025, the Group entered into a number of new lease agreements in respect of renting buildings and recognised lease liabilities and right-of-use assets of approximately HK\$4,145,000 (six months ended 30 September 2024: Nil).

13. TRADE RECEIVABLES

The aged analysis of trade receivables, based on the invoice date and net of loss allowance at the end of the reporting period, is as follows:

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Within 30 days	54,232	30,035
31 to 60 days	118	27,964
61 to 90 days	14,861	4,706
91 to 120 days	297	151
Over 120 days	2	34
	69,510	62,890

14. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Prepayments	3,165	1,946
Deposits	1,683	1,980
Other receivables	755	4,799
Amount due from a related company	7,002	7,030
Less: Impairment loss recognised	(460)	(563)
	12,145	15,192

15. PLEDGED TIME DEPOSITS

At the end of the reporting period, the Group's banking facilities amounting to HK\$7,000,000 (31 March 2025: HK\$7,000,000) were secured by the pledge of certain of the Group's time deposits amounting to approximately HK\$7,114,000 (31 March 2025: approximately HK\$7,111,000). The facilities were not utilized to the extent of HK\$4,953,000 (31 March 2025: HK\$4,778,000).

16. TRADE PAYABLES

The aged analysis of trade payables, based on invoice date at the end of the reporting period, is as follows:

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Within 30 days	13,895	7,256
31 to 60 days	–	6,139
Over 90 days	104	698
	13,999	14,093

17. OTHER PAYABLES AND ACCRUALS

	30 September 2025 HK\$'000 (Unaudited)	31 March 2025 HK\$'000 (Audited)
Other payables	8,479	9,991
Provisions and accruals (Note 1)	29,247	28,360
Loans from a former director (Note 2)	11,066	–
	48,792	38,351

Notes:

- Provisions and accruals mainly represent the accrued staff costs incurred in the Group.
- Mr. Tsui Kwok Hing retired as director of the Company on 30 September 2025. The amounts due are unsecured and interest-free and repayable within one year.

18. PROMISSORY NOTES PAYABLE

During the year ended 31 March 2021, the Company issued three promissory notes to an investor in the aggregate principal sum of HK\$3,000,000 and bearing interest at 8% per annum. The promissory notes should be repayable in full by 31 January 2023 but the expiry date has been extended to 31 January 2024 and further extended to 31 January 2025 by the Company and the investor. In January 2025, the Group was unable to repay the promissory notes payable which was due for payment in accordance with the respective loan agreement. The suspension of payment of principal and interest of promissory notes payable constitute a default of payment. The default promissory notes payable amounted to HK\$3,000,000 is presented under current liabilities in the Group's condensed consolidated statement of financial position as at 30 September 2025 and 31 March 2025. No remedies in respect of the defaults have been agreed with the notes holders up to the date of this report.

19. DIVIDEND

The Directors do not declare the payment of any interim dividend for the six months ended 30 September 2025 (six months ended 30 September 2024: Nil).

20. SHARE CAPITAL

	Number of shares	Nominal value HK\$'000
Authorised:		
<i>Ordinary shares of HK\$0.01 each</i>		
As at 1 April 2024, 31 March 2025, 1 April 2025 and 30 September 2025	4,000,000,000	40,000
Issued and fully paid:		
<i>Ordinary shares of HK\$0.01 each</i>		
As at 1 April 2024 (Audited), 31 March 2025 and 1 April 2025 (Audited) and 30 September 2025 (Unaudited)	1,931,069,796	19,311

Note: Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2025.

21. DISPOSAL OF SUBSIDIARIES

On 27 June 2025, the Group entered into a sale and purchase agreement with an independent third party for the disposal of two group entities, namely Precise Vision International Limited and Utter Enlightenment International Limited along with their respective subsidiaries. The sub-consolidated financial information for these entities is presented below:

		27 June 2025 HK\$'000
	Note	
Net assets disposed of:		
Property, plant and equipment		227
Trade receivables		–
Prepayments, deposits and other receivables		3,807
Cash and bank balances		11
Trade payables		(613)
Other payables and accruals		(16,068)
Subtotal		(12,636)
Exchange fluctuation reserve		(349)
Amounts due with intra-group companies		13,067
Gain on disposal of subsidiaries	6	218
Total consideration		300
Satisfied by:		
Cash		300

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

	27 June 2025 HK\$'000
Cash consideration	300
Cash and bank balances disposed of	(11)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	289

22. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these Interim Financial Statements, the Group had the following transactions and balances with related companies during the period.

- (a) Transactions with related parties:

	For the six months ended 30 September 2025 HK\$'000 (Unaudited)		2024 HK\$'000 (Unaudited)
Management fee income from a related company (Note)	30		30

Note: The management fee income from the provision of accounting and administrative services and the sharing of office space and facilities with the Group was received in a lump sum annually with reference to the actual costs incurred.

- (b) Balances with related parties:

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Amounts due from related companies		
Honest Grand International Limited and its subsidiaries	7,002	7,030
Less: Impairment loss recognised	(142)	(113)
	6,860	6,917
Amount due to a related company		
Sky Merit International Limited	1,055	1,055
Loans from directors		
Within one year	500	11,291

The amounts due are unsecured and interest-free and repayable within one year.

22. RELATED PARTY TRANSACTIONS (continued)

(c) Compensation paid to key management personnel of the Group:

	For the six months ended 30 September 2025 HK\$'000 (Unaudited)		2024 HK\$'000 (Unaudited)
Short-term employee benefits	1,397		1,720
Retirement scheme contributions	90		88
	1,487		1,808

23. FINANCIAL INSTRUMENTS BY CATEGORY

	As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Financial assets:		
Financial assets at fair value through profit or loss	5,202	5,902
<i>Financial assets at amortised cost (including cash and cash equivalents):</i>		
Trade receivables	69,510	62,890
Financial assets included in prepayments, deposits and other receivables	7,928	12,883
Pledged time deposits	7,114	7,111
Cash and bank balances	45,954	56,239
	135,708	145,025
Financial liabilities:		
<i>Financial liabilities at amortised cost:</i>		
Trade payables	13,999	14,093
Financial liabilities included in other payables and accrued liabilities	41,552	30,911
Promissory notes payable	3,000	3,000
Amount due to a related company	1,055	1,055
Lease liabilities	3,769	1,594
Loans from directors	500	11,291
	63,875	61,944

The directors of the Company consider the carrying value of financial instruments carried at cost or amortised cost were not materially different from their fair values as at 30 September 2025 and 31 March 2025.

24. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categories into three levels the inputs to valuation techniques used to measure fair value:

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

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy at 30 September 2025:

Description	Fair value measurement using:			Total As at 30 September 2025 HK\$'000 (Unaudited)
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Recurring fair value measurements: Financial assets at fair value through profit or loss Investments in funds	5,202	–	–	5,202

Disclosures of level in fair value hierarchy at 31 March 2025:

Description	Fair value measurement using:			Total As at 31 March 2025 HK\$'000 (Audited)
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
Recurring fair value measurements: Financial assets at fair value through profit or loss Investments in funds	5,902	–	–	5,902

For the six months ended 30 September 2025 and year ended 31 March 2025 there were no transfers of fair value measurements between Level 1 and Level 2, or transfers into or out of Level 3 for both financial assets and financial liabilities.

24. FAIR VALUE MEASUREMENTS (continued)

- (b) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The Directors determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The Directors work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model and to understand the cause of fluctuations in the fair value of the assets and liabilities.

Level 1 fair value measurements

Description	Valuation technique	Inputs	Fair value	
			As at 30 September 2025 HK\$'000 (Unaudited)	As at 31 March 2025 HK\$'000 (Audited)
Financial assets at fair value through profit or loss	Market approach	Quoted prices	5,202	5,902

25. CONTINGENT LIABILITIES

Legal Proceedings by Former Non-executive Director

On 10 June 2025, a Chinese arbitration award was issued in relation to a loan alleged to be taken out by Heng Qin Hetong Cultural Communication Company and Fujian Yu Sheng Da Supply Chain Management Company Limited (collectively, the "Related Subsidiaries") from Mr. Wang Chunping ("Mr. Wang"), a former non-executive Director retired on 25 September 2024. It was alleged that a loan in the amount of RMB5.2 million had not been repaid on the agreed date of 30 June 2024 by the Related Subsidiaries to Mr. Wang and as such, Mr. Wang initiated arbitration proceedings at the Fuzhou Arbitration Commission on 13 November 2024 and the arbitration award was issued on 10 June 2025 in favour of Mr. Wang (the "Award"), whereby the Related Subsidiaries were ordered to repay, within 10 days from the date of the issue of the Award, the principal loan amount of RMB5.2 million together with overdue interest at 3.1% per annum from 11 November 2024.

As the Related Subsidiaries have been disposed by the Company on 27 June 2025 and the Company ceased to hold any interest in the Related Subsidiaries, and the Related Subsidiaries ceased to be subsidiaries of the Company, there will be no material adverse impact on the Group and no contingent liabilities was made by the Group as a result of the issue of the Award to the Related Subsidiaries.

As at 30 September 2025, the Group had no material contingent liabilities.

26. APPROVAL OF INTERIM FINANCIAL STATEMENTS

The Interim Financial Statements were approved and authorised for issue by the Board on 28 November 2025.

INDEPENDENT AUDITOR'S REVIEW REPORT



Prism

TO THE BOARD OF DIRECTORS OF XINHUA NEWS MEDIA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF CONCLUSION

We were engaged to review the interim condensed consolidated financial information of Xinhua News Media Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 2 to 24, which comprise the interim condensed consolidated statement of financial position as at 30 September 2025, and the interim condensed consolidated statement of profit or loss and other comprehensive income, interim condensed consolidated statement of changes in equity and interim condensed consolidated statement of cash flows for the period then ended, and notes to the interim condensed consolidated financial statements. The Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants.

We do not express a conclusion on the interim condensed consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Conclusion section of our report, we have not been able to obtain sufficient appropriate evidence to provide a basis for a review conclusion on these condensed consolidated statements. In all other respects, in our conclusion, the interim condensed consolidated financial statements have been properly prepared in accordance with HKAS 34.

BASIS FOR DISCLAIMER OF CONCLUSION

The directors of the Company were unable to access the supporting documents of the accounting books and records of certain subsidiaries, namely, Heng Qin Hetong Cultural Communication Company Limited and Fujian Yu Sheng Da Supply Chain Management Company Limited (hereinafter collectively referred to as the "Sub-Group") (the "Inaccessible Accounting Supporting"). As a result of the above, we were unable to obtain sufficient appropriate evidences to review the consolidated statement of profit or loss and other comprehensive income of the Sub-Group in accordance with HKFRS Accounting Standards. Since the consolidated financial statements of the Sub-Group form part of the interim condensed consolidated financial statements of the Group, the inability to perform sufficient review procedures on the Inaccessible Accounting Supporting resulted in limitation on our review of the interim condensed consolidated financial statements of the Group. As disclosed in note 21, during the six months ended 30 September 2025, the Sub-Group had been disposed to the independent third party.

We were unable to determine whether any adjustments might have been found to be necessary in respect of the elements making up the condensed consolidated profit or loss and other comprehensive income, and the related disclosures in the interim condensed consolidated financial statements of the Group.

RESPONSIBILITIES OF THE DIRECTORS FOR THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the interim condensed consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company determine is necessary to enable the preparation of interim condensed consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the interim condensed consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE REVIEW OF THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct a review of the Group's interim condensed consolidated financial statements in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants and to issue an auditor's review report. We report solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Conclusion section of our report, it is not possible for us to form an conclusion on the interim condensed consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

The engagement partner on the review resulting in this independent auditor's review report is Dai Tin Yau.

Prism Hong Kong Limited

Certified Public Accountants

Dai Tin Yau

Practising Certificate Number: P06318

Hong Kong

28 November 2025

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the six months ended 30 September 2025 (the “reporting period”), the Group’s revenue increased by 1.05% to approximately HK\$181,188,000 (30 September 2024: approximately HK\$179,307,000). The Group’s net loss attributable to the owners of the Group was approximately HK\$6,426,000, whilst the loss attributable to the owners was approximately HK\$3,549,000 for the same period in 2024.

The Group is principally engaged in three business segments: (i) advertising media business; (ii) cleaning and related services business; and (iii) waste treatment business.

Advertising Media Business

The advertising media industry is undergoing profound changes, like traditional media is challenged by digital media, increasing demand for targeted marketing and emergence of new business models. Digital transformation is the overarching trend. The Group keeps navigating carefully the evolving industry landscape for the interest of the Group.

Cleaning and Related Services Business

During the reporting period, the Group successfully renewed many of its contracts which were coming up for renewals. Despite global economic volatility and intense competition in the cleaning industry, the Group was able to maintain stability in its revenue. Due to fierce competition, profit margins were compromised when bidding for contracts so as to maintain market share.

The Group was successful in renewing contracts and one of the bigger contracts renewed included a five-year renewal with one of Hong Kong’s largest airport catering service providers, and a two-year renewal of a contract for the provision of cleaning services for the largest luxury residential estate in the Southern District.

Waste Treatment Business

The Group is continuing to look for suitable options in respect of this investment.

FINANCIAL REVIEW

The Group’s revenue for the reporting period amounted to approximately HK\$181,188,000 (30 September 2024: approximately HK\$179,307,000) represented a 1.05% increase as compared to the corresponding period in 2024.

The Group’s gain on fair value changes at financial assets at fair value through profit or loss for the reporting period was approximately HK\$311,000 (30 September 2024: gain of approximately HK\$254,000). Other operating expenses, which amounted to approximately HK\$58,433,000 (30 September 2024: approximately HK\$60,596,000), represented a period-to-period 3.6% decrease. Such expenses mainly included the costs of services rendered under cleaning and related services business, which accounted for over 85% of the total other operation expenses, while legal and professional fees and a one-off reinstatement cost incurred in respect of a former leased property accounted for approximately 3.7% and 1.4% respectively. The Group’s net loss attributable to the owners of the Group for the reporting period was approximately HK\$6,426,000 (30 September 2024: approximately HK\$3,549,000). Cleaning and related services business made a profit of approximately HK\$500,000, the advertising media business made a loss of approximately HK\$628,000, and the waste treatment business made a loss of approximately HK\$709,000.

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2025, the Group's cash and bank balances and pledged time deposits were approximately HK\$53,068,000 (31 March 2025: approximately HK\$63,350,000) and its current ratio was 2.0 (31 March 2025: 2.1).

The Group's net assets as at 30 September 2025 were approximately HK\$78,435,000 (31 March 2025: approximately HK\$85,330,000).

As at 30 September 2025, the Group's gearing ratio was 3.8% (31 March 2025: 3.5%), representing the total interest-bearing debts divided by total equity. The Group had lease liabilities and loans from directors of approximately HK\$3,769,000 and HK\$500,000 respectively (31 March 2025: approximately HK\$1,594,000 and HK\$11,291,000 respectively). The Group's shareholders' equity amounted to approximately HK\$78,419,000 as at 30 September 2025 (31 March 2025: approximately HK\$85,119,000).

The Group takes a prudent approach to cash management and risk control. Its revenues, expenses and capital expenditures in relation to cleaning and related services business are transacted in Hong Kong dollars, whereas those of the advertising media and waste treatment businesses are transacted in Renminbi ("RMB"). The Group's cash and bank balances are primarily denominated in HK\$, RMB and United States dollars. Foreign currency risks in relation to exchange rate fluctuations of RMB will be mitigated as future revenues from advertising media business, which are in RMB, can offset future liabilities and expenses.

PROSPECTS

Advertising Media Business

The industry keeps evolving and transforming to digital focus. The use of big data, VR, AR and AI technology reshapes the business landscape. The Group is adapting the dynamic industry landscape and exploring new opportunities. Should there be material progress, the Company will publish announcement as and when appropriate according to applicable rules and regulations.

Cleaning and Related Services Business

The Hong Kong Government's Supplemental Labour Optimization Scheme, which permit the import of Chinese workers, has alleviated Hong Kong's labour shortage to a certain extent. The cleaning industry has benefited from this, resulting in reasonable adjustments to labour wages, which in turn has helped companies control costs.

Mechanization and automation are also future trends in the cleaning industry. The Group continuously adapts to the times, introducing various technologies to reduce labour costs. In addition to focusing on general cleaning development, the Group will also strive to promote pest control and high-level cleaning, exploring the introduction of AI mechanization to improve efficiency and reduce labour costs, thereby increasing the company's competitiveness.

Waste Treatment Business

With the combination of growing demand, supportive policies around the world, technological advancements and the integration of waste treatment and new energy solutions, the business environment is expected to be favorable. The Group has been exploring ways to capture these trends for the development and the interest of the Group and its shareholders as a whole.

FUND RAISING ACTIVITY

The Company has not conducted any fund raising activities during the six months ended 30 September 2025.

INTERIM DIVIDEND

The Board do not recommend the payment of an interim dividend to the shareholders of the Company (the "Shareholders") for the six months ended 30 September 2025 (30 September 2024: Nil).

PLEDGE OF ASSETS

As at 30 September 2025, the Group's banking facilities amounting to HK\$7,000,000 (31 March 2025: HK\$7,000,000) were secured by the pledge of certain of the Group's time deposits amounting to approximately HK\$7,114,000 (31 March 2025: approximately HK\$7,111,000). The facilities were not utilized to the extent of HK\$4,953,000 (31 March 2025: HK\$4,778,000).

CONTINGENT LIABILITIES

At the end of the reporting period, the Group had contingent liabilities as follows:

- (a) The Group has executed performance guarantees to the extent of an aggregate amount of approximately HK\$2,047,000 (31 March 2025: approximately HK\$2,222,000) in respect of certain services provided to various customers by the Group.
- (b) During the ordinary course of its business, the Group may from time to time be involved in litigation concerning personal injuries sustained by its employees or third party claimants. The Group maintains insurance cover and, in the opinion of the Directors, based on current evidence, any such existing claims should be adequately covered by the insurance as at 30 September 2025 and 31 March 2025.

CAPITAL COMMITMENTS

As at 30 September 2025, the Group had no capital commitment (31 March 2025: approximately HK\$Nil), contracted for but not provided in the consolidated financial statements.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

It is the Group's corporate mission to continue to explore ways to improve its financial performance and to broaden the sources of revenue within acceptable risk level. Hence, the Company does not rule out the possibility of investing in or changing to other business as long as it is in the interest of the Company and the shareholders as a whole. Also, as part of its routine exercise, the Company reviews the performance of its existing business portfolio and evaluates possible investment opportunities available to the Company from time to time. Subject to the result of such review and the then market and economy situation, the Company may make suitable investment decisions which may involve the disposal of part of its existing business portfolio and/or change of the asset allocation of its business and investment portfolio and/or expanding its business portfolio with a view of realizing and/or optimizing the expected return and minimizing the risks. Meanwhile, the Company does not preclude the possibility that the Company may implement debt and/or equity fund raising plan(s) to satisfy the financing needs arising out of any business development of the Group as well as to improve its financial position in the event that suitable fund raising opportunities arise, as the Company has from time to time been approached by investors for potential investment projects. In these regards, the Company will publish announcement as and when appropriate according to applicable rules and regulations.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES

As disclosed in the announcement of the Company dated 26 September 2025 (the "Special Audit Announcement"), in view of the Inaccessible Accounting Supporting (as defined in the Special Audit Announcement) and in order to resolve the Audit Issue (as defined in the Special Audit Announcement), the Company identified a purchaser for the disposal of the entire equity interest in the Sub-Group (as defined in the Special Audit Announcement) (the "Disposal") in late May 2025. The Group and the purchaser, an independent third party and a company incorporated in Hong Kong with limited liability and principally engaged in the provision of financial advisory services relating to corporate restructuring and debt recovery, entered into the sale and purchase agreement on 27 June 2025 in respect of the Disposal for a consideration of HK\$300,000 and the completion took place on the same day. The consideration for the Disposal was determined after arm's length negotiation between the Group and the purchaser having considered various factors, including but not limited to (i) the Sub-Group's financial performance and financial position to the extent that the Company has information on; (ii) the business operations of the Sub-Group, which, based on the findings of the Investigation, the Sub-Group currently has no business operations; (iii) the issues with the management of the Sub-Group on the Inaccessible Accounting Supporting; and (iv) the prospects of a potential contractual dispute of the Sub-Group.

Except for disclosed herein, there was no material acquisition and disposal of subsidiaries during the period ended 30 September 2025.

SIGNIFICANT INVESTMENTS

As at 30 September 2025, the Group did not have any significant investment plans.

NO MATERIAL CHANGES

Saved as disclosed in this report, during the reporting period, there were no material changes affecting the Group's performance that needs to be disclosed under Paragraphs 37 to 44 of Appendix D2 to the Listing Rules.

EVENTS SUBSEQUENT TO THE REPORTING PERIOD

On 6 October 2025, an extraordinary general meeting of the Company (the “EGM”) requested by Mr. Yu Weikun (the “Requisitionist”), who purport to be the beneficial owner of 193,131,000 shares in the Company, representing not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings, was adjourned due to two of the resolutions to be proposed in the EGM become invalid and no longer applicable owing to the retirement of Mr. Tsui Kwok Hing and Mr. Yung Ting Yiu on 30 September 2025 that the EGM was postponed to a later date to be confirmed for clarification and to seek legal advice from its advisors. Details were set out in the announcement of the Company dated 26 August 2025, the circular of the Company dated 27 August 2025 and the announcement of the Company dated 6 October 2025.

As disclosed in the announcement of the Company dated 30 October 2025, the Company received an originating summons (the “Originating Summons”) taken out by the solicitors acting for the Requisitionist, in relation to an application by the Requisitionist, as the plaintiff (the “Plaintiff”) against the Company, Mr. Lo Kou Hong (“Mr. Lo”) and Mr. Cheung Kin Wa (“Mr. Cheung”), being the executive Directors, Ms. Wang Guan, Ms. Chen Yun and Ms. Fong Man Julisa (“Ms. Fong”, together with Mr. Cheung, the “8th and 9th Defendants”), being the non-executive Directors, and Mr. Wang Qi, Mr. Yau Pak Yue and Mr. Leung Nga Tat, being the independent non-executive Directors (collectively, the “Defendants”), as the defendants. The Company also received a summons (the “Summons”) taken out by the solicitors acting for the Requisitionist for attending a hearing at the High Court of Hong Kong on 31 October 2025 at 10:00 a.m. in relation to an application for interlocutory injunctions made by the Requisitionist, as the plaintiff against the Defendants, as the defendants.

On 31 October 2025, the Company updated the shareholders of the Company that the Summons was heard by the High Court of Hong Kong on 31 October 2025. Upon hearing submissions from the parties, the Court declined to make any interim injunction order against the Company or any of its directors and ordered that the Summons be adjourned for substantive argument on a date to be fixed.

The Company is seeking advice from its legal adviser in respect of the Summons and will take all necessary actions as appropriate to protect the interests of the Company and its shareholders as a whole. Further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

Except for disclosed herein, there have been no significant events occurring after the end of the reporting period and up to the date of this report.

LITIGATION

As disclosed in the paragraph of “EVENTS SUBSEQUENT TO THE REPORTING PERIOD” above, the Requisitionist, made an application as the Plaintiff against the Company as Defendant. The Company is seeking advice from its legal adviser in respect of the Summons and will take all necessary actions as appropriate to protect the interests of the Company and its shareholders as a whole. Further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

EMPLOYEES AND REMUNERATION POLICIES

The total number of employees of the Group as at 30 September 2025 was 1,284 (31 March 2025: 1,241). Total staff costs, including directors' emoluments and net pension contributions, for the reporting period amounted to approximately HK\$127,498,000 (30 September 2024: approximately HK\$121,436,000). The Group provides employees with training programmes to equip them with the latest skills and other benefits including share option scheme.

Remunerations are commensurate with individual job nature, work experience and market conditions, and performance related bonuses are granted to employees on discretionary basis.

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

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 September 2025.

SHARE OPTION SCHEME

The share option scheme of the Company was approved and adopted by the Shareholders in the annual general meeting of the Company held on 25 September 2015 (the "Share Option Scheme") and shall be valid and effective for a period of 10 years up to 24 September 2025. As at the date of this report, the share option scheme was ended.

Pursuant to the Share Option Scheme, the Board may at its discretion offer options to any eligible participants including, but not limited to (i) any eligible employee as stated in the Share Option Scheme; (ii) any non-executive Director (including independent non-executive Directors) of the Company, any of its subsidiaries or any entity in which the Group holds any equity (the "Invested Entity"); (iii) any supplier of goods or services to the member of the Group or any Invested Entity; (iv) any customer of the Group or any Invested Entity; (v) any consultant, adviser, legal consultant, legal adviser, agent and contractor engaged by the Company, the Group or any Invested Entity; (vi) any shareholder and director of any member of the Group or any Invested Entity or (vii) any holder of any securities issued by any member of the Group or any Invested Entity; and (viii) any other classes of participants who have contributed or may contribute, whether by way of joint venture, business alliance, other business arrangement, or otherwise, to the development and growth of Group.

The purpose of the Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and to encourage the participants to perform their best in achieving the goals of the Group and at the same time allow the participants to enjoy the results of the Company attained through their efforts and contributions and to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any Invested Entity.

SHARE OPTION SCHEME (continued)

Details of movements in the share options for the six months ended 30 September 2025 are as follows:

Name or category of participants	Exercise price per share HK\$	During the period				As at 30 September 2025	Notes
		As at 1 April 2025	Granted	Lapsed	Reallocation		
Directors							
Mr. Lo Kou Hong	0.094	16,000,000	–	–	–	16,000,000	(1)
Mr. Wang Qi	0.094	1,600,000	–	–	–	1,600,000	(1)
Sub-total		17,600,000				17,600,000	
Continuous Contracts Employees	0.278	9,000,302	–	–	–	9,000,302	(2)
Continuous Contracts Employees and grantees	0.094	53,500,000	–	–	–	53,500,000	(1)
Sub-total		62,500,302				62,500,302	
Total		80,100,302				80,100,302	

Notes:

- (1) The share options were granted and deemed to be accepted on 23 July 2020. There were no vesting period and the share options are exercisable at any time during the period from 23 July 2020 to 22 July 2030 (both days inclusive) and the exercise price is HK\$0.094.
- (2) The share options were granted and deemed to be accepted on 6 July 2018. The vesting period of the share options was from the date of grant and up to 5 July 2019 and the share options are exercisable at any time during the period from 6 July 2019 to 5 July 2028 (both days inclusive) and the exercise price is HK\$0.278.

As at the date of this report, 64,100,302 share options were outstanding under the Share Option Scheme, which were fully vested and exercisable.

SHARE OPTION SCHEME (continued)

As disclosed in the announcement of the Company dated 25 September 2020, the shareholders of the Company resolved to refresh the scheme mandate limit under the share option scheme (the "Share Option Scheme") at the annual general meeting of the Company on 25 September 2020 ("2020 AGM"). The refreshed scheme mandate limit was 180,486,979 ordinary shares, being 10% of the shares in issue as at the date of 2020 AGM when the resolution was passed (the "Refreshed Scheme Mandate Limit").

The number of options available for grant under the scheme mandate at 31 March 2024 and 31 March 2025 was 180,486,979 share options.

As at 30 September 2025, as the Share Option Scheme was ended and no new share option was adopted, other than the prevailing outstanding share options being 80,100,302 share options, the number of options available for new grant under the Share Option Scheme was nil.

As at 27 June 2024 being the date of the annual report 2023–2024, the total number of shares available for issue are 270,876,281 shares (comprising 180,486,979 shares to be allotted and issued upon exercise of the share options to be granted under the Refreshed Scheme Mandate Limit and 90,389,302 shares to be allotted and issued upon full exercise of the outstanding share options) which represented approximately 14.03% of the issued shares as at 27 June 2024.

As at 30 June 2025 being the date of the annual report 2024–2025, the total number of shares available for issue are 260,587,281 shares (comprising 180,486,979 shares to be allotted and issued upon exercise of the share options to be granted under the Refreshed Scheme Mandate Limit and 80,100,302 shares to be allotted and issued upon full exercise of the outstanding share options) which represented approximately 13.49% of the issued shares as at 30 June 2025.

As at 28 November 2025 being the date of this interim report 2025–2026, the total number of shares available for issue are 64,100,302 shares (comprising 64,100,302 shares to be allotted and issued upon full exercise of the outstanding share options) which represented approximately 3.32% of the issued shares as at 28 November 2025.

DIRECTORS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2025, the interests of the Directors in the shares (the "Shares") and underlying Shares of the Company and its associated corporations as recorded in the register required to be kept under Section 352 of Part XV of the Securities and Futures Ordinance (the "SFO"); or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

A. Interests in Shares of the Company

Name of Director	Long/short positions	Capacity	Total interest in Shares	Total interest in underlying Shares	Aggregate interests	Approximate percentage of the Company's issued share capital
Mr. Lo Kou Hong ["Mr. Lo"] (Note 1)	Long position	Beneficial owner	53,674,000	16,000,000	71,779,000	3.72%
	Long position	Interest of spouse	2,105,000			
Mr. Wang Qi ["Mr. Wang"] (Note 2)	Long position	Beneficial owner	1,367,000	1,600,000	2,967,000	0.15%
Chen Yun	Long position	Beneficial owner	52,429,000	0	52,429,000	2.72%

Notes:

- (1) Mr. Lo is the beneficial owner of 53,674,000 Shares and 16,000,000 share options. He is also deemed to be interested in 2,105,000 Shares through interest of his spouse, Ms. Ko Lok Ping, Maria Genoveffa ["Ms. Ko"], who personally and beneficially owned such 2,105,000 Shares.
- (2) Mr. Wang is interested in share options which can be severally exercised to subscribe for 1,600,000 Shares.

B.(1) Associated Corporation – Peixin Group Limited (“Peixin”), an Indirect Non Wholly-owned Subsidiary of the Company

Name of director	Long/short position	Capacity	Number of ordinary Shares in Peixin	Percentage of Peixin’s issued share capital
Mr. Lo	Long position	Interest held by a controlled corporation	42 shares (Note)	30%

Note: The 42 shares in Peixin were held through a corporation controlled by Mr. Lo and Ms. Ko. As such, Mr. Lo and Ms. Ko were deemed to be interested in such shares pursuant to Part XV of the SFO.

B.(2) Associated Corporation – Shuyang ITAD Environmental Technology Limited (“Shuyang ITAD”), an Indirect Non Wholly-owned Subsidiary of the Company

Name of Director	Long/short position	Capacity	Amount of registered capital in Shuyang ITAD	Percentage of Shuyang ITAD’s issued share capital
Mr. Lo	Long position	Interest held by a controlled corporation	RMB62,500,000 (Note)	30%

Note: The entire registered capital in Shuyang ITAD was beneficially owned by Peixin and 42 shares in Peixin were beneficially owned by a corporation controlled by Mr. Lo and Ms. Ko in equal shares. Such 42 shares in Peixin represent 30% of the entire issued share capital on Peixin. As such, Mr. Lo and Ms. Ko were deemed to be interested in such registered capital pursuant to Part XV of the SFO.

In addition to the above, as at 30 September 2025, Mr. Lo held 1 share in Lo’s Cleaning Services Ltd., an indirect wholly-owned subsidiary of the Company, in a non-beneficial capacity as nominee for Sinopoint Corporation.

Save as disclosed above, as at 30 September 2025, none of the Directors had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, nor had there been any grant or exercise of rights of such interests during the period ended 30 September 2025.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2025, the following person (other than the Directors and chief executive of the Company) had interests of 5% or more in the issued Shares and underlying Shares as recorded in the register required to be kept under Section 336 of the SFO:

Interests in Shares

Name of substantial shareholder	Long/short position	Capacity	Number of Shares	Percentage of the Company's issued share capital
Lam Wai Yin	Long position	Beneficial owner	454,868,130	23.56%
WKI Partners (Holdings) Limited	Long position	Interest held by controlled corporation	179,315,000 (Note)	9.29%
Yu Weikun	Long position	Beneficial owner	193,131,000	10.00%

Note: WKI Partners (Holdings) Limited is wholly-owned by Brave Venture Limited. Brave Venture Limited is wholly-owned by WKI Hong Kong Limited. WKI Hong Kong Limited is wholly-owned by WKI GP Limited. Accordingly, each of WKI Partners (Holdings) Limited, Brave Venture Limited, WKI Hong Kong Limited, WKI GP Limited was deemed to be interested in such Shares under Part XV of SFO.

CORPORATE GOVERNANCE PRACTICES

Compliance with the Corporate Governance Code

The Board recognises the vital importance of a good corporate governance to the Group's management, success and sustainability. Corporate governance practices would be reviewed from time to time to ensure compliance with the regulatory requirements and to meet the rising expectations of Shareholders and investors relating to corporate value, transparency and accountability of all its operations.

The Company strived to maintain a high standard of corporate governance and complied with the Corporate Governance Code (the "CG Code") as stated in Appendix C1 of the Listing Rules.

The Company has adopted the code provisions in the CG Code as its own code of corporate governance. Subsequent to Mr. Tsui Kwok Hing's retirement on 30 September 2025, the Company was not in compliance with the requirements of Rule 3.05 and 3.27A. The Company complied with Rule 3.05 on 13 October 2025 by appointing Mr. Lo Kou Hong to be one of the authorized representatives under Rule 3.05. The Company is in the process of identifying suitable candidate to fill the vacancy of the chairman of the Nomination Committee by 31 December 2025 so as to comply with Rule 3.27A. The Company will make further announcement(s) in due course. During the six months ended 30 September 2025, except for disclosed herein, the Directors consider that the Company has complied with all the relevant code provisions set out in the CG Code throughout the reporting period.

Model Code for Securities Transactions by Directors

The Company has adopted its own code of conduct governing Directors' dealings in the Company's securities (the "Code") on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its code of conduct regarding securities transactions by the Directors. Specific enquiry has been made to all Directors and all of them have confirmed that they have complied with the Code and the Model Code throughout the six months ended 30 September 2025.

The Company has also established written guidelines on terms no less exacting than the Model Code (the "Employees Written Guidelines") for governing the securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

REVIEW OF INTERIM RESULTS

The Audit Committee comprises three independent non-executive Directors, namely Mr. Wang Qi, Mr. Yau Pak Yue (chairman) and Mr. Leung Nga Tat, and is responsible for reviewing the Group's financial information and overseeing the Group's financial reporting system and internal control procedures. The Audit Committee is also responsible for reviewing the interim and final results of the Group prior to recommending them to the Board for approval. In performing its duties, it has unrestricted access to personnel, records, and external auditors and senior management.

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2025 have been reviewed by the Audit Committee, which was of the opinion that such financial statements complied with the applicable accounting standards and that adequate disclosures have been made.

By order of the Board
Xinhua News Media Holdings Limited
Lo Kou Hong
Chairman

Hong Kong, 28 November 2025