



新礦資源有限公司

NEWTON RESOURCES LTD

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1231



**INTERIM
REPORT
2025**

Contents

2	Chairman's Statement
3	Management Discussion and Analysis
10	Independent Review Report
	Condensed Consolidated Financial Information
11	Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
13	Condensed Consolidated Statement of Financial Position
15	Condensed Consolidated Statement of Changes in Equity
16	Condensed Consolidated Statement of Cash Flows
18	Notes to the Condensed Consolidated Financial Information
32	Other Information
37	Glossary of Terms
39	Corporate Information



Chairman's Statement

Dear Shareholders,

On behalf of the Board, I hereby present the Company's interim report for the Reporting Period.

For the Reporting Period, the Group reported revenue of approximately US\$108.7 million, a decline from approximately US\$174.8 million for the Corresponding Prior Period. Affected by a reduction in the quantity of iron ores supplied by a key supplier and a significant drop in unit gross profit of iron ores due to weak demand for the Group's iron ores during the Reporting Period, the Group's revenue and gross profit for the Reporting Period decreased by approximately US\$66.1 million and approximately US\$2.8 million, respectively, as compared to the Corresponding Prior Period. The Group recorded net loss of approximately US\$0.4 million for the Reporting Period, compared to net profit of approximately US\$1.4 million for the Corresponding Prior Period.

Looking ahead, the second half of 2025 will remain challenging for the Group. We will continue to keep abreast of the business and market development and take necessary steps to secure the swift sales of iron ores. Additionally, the Group will continue to identify and explore new sources of iron ores and other commodities to diversify our product offerings. We will also explore mergers and acquisitions, other collaboration or investment opportunities as appropriate to strengthen our sustainable development.

Taking this opportunity, I would like to express my sincerest gratitude to my fellow Board members, our management, our business development team and all the staff members for their dedication and commitment. On behalf of the Board, I would like to express my sincere thanks to all Shareholders, customers, suppliers, banks and business partners for their unwavering support.

Chong Tin Lung, Benny

Chairman

Hong Kong, 26 August 2025

Management Discussion and Analysis

Financial Highlights

	Six-month period ended 30 June	
	2025 US\$'000	2024 US\$'000
Revenue	108,681	174,757
Gross profit	2,184	4,980
(Loss)/profit for the period	(437)	1,407
Basic (loss)/earnings per share (<i>US cents</i>)	(0.01)	0.04
	30 June 2025 US\$'000	31 December 2024 US\$'000
Total assets	57,405	71,414
Total equity	29,595	29,982
Net cash ¹	15,196	15,494
	30 June 2025	31 December 2024
Liquidity ratio ²	1.9	1.6

¹ Net cash is defined as cash and cash equivalents less interest-bearing bank and other borrowings

² Liquidity ratio is computed as total current assets divided by total current liabilities

Management Discussion and Analysis

Corporate Strategy, Business Model and Culture

The Group continued to employ a distributorship business model that involved the sourcing and supply of iron ores and other commodities (the “Resources Business”) during the Reporting Period. Operating under the Group’s ethos of legal, ethical, and responsible business practices, the Group’s business development team (the “Business Development Team”) liaised with suppliers and vessel owners for commodities supply and delivery, identified and secured new customers, developed the customer network, and executed the hedging strategy and hedging instruments. As a distributor, the Group continued to engage shipping service providers under chartering for cargo delivery during the Reporting Period.

Business and Financial Review

China’s economy grew about 5.3% year-on-year during the Reporting Period. While the real estate market in China remains weak, steel and iron ores consumption in the manufacturing sector has shown resilience. The consumption of iron ores in China remained high during the Reporting Period. Attributed to the effort of the Group’s management and the Business Development Team, the Group has successfully secured the swift sales of its iron ores during the Reporting Period.

With the supply of medium to high-grade Hematite Ores from Koolan, the Group’s iron ores were mainly priced with reference to the Platts 62% Fe CFR North China index (the “Platts IODEX Price”) or the Platts 65% Fe CFR North China index (the “65 IO Price”), where applicable, with price adjustments based on the quality and impurity level and cargo specifications. To accommodate the needs and requests of the Group’s customers and suppliers, the Group’s iron ores were priced with reference to market indices under different price quotation periods.

In view of prevailing concerns regarding the potential impacts of increased United States trade tariffs and ongoing conflicts in the Middle East on both global and Chinese economic conditions, both the Platts IODEX Price and the 65 IO Price trended downwards during the Reporting Period, with the Platts IODEX Price recording an average of approximately US\$101 per tonne (approximately US\$117 per tonne for the Corresponding Prior Period) and the 65 IO Price recording an average of approximately US\$113 per tonne (approximately US\$131 per tonne for the Corresponding Prior Period).

The Group’s revenue for the Reporting Period amounted to approximately US\$108.7 million (approximately US\$174.8 million for the Corresponding Prior Period), representing a drop of about 38% period-over-period. There was also an overall decrease in the Group’s gross profit to approximately US\$2.2 million (approximately US\$5.0 million for the Corresponding Prior Period). The decline in the Group’s business performance and financial results for the Reporting Period was largely driven by a reduction in gross profit compared to the Corresponding Prior Period. This decline was mainly attributed to two factors: (i) a reduction in the quantity of iron ores supplied by a key supplier in the Reporting Period compared to the Corresponding Prior Period which led to a reduction in sales and gross profit; and (ii) a significant drop in unit gross profit of iron ores due to weak demand for the Group’s iron ores during the Reporting Period. As a result, the Group recorded a net loss of approximately US\$0.4 million for the Reporting Period (a net profit of approximately US\$1.4 million for the Corresponding Prior Period).

Management Discussion and Analysis

Business and Financial Review *(Continued)*

The Group purchased and sold about 1.2 Mt of iron ores (about 1.5 Mt for the Corresponding Prior Period), comprising about 1.0 Mt of Hematite Ores sourced from Koolan and about 0.2 Mt of iron ores sourced from other mines during the Reporting Period (about 1.2 Mt and 0.3 Mt respectively for the Corresponding Prior Period), representing a drop by about 20% period-over-period. The average iron grade of the Group's Hematite Ores was about 64% Fe during the Reporting Period (about 65% Fe for the Corresponding Prior Period), which remained steady.

The iron ore and steel markets were complicated and fast-changing. The seaborne iron ore market prices continued to be volatile and hedging tools and derivatives were executed to mitigate the Group's exposures to the fluctuations in the market indices arising from the difference in price quotation periods for iron ore sales and purchases. During the Reporting Period, the Group recorded net gains of approximately US\$0.1 million (net gains of approximately US\$6.9 million for the Corresponding Prior Period) and net gains of approximately US\$1.0 million (net losses of approximately US\$11.8 million for the Corresponding Prior Period) from the hedging transactions which were recognised as part of the Group's revenue and cost of sales, respectively.

The Group's revenue attributed to the provision of iron ore shipping services amounted to approximately US\$7.3 million for the Reporting Period (approximately US\$18.9 million for the Corresponding Prior Period), representing a decrease of about 61% period-over-period. Such decrease was mainly attributable to (i) the overall decrease in the quantity of iron ores sold by the Group during the Reporting Period as compared to the Corresponding Prior Period and (ii) more iron ores were sold on a Free on Board basis during the Reporting Period.

The Group had a healthy financial position as at 30 June 2025 with total assets of approximately US\$57.4 million (approximately US\$71.4 million as at 31 December 2024). Attributed to the decrease in iron ore shipments before 30 June 2025, the Group's trade and bills receivables as at 30 June 2025 decreased by approximately US\$12.4 million, leading to the overall decrease in the Group's total assets as at 30 June 2025.

The Group had total liabilities of approximately US\$27.8 million as at 30 June 2025 (approximately US\$41.4 million as at 31 December 2024), representing a decrease of approximately US\$13.6 million. The overall decrease in the Group's total liabilities as at 30 June 2025 was mainly attributable to the decrease in the trade and bills payables by approximately US\$14.7 million as the Group's iron ore shipments decreased before end of the Reporting Period.

Interim Dividend

The Board does not recommend the payment of an interim dividend for the Reporting Period (Nil for the Corresponding Prior Period).

Management Discussion and Analysis

Segment Information

The Group was principally engaged in the Resources Business throughout the Reporting Period and the Corresponding Prior Period. The Group's revenue from customers by geographical segment is categorised based on the ports of discharge of the Group's iron ores, which were all in Mainland China for the Reporting Period and the Corresponding Prior Period.

Further details of the Group's segment information and segment results are set out in Note 3 to the interim financial information, and the discussion of the business performance of the Resources Business is set out in the section headed "Business and Financial Review" above.

Financial Resources, Capital Structure and Liquidity

The Group has a treasury policy to monitor its funding requirements and perform ongoing liquidity reviews. This approach takes into consideration the maturity of the Group's financial instruments, financial assets and liabilities, projected cash flows from operations and the general working capital requirements. During the Reporting Period, the Group financed its operation with internal financial resources and trade finance banking facilities. The Group's objective is to maintain a balance between the continuity of funds and flexibility through the effective use of these financing sources.

As at 30 June 2025, the Group's total equity amounted to approximately US\$29.6 million (approximately US\$30.0 million as at 31 December 2024). In line with the loss recorded for the Reporting Period, the Group's total equity decreased by approximately US\$0.4 million.

The cash and cash equivalents of the Group amounted to approximately US\$15.6 million as at 30 June 2025 (approximately US\$16.0 million as at 31 December 2024), representing about 27% (about 22% as at 31 December 2024) of the total assets of the Group. The Group's cash and cash equivalents were mainly denominated as to about 97% in USD as at 30 June 2025 (about 97% in USD as at 31 December 2024). In addition, the Group had approximately US\$4.9 million restricted bank deposits denominated in USD to secure the issuance of letters of credit by banks to the suppliers as at 30 June 2025 (approximately US\$6.2 million as at 31 December 2024).

As at 30 June 2025, the Group had interest-bearing bank and other borrowings of approximately US\$0.4 million (approximately US\$0.5 million as at 31 December 2024). All of the Group's interest-bearing bank and other borrowings bore fixed interest rates, were unsecured and denominated in HKD as at 30 June 2025 and 31 December 2024. As at 30 June 2025, about 41% (about 33% as at 31 December 2024) of such interest-bearing bank and other borrowings will mature within one year or on demand. Attributed to the decrease in iron ore shipments before 30 June 2025, the Group did not have any bank borrowings secured by bills receivable as at 30 June 2025.

Management Discussion and Analysis

Financial Resources, Capital Structure and Liquidity *(Continued)*

The Group's recorded net cash was approximately US\$15.2 million as at 30 June 2025 (approximately US\$15.5 million as at 31 December 2024) and it is therefore not considered to have any net gearing. The Group's liquidity ratio was about 1.9 as at 30 June 2025 (about 1.6 as at 31 December 2024). The Group's liquidity remained stable and healthy as at 30 June 2025.

The Group had in aggregate unutilised committed borrowing facilities and trade finance banking facilities of approximately US\$302.3 million for the Resources Business as at 30 June 2025 (approximately US\$288.0 million as at 31 December 2024). The Group will continue to negotiate for new trade finance facilities with banks to support its continual development.

Pledge of Assets

As at 30 June 2025 and 31 December 2024, no property, plant and equipment or right-of-use assets were pledged for the Group's bank borrowing or banking facilities. The Group's utilised banking facilities as at 30 June 2025 were secured by restricted bank deposits in an aggregate amount of approximately US\$4.9 million (approximately US\$6.2 million as at 31 December 2024).

Exposure to Fluctuations in Exchange Rates

The Group's business activities were principally carried out in Hong Kong and most of the transactions were denominated in USD, the Group's functional currency. Since HKD is pegged to USD, the Group's exposure to foreign currency risk was considered to be minimal during the Reporting Period. Therefore, the Group was considered to have insignificant exposure to exchange rate fluctuation during the Reporting Period. Currently, the Group does not have any foreign currency hedging policy.

Exposure to Fluctuations in Commodity Prices

During the Reporting Period, the Group continued to manage the operational exposure to fluctuations in iron ore market prices by entering into iron ore futures or swap contracts. The Group's hedging executives managed such exposure by executing approved hedging strategies and hedging instruments. Through business negotiation and the use of hedging instruments, the Group shall be able to hedge against part of the fluctuations in iron ore market prices arising from the Resources Business. The pricing mechanism in the Group's iron ore sales and purchase contracts reflects reference index prices. The reference index prices mostly adopted by the Group during the Reporting Period were the Platts IODEX Price and the 65 IO Price.

As at 30 June 2025, the Group had an aggregate open position of iron ore futures or swap contracts of 595,000 tonnes expiring by the end of August 2025 with a negative carrying value of approximately US\$0.4 million which had been recognised as financial liabilities at fair value through profit or loss and included in the other current financial liabilities in the condensed consolidated statement of financial position of the Group.

Management Discussion and Analysis

Significant Investments, Acquisitions and Disposals

During the Reporting Period, the Group had no significant investments, nor any material acquisitions or disposals of subsidiaries, associates and joint ventures.

The Group did not have any specific future plans for material investments or capital assets as at the date of this interim report. Nevertheless, the Group will continue to explore and evaluate projects and investment opportunities with the potential to create value for the Shareholders in the long run.

Employees and Remuneration Policies

As at 30 June 2025, the Group had a total of 31 (33 as at 31 December 2024) employees in Hong Kong and Mainland China. During the Reporting Period, the Group's staff costs (inclusive of Directors' emoluments) were approximately US\$1.5 million (approximately US\$1.8 million for the Corresponding Prior Period).

The remuneration packages of the employees are structured by reference to job nature (including geographical locations) and prevailing market conditions and are subject to periodic review. Year-end bonus and share options are available to reward employees in line with their performances and industry practice. In addition, the Group encourages its employees to receive training that is suitable for their job nature and caters to their needs of obtaining certain professional qualifications.

The emoluments of the Directors, comprising the Director's fees, salary packages, discretionary bonuses and share options, were reviewed and determined by the Board based on the recommendations from the Remuneration Committee with reference to the Company's performance, the Director's duties and responsibilities with the Company, their time commitment and contributions to the Company and the prevailing market conditions. The Director's remuneration is subject to annual review by the Remuneration Committee and the Board with the authorisation granted by the Shareholders at an annual general meeting of the Company.

The human resources department of the Group is responsible for the collection and administration of the human resources data and for making recommendations to the Remuneration Committee for consideration. The Remuneration Committee consults with the chairman of the Board about these recommendations on remuneration policy and structure and remuneration packages. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

Contingent Liabilities

As at 30 June 2025, the Group did not have any material contingent liabilities.

Event after the Reporting Period

From 30 June 2025 to the date of this interim report, there was no important event affecting the Group.

Management Discussion and Analysis

Outlook and Future Plans

The Group's business is expected to face a multitude of challenges in the second half of 2025. The downside risks are likely to persist in 2025 which could adversely affect the Group's businesses and financial performance. The Hematite Mine has an estimated remaining mine life of 12 to 18 months. According to a major supplier of the Group, run-of-mine grades are anticipated to remain around 65% Fe, with occasional shipments of slightly lower-grade cargoes to capitalise on market conditions going forward.

Looking ahead, the global iron ore market will be a mix of opportunities and disruptions. The Group will keep abreast of the macroeconomic developments and the impact of fiscal policies, as well as any significant changes in supply and demand fundamentals in the iron ore and steel markets. The Group will also continue to identify and explore new sources of iron ores and other commodities to diversify its product offerings and explore mergers and acquisitions, investment opportunities or other collaboration as appropriate to support its sustainable development.

Independent Review Report



Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

安永會計師事務所
香港鰂魚涌英皇道979號
太古坊一座27樓

Tel 電話: +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

To the Board of Directors of Newton Resources Ltd

(Incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the interim financial information set out on pages 11 to 31, which comprises the condensed consolidated statement of financial position of Newton Resources Ltd (the “Company”) and its subsidiaries (the “Group”) as at 30 June 2025 and the related condensed consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. 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 International Accounting Standard 34 *Interim Financial Reporting* (“IAS 34”) as issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* as issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with IAS 34.

Ernst & Young
Certified Public Accountants
Hong Kong

26 August 2025

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

Six-month period ended 30 June 2025

	Notes	Six-month period ended 30 June	
		2025 US\$'000 (Unaudited)	2024 US\$'000 (Unaudited)
Revenue	3	108,681	174,757
Cost of sales		(106,497)	(169,777)
Gross profit		2,184	4,980
Other income and gains, net		269	254
Selling and distribution costs		(1,175)	(1,632)
Administrative expenses		(1,322)	(1,279)
Finance expenses, net		(370)	(583)
Share of loss of an associate		(1)	(4)
(Loss)/profit before tax	4	(415)	1,736
Income tax expenses	5	(22)	(329)
(Loss)/profit for the period		(437)	1,407
Other comprehensive income			
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>			
Exchange differences on translation of foreign operations		50	(4)
Other comprehensive income for the period, net of tax		50	(4)
Total comprehensive income for the period		(387)	1,403

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

Six-month period ended 30 June 2025

	Notes	Six-month period ended 30 June	
		2025 US\$'000 (Unaudited)	2024 US\$'000 (Unaudited)
(Loss)/profit attributable to:			
Owners of the Company		(350)	1,421
Non-controlling interests		(87)	(14)
		(437)	1,407
Total comprehensive income attributable to:			
Owners of the Company		(307)	1,417
Non-controlling interests		(80)	(14)
		(387)	1,403
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic and diluted (<i>US cents</i>)	7	(0.01)	0.04

Condensed Consolidated Statement of Financial Position

30 June 2025

	Notes	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)
Non-current assets			
Property, plant and equipment		37	46
Right-of-use assets		393	478
Other long-term asset	8	5,219	6,640
Investment in an associate		184	183
Total non-current assets		5,833	7,347
Current assets			
Trade and bills receivables	9	23,914	36,317
Other current financial assets		3,690	4,307
Prepayments and other receivables		3,439	1,242
Income tax recoverable		24	23
Restricted bank deposits		4,915	6,199
Cash and cash equivalents		15,590	15,979
Total current assets		51,572	64,067
Current liabilities			
Trade and bills payables	10	22,114	36,779
Other current financial liabilities		1,580	748
Contract liabilities		580	634
Other payables and accruals		3,142	2,786
Interest-bearing bank and other borrowings		162	161
Total current liabilities		27,578	41,108
Net current assets		23,994	22,959
Total assets less current liabilities		29,827	30,306
Non-current liabilities			
Interest-bearing bank and other borrowings		232	324
Total non-current liabilities		232	324
Net assets		29,595	29,982

Condensed Consolidated Statement of Financial Position

30 June 2025

	Notes	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)
Equity			
Equity attributable to owners of the Company			
Share capital	11	46,890	46,890
Reserves		(18,065)	(17,758)
		28,825	29,132
Non-controlling interests		770	850
Total equity		29,595	29,982

Condensed Consolidated Statement of Changes in Equity

Six-month period ended 30 June 2025

	Attributable to owners of the Company						Non-controlling interests US\$'000	Total equity US\$'000
	Share capital US\$'000	Share premium account US\$'000	Capital reserves US\$'000	Exchange fluctuation reserve US\$'000	Accumulated losses US\$'000	Total US\$'000		
At 1 January 2025 (audited)	46,890	101,684	11,466	(160)	(130,748)	29,132	850	29,982
Loss for the period	-	-	-	-	(350)	(350)	(87)	(437)
Other comprehensive income for the period:								
Exchange differences on translation of foreign operations	-	-	-	43	-	43	7	50
Total comprehensive income for the period	-	-	-	43	(350)	(307)	(80)	(387)
At 30 June 2025 (unaudited)	46,890	101,684*	11,466*	(117)*	(131,098)*	28,825	770	29,595
At 1 January 2024 (audited)	46,890	101,684	11,466	(140)	(130,461)	29,439	900	30,339
Profit/(loss) for the period	-	-	-	-	1,421	1,421	(14)	1,407
Other comprehensive income for the period:								
Exchange differences on translation of foreign operations	-	-	-	(4)	-	(4)	-	(4)
Total comprehensive income for the period	-	-	-	(4)	1,421	1,417	(14)	1,403
At 30 June 2024 (unaudited)	46,890	101,684	11,466	(144)	(129,040)	30,856	886	31,742

* These reserve accounts comprise the deficiency in reserves of United States Dollars ("US\$") 18,065,000 in the condensed consolidated statement of financial position as at 30 June 2025.

Condensed Consolidated Statement of Cash Flows

Six-month period ended 30 June 2025

	Six-month period ended 30 June	
	2025 US\$'000 (Unaudited)	2024 US\$'000 (Unaudited)
Cash flows from operating activities		
(Loss)/profit before tax	(415)	1,736
Adjustments for:		
Finance costs	370	583
Bank interest income	(318)	(281)
Share of loss of an associate	1	4
Depreciation of items of property, plant and equipment	13	36
Depreciation of right-of-use assets	85	92
Amortisation of other long-term asset	1,421	1,503
Cash flows before working capital changes	1,157	3,673
Decrease in trade and bills receivables	12,403	30,362
Decrease in other current financial assets	607	7,601
Increase in prepayments and other receivables	(2,197)	(3,106)
Decrease/(increase) in restricted bank deposits	1,284	(287)
Decrease in trade and bills payables	(14,665)	(40,090)
Increase in other current financial liabilities	832	2,238
Decrease in contract liabilities	(54)	(960)
Increase in other payables and accruals	395	3,114
Cash (used in)/generated from operations	(238)	2,545
Interest received	328	275
Hong Kong profits tax (paid)/refunded	(24)	30
Net cash flows from operating activities	66	2,850
Cash flows from investing activities		
Purchase of items of property, plant and equipment	(4)	(1)
Net cash flows used in investing activities	(4)	(1)

Condensed Consolidated Statement of Cash Flows

Six-month period ended 30 June 2025

	Six-month period ended 30 June	
	2025 US\$'000 (Unaudited)	2024 US\$'000 (Unaudited)
Cash flows from financing activities		
New bank borrowings	–	474
Repayment of other borrowing	–	(1,536)
Interest and other finance expenses paid	(370)	(577)
Principal portion of lease payments	(83)	(105)
Net cash flows used in financing activities	(453)	(1,744)
Net (decrease)/increase in cash and cash equivalents	(391)	1,105
Cash and cash equivalents at beginning of period	15,979	11,769
Effect of foreign exchange rate changes, net	2	(2)
Cash and cash equivalents at end of period	15,590	12,872
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and bank balances	863	2,668
Non-pledged time deposits with original maturity of less than three months when acquired	14,727	10,204
Cash and cash equivalents at end of period	15,590	12,872

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

1. Basis of Preparation

The interim condensed consolidated financial information for the six-month period ended 30 June 2025 (the “Interim Financial Information”) has been prepared in accordance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board and the disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Interim 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 December 2024.

2. Changes in Accounting Policies

The accounting policies adopted in the preparation of the Interim Financial Information are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2024, except for the adoption of the following amended IFRS Accounting Standard for the first time for the current period’s financial information.

Amendments to IAS 21

Lack of Exchangeability

The adoption of the amended IFRS Accounting Standard in the current period has had no material impact on the Group’s financial performance and positions for the reporting period and on disclosures set out in the Interim Financial Information.

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

3. Revenue and Segment Information

During the reporting period, the principal activities of the Group included sourcing and supply of iron ores and other commodities (the “Resources Business”). The Resources Business was the only reportable business segment of the Group during the six-month periods ended 30 June 2025 and 2024. Revenue from contracts with customers by geographical location is categorised based on the ports of discharge of the Group’s iron ores, which were in Mainland China during the six-month periods ended 30 June 2025 and 2024.

An analysis of revenue is as follows:

	Six-month period ended 30 June	
	2025 US\$'000 (Unaudited)	2024 US\$'000 (Unaudited)
Revenue from contracts with customers	109,278	176,824
Revenue from other sources:		
Quotation period price adjustments (Note)		
– relating to prior period shipments	947	(3,779)
– relating to current period shipments	(1,602)	(5,225)
Net gains on iron ore futures or swap contracts	58	6,937
Total	108,681	174,757

Note: The Group has continued to adopt the provisional pricing arrangements for the sales of certain iron ore products and those sales to the customers are subject to future quotation periods (the “QPs”) that differ from the periods that the inventories are delivered and finalising the iron ore selling prices based on the agreed market pricing formulae taking into account the relevant benchmark prices and indices of future QPs. As a result, certain of the Group’s iron ore products are provisionally priced at the date when revenue is recognised. In this regard, such revenue from contracts with customers is measured at the estimated forward commodity prices of the relevant QPs prevailing at the date or for the period when the inventories are sold, being the amount to which the Group is expected to be entitled at the end of future QPs. Any future price movements that occur up till the end of the QP are embedded within the Group’s trade receivables. Subsequent changes in value of the provisionally priced receivables are based on the estimated forward commodity prices under the relevant QPs and are recognised as “revenue from other sources” and included in “quotation period price adjustments” above. As at 30 June 2025 and 2024, certain of the Group’s revenue, that was recognised subject to provisional pricing adjustments, has yet to be finalised. Such revenue would usually be finalised within three months after the inventories were delivered.

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

3. Revenue and Segment Information *(Continued)*

Disaggregated revenue information for revenue from contracts with customers

	Six-month period ended 30 June	
	2025 US\$'000 (Unaudited)	2024 US\$'000 (Unaudited)
Types of goods/services		
Sale of iron ores	101,956	157,966
Shipping services	7,322	18,858
Total revenue from contracts with customers	109,278	176,824
Timing of revenue recognition		
Goods transferred at a point in time	101,956	157,966
Services transferred over time	7,322	18,858
Total revenue from contracts with customers	109,278	176,824

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

4. (Loss)/profit Before Tax

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

	Six-month period ended 30 June	
	2025	2024
	US\$'000	US\$'000
	(Unaudited)	(Unaudited)
Cost of inventories sold	98,556	137,895
Shipping costs	7,492	18,587
Net (gains)/losses on iron ore futures or swap contracts included in cost of sales	(972)	11,792
Amortisation of other long-term asset included in cost of sales	1,421	1,503
Depreciation of items of property, plant and equipment	13	36
Depreciation of right-of-use assets	85	92
Interest on bank and other borrowings	69	262

5. Income Tax Expenses

Hong Kong profits tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the reporting period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2024: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2024: 8.25%) and the remaining assessable profits are taxed at 16.5% (2024: 16.5%).

	Six-month period ended 30 June	
	2025	2024
	US\$'000	US\$'000
	(Unaudited)	(Unaudited)
Current – Hong Kong profits tax	22	329

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

6. Dividend

The directors do not recommend the payment of an interim dividend to shareholders for the six-month period ended 30 June 2025 (six-month period ended 30 June 2024: Nil).

7. (Loss)/earnings Per Share Attributable to Ordinary Equity Holders of the Company

The calculation of the basic (loss)/earnings per share amounts is based on the (loss)/profit for the periods attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 4,000,000,000 outstanding during the six-month periods ended 30 June 2025 and 2024.

The calculation of basic (loss)/earnings per share is based on:

	Six-month period ended 30 June	
	2025 (Unaudited)	2024 (Unaudited)
(Loss)/earnings		
(Loss)/profit attributable to ordinary equity holders of the Company, used in the basic (loss)/earnings per share calculation (<i>US\$'000</i>)	(350)	1,421
Shares		
Weighted average number of ordinary shares outstanding during the period used in the basic (loss)/earnings per share calculation (<i>thousands of shares</i>)	4,000,000	4,000,000

Diluted (loss)/earnings per share amounts were the same as the basic (loss)/earnings per share amounts as the Company had no potentially dilutive ordinary shares outstanding during the six-month periods ended 30 June 2025 and 2024.

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

8. Other Long-Term Asset

The Group recognised the contractual rights and obligations to purchase hematite ores from the hematite mine (the “Hematite Mine”) under a long term hematite ore supply agreement (the “Contract”) as the other long-term asset as at 30 June 2025 and 31 December 2024. The Contract entitled the Group to purchase the hematite ores from the Hematite Mine in an annual quantity that equals 80% of total available production of the Hematite Mine during each contract year from the Contract’s commencement date to the date of permanent cessation of the mining operations at the Hematite Mine.

Based on the business circumstances, the Group has accounted for the Contract as a contract for own use. In view of the future outputs that will be physically delivered by the supplier and purchased by the Group at discount that the obligations under the Contract will not be net settled in cash, the Contract is treated as a non-current asset which is stated at cost less accumulated amortisation and any impairment loss and is amortised to match with the physical delivery of commodities (i.e. the utilisation by the Group) under the Contract.

9. Trade and Bills Receivables

	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)
Trade receivables	16,909	2,422
Bills receivables	7,005	33,895
Total	23,914	36,317

The Group’s trading terms with its customers generally require deposits or letters of credit, except for creditworthy customers to whom credits are granted. Generally, on presentation of shipping documents and the provisional invoices, the customers shall settle 95% or more of the invoiced value of the cargoes by prescribed payment due dates and the remaining sales proceeds shall be settled within 30 days from the dates of the final invoices. Sales are invoiced and settled in US\$.

The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by management. The Group has not held any collateral or other credit enhancements over its trade receivable balances.

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

9. Trade and Bills Receivables *(Continued)*

As at 30 June 2025 and 31 December 2024, the Group's trade and bills receivables were non-interest-bearing.

Set out below is the measurement of trade and bills receivables of the Group as at 30 June 2025 and 31 December 2024.

	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)
Trade and bills receivables		
– at amortised cost	7,005	33,895
– at fair value through profit or loss (Note)	16,909	2,422
Total	23,914	36,317

Note: The Group's trade and bills receivables include provisionally priced receivables relating to sales of iron ores where the selling prices of iron ores are determined based on the agreed market pricing formulae, taking into account the relevant benchmark prices and indices subject to future QPs that differ from the periods that the inventories are delivered. Under IFRS 9, these provisionally priced receivables, amounting to US\$16,909,000, were measured at the estimated forward commodity prices of the relevant QPs at 30 June 2025 (31 December 2024: US\$2,422,000) and were stated at fair value.

An ageing analysis of the trade and bills receivables as at the end of the respective reporting periods, based on the invoice date, net of loss allowance, is as follows:

	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)
Within 3 months	23,914	36,317

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

10. Trade and Bills Payables

Certain of the Group's purchases are settled by letters of credit up to a tenor of 120 days. As at 30 June 2025, the Group's bills payables amounted to US\$5,650,000 (31 December 2024: US\$31,093,000). An ageing analysis of the trade and bills payables as at the end of the respective reporting periods, based on the invoice date, is as follows:

	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)
Within 3 months	22,114	36,779

The Group's trade and bills payables were non-interest-bearing as at 30 June 2025 and 31 December 2024.

Set out below is the measurement of trade and bills payables of the Group as at 30 June 2025 and 31 December 2024.

	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)
Trade and bills payables		
– at amortised cost	6,037	31,373
– at fair value through profit or loss (Note)	16,077	5,406
Total	22,114	36,779

Note: The Group's trade and bills payables include provisionally priced payables relating to purchase of iron ores where the purchasing prices of iron ores are determined based on the agreed market pricing formulae, taking into account the relevant benchmark prices and indices subject to future QPs that differ from the periods that the inventories are delivered. Under IFRS 9, these provisionally priced payables, amounting to US\$16,077,000, were measured at the estimated forward commodity prices of the relevant QPs at 30 June 2025 (31 December 2024: US\$5,406,000) and were stated at the fair value.

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

11. Share Capital

Shares

	30 June 2025 HK\$'000 (Unaudited)	31 December 2024 HK\$'000 (Audited)
Authorised:		
10,000,000,000 ordinary shares of HK\$0.1 each	1,000,000	1,000,000
	US\$'000 (Unaudited)	US\$'000 (Audited)
Issued and fully paid:		
4,000,000,000 ordinary shares of HK\$0.1 each, totally HK\$400,000,000	46,890	46,890

12. Share Option Scheme

The Company adopted a share option scheme (the “2020 Share Option Scheme”) at the annual general meeting held on 12 June 2020 to enable it to grant share options as incentives or rewards to eligible participants for their contribution to the Group. Unless otherwise terminated or amended, the 2020 Share Option Scheme will remain in force for a period of 10 years commencing from 12 June 2020 and ending on 11 June 2030. No option has been granted, exercised, cancelled or lapsed under the 2020 Share Option Scheme since its adoption and during the six-month period ended 30 June 2025 and up to the date of the Interim Financial Information and therefore no option was outstanding as at the date of the Interim Financial Information. As at the beginning and the end of the reporting period and the date of approval of the Interim Financial Information, the total number of share options that were available for grant under the 2020 Share Option Scheme was 400,000,000. Accordingly, as at the date of the Interim Financial Information, the total number of the Company’s shares available for issue upon exercise of the options that may be granted under the 2020 Share Option Scheme and any other share option scheme(s) of the Company is 400,000,000 shares, representing 10% of the Company’s shares in issue as at the date of the Interim Financial Information.

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

13. Related Party Transactions

(a) The Group had the following transactions with a related party during the period:

	Six-month period ended 30 June	
	2025 US\$'000 (Unaudited)	2024 US\$'000 (Unaudited)
Guarantee fee paid to a substantial shareholder of the Company (Note)	291	319

Note: A substantial shareholder (as defined in the Listing Rules) of the Company (the “Guarantor”) has guaranteed and indemnified the obligations of Ace Profit Investment Limited, an indirect wholly-owned subsidiary of the Company, under the Contract mentioned in Note 8 to the Interim Financial Information with a maximum liability of US\$75,000,000. The Group shall pay a capped sum of HK\$5,000,000 to the Guarantor in respect of each calendar year from the date of the guarantee becoming unconditional until none of the obligations and undertakings of the Guarantor remains in full force and effect.

As a form of financial assistance (as defined in the Listing Rules) received by the Group from a connected person of the Company, the provision of the above guarantee and indemnity (together with the above maximum annual fee) by the Guarantor was conducted on normal commercial terms and not secured by the assets of the Group. Accordingly, such financial assistance is fully exempt from the announcement, reporting, annual review and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules.

(b) Compensation of key management personnel of the Group

	Six-month period ended 30 June	
	2025 US\$'000 (Unaudited)	2024 US\$'000 (Unaudited)
Directors’ fees	77	58
Salaries, allowances and benefits in kind	309	254
Pension scheme contributions	2	2
Retirement benefits	32	–
Total compensation paid to key management personnel	420	314

Other than the emoluments paid to the directors and the chief executive of the Company (being the key management personnel of the Company) as disclosed above, there was no significant compensation arrangement to the Group’s key management personnel during the six-month periods ended 30 June 2025 and 2024.

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

14. Fair Value and Fair Value Hierarchy of Financial Instruments

Fair value

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)	30 June 2025 US\$'000 (Unaudited)	31 December 2024 US\$'000 (Audited)
Financial assets				
Trade and bills receivables at fair value through profit or loss	16,909	2,422	16,909	2,422
Other current financial assets at fair value through profit or loss	–	817	–	817
Other receivables at fair value through profit or loss	3,341	995	3,341	995
Total	20,250	4,234	20,250	4,234
Financial liabilities				
Trade and bills payables at fair value through profit or loss	16,077	5,406	16,077	5,406
Other current financial liabilities at fair value through profit or loss	412	–	412	–
Other payables at fair value through profit or loss	2,747	2,190	2,747	2,190
Total	19,236	7,596	19,236	7,596

Note: As at 30 June 2025, the Group had an aggregate open position of iron ore futures or swap contracts of 595,000 tonnes expiring by the end of August 2025 with a negative carrying value of US\$412,000 which has been recognised as other current financial liabilities at fair value through profit or loss (31 December 2024: positive carrying value of US\$817,000 recognised as other current financial assets at fair value through profit or loss).

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

14. Fair Value and Fair Value Hierarchy of Financial Instruments *(Continued)*

Fair value *(Continued)*

Management has assessed that the fair values of trade and bills receivables at amortised cost, other current financial assets and other receivables at amortised cost, restricted bank deposits, cash and cash equivalents, trade and bills payables at amortised cost, other current financial liabilities at amortised cost and the current portion of interest-bearing bank and other borrowings (other than lease liabilities) approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of trade and bills receivables, trade and bills payables, other receivables from the suppliers and other payables to the customers classified as financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss are determined by incorporating market observable inputs sourced from applicable iron ore indices, which are a source of benchmark assessment of the spot price of the physical iron ores, published daily or regularly and quoted on a US\$ per dry metric tonne basis.
- The Group enters into iron ore futures or swap contracts with various counterparties which are measured with reference to the commodity's quoted market prices.

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

14. Fair Value and Fair Value Hierarchy of Financial Instruments *(Continued)*

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets and liabilities measured at fair value

As at 30 June 2025

	Fair value measurement using			Total US\$'000 (Unaudited)
	Quoted prices in active markets (Level 1) US\$'000 (Unaudited)	Significant observable inputs (Level 2) US\$'000 (Unaudited)	Significant unobservable inputs (Level 3) US\$'000 (Unaudited)	
Financial assets:				
Trade and bills receivables	–	16,909	–	16,909
Other receivables at fair value through profit or loss	–	3,341	–	3,341
Total	–	20,250	–	20,250
Financial liabilities:				
Trade and bills payables	–	16,077	–	16,077
Other current financial liabilities at fair value through profit or loss	412	–	–	412
Other payables at fair value through profit or loss	–	2,747	–	2,747
Total	412	18,824	–	19,236

Notes to the Condensed Consolidated Financial Information

Six-month period ended 30 June 2025

14. Fair Value and Fair Value Hierarchy of Financial Instruments *(Continued)*

Fair value hierarchy *(Continued)*

Assets and liabilities measured at fair value *(Continued)*

As at 31 December 2024

	Fair value measurement using			Total US\$'000 (Audited)
	Quoted prices in active markets (Level 1) US\$'000 (Audited)	Significant observable inputs (Level 2) US\$'000 (Audited)	Significant unobservable inputs (Level 3) US\$'000 (Audited)	
Financial assets:				
Trade and bills receivables	–	2,422	–	2,422
Other current financial assets at fair value through profit or loss	817	–	–	817
Other receivables at fair value through profit or loss	–	995	–	995
Total	817	3,417	–	4,234
Financial liabilities:				
Trade and bills payables	–	5,406	–	5,406
Other payables at fair value through profit or loss	–	2,190	–	2,190
Total	–	7,596	–	7,596

15. Approval of the Interim Financial Information

The Interim Financial Information was approved and authorised for issue by the board of directors of the Company on 26 August 2025.

Other Information

Corporate Governance Practices

As part of the Company's unwavering commitment to high standards of corporate governance, it has adopted all applicable code provisions and, where appropriate, recommended best practices as set out in part 2 of the CG Code throughout the Reporting Period. So far as known to the Directors, there has been no material deviation from the applicable Code Provisions set out in part 2 of the CG Code during the Reporting Period.

During the Reporting Period, the Company did not have a chief executive officer and the function was discharged by the executive Director other than the chairman of the Board.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry with all Directors, the Directors have confirmed their compliance with the required standard set out in the Model Code during the Reporting Period.

Changes in Director's Information

The changes in the Director's information since the disclosure made in the Annual Report 2024 are set out below:

Name of Director	Details of Changes
Mr. Lee Kwan Hung, Eddie	Retired as an independent non-executive director of NetDragon Websoft Holdings Limited (stock code: 777), and ceased to be the chairman of its remuneration committee and share award committee and a member of each of its audit committee and nomination committee, with effect from 5 June 2025.
Mr. Shin Yick, Fabian	Resigned as an Independent non-executive director of Lisi Group (Holdings) Limited (stock code: 526), and ceased to be the chairman of its audit committee and a member of each of its remuneration committee and nomination committee, with effect from 31 July 2025. Resigned as an Independent non-executive director of Zhengye International Holdings Company Limited (stock code: 3363), and ceased to be the chairman of its remuneration committee and a member of each of its audit committee, nomination committee and risk management committee, with effect from 31 July 2025. Appointed as an independent director, the chairman of nominating and corporate governance committee, and a member of each of the audit committee and compensation committee of TMD Energy Limited (NYSE American: TMDE) with effect from 31 March 2025.

Other Information

Changes in Director's Information *(Continued)*

Name of Director	Details of Changes
	Admitted as a member of The Institute of Public Accountants and an associate of The Institute of Financial Accountants with effect from 5 May 2025.
Ms. Hang Qingli	Appointed as a member of the nomination committee of Auto Italia Holdings Limited (stock code: 720) with effect from 1 July 2025.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules.

Review of Interim Financial Information

The Audit Committee has reviewed the unaudited interim results and interim report of the Company containing unaudited interim financial information of the Group for the Reporting Period and has no disagreement with such accounting treatments adopted by the Group. In addition, the Company's auditor, Messrs. Ernst & Young, has reviewed the unaudited interim financial information of the Group for the Reporting Period 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.

Directors' and Chief Executive's Interests in Shares, Underlying Shares and Debentures

At 30 June 2025, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code are as follows:

Long positions in the Shares

Name of Director	Capacity/ Nature of Interest	Number of Shares Held	Total Interests	Approximate Percentage of Total Issued Shares
Mr. Chong Tin Lung, Benny ("Mr. Chong")	Interest of Controlled Corporations	1,149,744,000 (Note)	1,149,744,000	28.74%

Other Information

Directors' and Chief Executive's Interests in Shares, Underlying Shares and Debentures *(Continued)*

Long positions in the Shares *(Continued)*

Note: Fast Fortune Holdings Limited ("Fast Fortune") and VMS Investment Group Limited ("VMSIG") held 360,000,000 Shares and 789,744,000 Shares as beneficial owners, respectively. Mr. Chong held a 100% direct interest in VMSIG. Fast Fortune was a wholly-owned subsidiary of VMSIG. Therefore, Mr. Chong was deemed to be interested in all the Shares held by each of VMSIG and Fast Fortune, and VMSIG was deemed to be interested in all the Shares held by Fast Fortune.

Save as disclosed above, as at 30 June 2025, none of the Directors and chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Share Option Scheme

The Company adopted a share option scheme (the "2020 Share Option Scheme") on 12 June 2020. No share option had been granted under the 2020 Share Option Scheme during the Reporting Period. Details of the 2020 Share Option Scheme are set out in Note 12 to the Interim Financial Information.

Substantial Shareholders' and Other Parties' Interests in Shares and Underlying Shares

Long Position in Shares

As at 30 June 2025, so far as known to any Director, the following parties (other than Directors or chief executive of the Company) had interests in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO:

Name of Shareholder	Nature of Interest	Total Number of Shares Held	Approximate Percentage of Total Issued Shares
VMSIG ⁽¹⁾	Beneficial interest, interest of controlled corporation	1,149,744,000	28.74%
Fast Fortune ⁽¹⁾	Beneficial interest	360,000,000	9.00%
Shougang Group Co., Ltd. ⁽²⁾	Interest of controlled corporation	1,098,570,000	27.46%
Shougang Holding (Hong Kong) Limited ("Shougang Hong Kong") ⁽²⁾	Interest of controlled corporation	1,098,570,000	27.46%

Other Information

Substantial Shareholders' and Other Parties' Interests in Shares and Underlying Shares *(Continued)*

Long Position in Shares *(Continued)*

Name of Shareholder	Nature of Interest	Total Number of Shares Held	Approximate Percentage of Total Issued Shares
Lord Fortune Enterprises Limited ("Lord Fortune") ⁽²⁾	Beneficial interest	370,000,000	9.25%
Plus All Holdings Limited ("Plus All") ⁽²⁾	Beneficial interest	728,570,000	18.21%
Cheng Yu Tung Family (Holdings) Limited ⁽³⁾	Interest of controlled corporation	620,000,000	15.50%
Cheng Yu Tung Family (Holdings II) Limited ⁽⁴⁾	Interest of controlled corporation	620,000,000	15.50%
Chow Tai Fook Capital Limited ("CTF Capital") ⁽⁵⁾	Interest of controlled corporation	620,000,000	15.50%
Chow Tai Fook (Holding) Limited ("CTF Holding") ⁽⁶⁾	Interest of controlled corporation	620,000,000	15.50%
Chow Tai Fook Enterprises Limited ("CTF Enterprises") ⁽⁶⁾	Interest of controlled corporation	620,000,000	15.50%
Century Acquisition Limited ("Century Acquisition") ⁽⁷⁾	Interest of controlled corporation	620,000,000	15.50%
CTF Services Limited ("CTF Services") ⁽⁸⁾	Interest of controlled corporation	620,000,000	15.50%
NWS Resources Limited ("NWS Resources") ⁽⁸⁾	Interest of controlled corporation	620,000,000	15.50%
NWS Mining Limited ("NWS Mining") ⁽⁸⁾	Interest of controlled corporation	620,000,000	15.50%
Modern Global Holdings Limited ("Modern Global") ⁽⁸⁾	Interest of controlled corporation	620,000,000	15.50%
Perfect Move Limited ("Perfect Move") ⁽⁸⁾	Interest of controlled corporation	620,000,000	15.50%
Faithful Boom Investments Limited ("Faithful Boom") ⁽⁸⁾	Beneficial interest	620,000,000	15.50%

Other Information

Substantial Shareholders' and Other Parties' Interests in Shares and Underlying Shares *(Continued)*

Long Position in Shares *(Continued)*

Notes:

- (1) Fast Fortune and VMSIG held 360,000,000 Shares and 789,744,000 Shares as beneficial owners, respectively. Fast Fortune was a wholly-owned subsidiary of VMSIG. Therefore, VMSIG was deemed to be interested in all the Shares held by Fast Fortune.
- (2) Shougang Group Co., Ltd. held a 100% direct interest in Shougang Hong Kong. Lord Fortune and Plus All were wholly-owned subsidiaries of Shougang Hong Kong. Therefore, Shougang Group Co., Ltd. and Shougang Hong Kong were both deemed to be interested in all the Shares held by Lord Fortune and Plus All.
- (3) Cheng Yu Tung Family (Holdings) Limited held approximately 48.98% direct interest in CTF Capital and was accordingly deemed to have an interest in the Shares deemed to be interested by CTF Capital.
- (4) Cheng Yu Tung Family (Holdings II) Limited held approximately 46.65% direct interest in CTF Capital and was accordingly deemed to have an interest in the Shares deemed to be interested by CTF Capital.
- (5) CTF Capital held approximately 81.03% direct interest in CTF Holding and was accordingly deemed to have an interest in the Shares deemed to be interested by CTF Holding.
- (6) CTF Holding held a 100% direct interest in CTF Enterprises, which held a 100% direct interest in Century Acquisition. Therefore, CTF Holding and CTF Enterprises were accordingly deemed to have an interest in the Shares deemed to be interested by Century Acquisition.
- (7) Century Acquisition held more than 70% direct interest in CTF Services and was accordingly deemed to have an interest in the Shares deemed to be interested by CTF Services.
- (8) CTF Services held a 100% direct interest in NWS Resources, which held a 100% direct interest in NWS Mining. NWS Mining held a 100% interest in Modern Global, which held a 100% direct interest in Perfect Move. Faithful Boom was a wholly-owned subsidiary of Perfect Move. Therefore, CTF Services, NWS Resources, NWS Mining, Modern Global and Perfect Move were all deemed to be interested in all the Shares held by Faithful Boom.

Save as disclosed above, the Directors are not aware of any persons who, as at 30 June 2025, had any interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO.

Purchase, Sale or Redemption of the Company's Listed Securities

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any listed securities of the Company.

Glossary of Terms

In this interim report, unless the context otherwise requires, the following expressions have the meanings as mentioned below:

“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CG Code”	the Corporate Governance Code contained in Appendix C1 to the Listing Rules, as applicable for the Reporting Period
“Company”	Newton Resources Ltd, a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange
“Corresponding Prior Period”	the six-month period ended 30 June 2024
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries collectively
“Hematite Ore(s)”	the iron ore(s) of high-grade for direct shipping ore sales
“HK\$” or “HKD”	Hong Kong dollar
“Koolan”	Koolan Iron Ore Pty Limited, a company incorporated in Australia, the registered holder of the hematite mine and an indirect wholly-owned subsidiary of Mount Gibson Iron Limited, a company incorporated in Australia, the shares of which are listed on the Australian Securities Exchange (ASX: MGX)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules
“Mt”	million tonnes
“Remuneration Committee”	the remuneration committee of the Company
“Reporting Period”	the six-month period ended 30 June 2025

Glossary of Terms

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	existing ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“tonne(s)”	equal to 1,000 kilograms
“US\$” or “USD”	the United States dollar

Corporate Information

Board of Directors

Executive Directors

Mr. Chong Tin Lung, Benny (*Chairman*)

Mr. Lam Chun Kit*

Mr. Luk Yue Kan[#]

Non-executive Director

Mr. Chen Hongyuan

Independent Non-executive Directors

Mr. Tsui King Fai

Mr. Lee Kwan Hung, Eddie

Mr. Shin Yick, Fabian

Ms. Hang Qingli

Board Committees

Audit Committee

Mr. Tsui King Fai (*Chairman*)

Mr. Lee Kwan Hung, Eddie

Mr. Shin Yick, Fabian

Ms. Hang Qingli

Remuneration Committee

Mr. Lee Kwan Hung, Eddie (*Chairman*)

Mr. Chong Tin Lung, Benny

Mr. Tsui King Fai

Mr. Shin Yick, Fabian

Ms. Hang Qingli

Nomination Committee

Mr. Lee Kwan Hung, Eddie (*Chairman*)

Mr. Chong Tin Lung, Benny

Mr. Tsui King Fai

Mr. Shin Yick, Fabian

Ms. Hang Qingli

Investment Committee

Mr. Chong Tin Lung, Benny (*Chairman*)

Mr. Chen Hongyuan

Mr. Luk Yue Kan[#]

Company Secretary

Mr. Lam Chun Kit*

Mr. Luk Yue Kan[#]

Auditor

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

Solicitors

Chiu & Partners

Principal Bankers

Agricultural Bank of China Limited, Hong Kong Branch

Bank of China (Hong Kong) Limited

* Appointed on 1 July 2025

[#] Resigned on 1 July 2025

Corporate Information

Registered Office

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong

Units 4204-05, 42/F
Dah Sing Financial Centre
248 Queen's Road East
Wan Chai, Hong Kong

Principal Share Registrar and Transfer Office

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court, Camana Bay
Grand Cayman, KY1-1100
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

Investor Information

For more information about the Group, please contact the Investor Relations Department at:

Newton Resources Ltd
Units 4204-05, 42/F
Dah Sing Financial Centre
248 Queen's Road East
Wan Chai, Hong Kong
Tel : (852) 2521 8168
Fax : (852) 2521 8117
Email : ir@newton-resources.com

Website

www.newton-resources.com



新礦資源有限公司
NEWTON RESOURCES LTD

Units 4204-05, 42/F, Dah Sing Financial Centre,
248 Queen's Road East, Wan Chai, Hong Kong
Tel: (852) 2521 8168
Fax: (852) 2521 8117

www.newton-resources.com

