



**JIAXIN**  
INTERNATIONAL RESOURCE

佳鑫國際資源投資有限公司  
JiAXIN International Resources Investment Limited

(Incorporated in Hong Kong with limited liability)  
(於香港註冊成立的有限公司)

Stock Code 股份代號: HKEX:3858, AIX:JXIR

**2025**  
年度報告  
ANNUAL REPORT



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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Liu Liqiang (*Chairman*)  
Mr. Xie Wenbo (*appointed on 31 December 2025*)  
Mr. Qiu Huaizhi  
Mr. Wang Zhongwei (*re-designated as non-executive Director on 31 December 2025*)

### Non-executive Directors

Mr. Wang Zhongwei (*re-designated on 31 December 2025*)  
Ms. Chen Keqin (*appointed on 23 September 2025*)  
Mr. Gong Yunfan (*appointed on 31 December 2025*)  
Ms. Lian Jie (*resigned on 23 September 2025*)  
Mr. Zha Kebing (*resigned on 31 December 2025*)

### Independent non-executive Directors

Mr. Zhu Guoshan  
Mr. Wang Jianfeng  
Mr. Wong Hok Bun Mario

## COMPANY SECRETARY

Ms. Chan Ching Nga (*appointed on 28 February 2026*)  
Ms. Liu Wenjing (*resigned on 28 February 2026*)

## AUTHORISED REPRESENTATIVES

Mr. Qiu Huaizhi  
Ms. Chan Ching Nga (*appointed on 28 February 2026*)  
Ms. Liu Wenjing (*resigned on 28 February 2026*)

## AUDIT COMMITTEE

Mr. Wong Hok Bun Mario (*Chairman*)  
Mr. Wang Jianfeng  
Mr. Zha Kebing (*resigned on 31 December 2025*)  
Mr. Wang Zhongwei (*appointed on 31 December 2025*)

## REMUNERATION COMMITTEE

Mr. Wang Jianfeng (*Chairman*)  
Mr. Zhu Guoshan  
Mr. Liu Liqiang (*appointed on 23 September 2025*)  
Ms. Lian Jie (*resigned on 23 September 2025*)

## NOMINATION COMMITTEE

Mr. Zhu Guoshan (*Chairman*)  
Mr. Wong Hok Bun Mario  
Ms. Chen Keqin (*appointed on 23 September 2025*)  
Mr. Liu Liqiang (*resigned on 23 September 2025*)

## ESG COMMITTEE

Mr. Xie Wenbo (*Chairman*) (*appointed on 31 December 2025*)  
Mr. Wang Zhongwei (*Chairman*) (*resigned on 31 December 2025*)  
Ms. Chen Keqin (*appointed on 23 September 2025*)  
Mr. Gong Yunfan (*appointed on 31 December 2025*)  
Ms. Lian Jie (*resigned on 23 September 2025*)  
Mr. Qiu Huaizhi (*resigned on 31 December 2025*)

## AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants and Registered Public Interest Entity Auditor*

## LEGAL ADVISORS

DLA Piper Hong Kong

## COMPLIANCE ADVISOR

Guolian Securities International Capital Market Co., Limited

## PRINCIPAL BANK

Bank of China (Hong Kong) Wanchai (China Overseas Building) Branch  
CMB Wing Lung Bank Limited  
China Merchants Bank Offshore Nanchang Yangming Branch

## REGISTERED OFFICE, HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 4501, 45/F  
Office Tower, Convention Plaza  
1 Harbour Road  
Wanchai  
Hong Kong

## HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

## AIX SHARE REGISTRAR

Astana International Exchange Registrar Limited  
55/19, Mangilik El Avenue  
Astana  
Kazakhstan

## STOCK CODE

HKEX: 3858  
AIX: JXIR

## WEBSITE

[www.jjaxinir.com](http://www.jjaxinir.com)

# CHAIRMAN'S STATEMENT

**Dear Shareholders, Investors and Partners,**

My greetings to you all !

Time flies. 2025 marked a milestone in the development journey of Jiaxin International Resources Investment Limited ("Jiaxin International" or the "Company", stock code: 03858.HK). During the Year, the Company achieved a historic leap forward by successfully commencing Phase I commercial production at the Boguty tungsten mine, marking the official entry into a new era of tungsten resource development and operation, and initiating a strategic transformation from project construction to production capacity release and value creation. The Company also successfully struck the listing gong, officially commencing trading on the Main Board of The Stock Exchange of Hong Kong Limited and the "Belt and Road" board of the Astana International Exchange in Kazakhstan, marking a new stage for Jiaxin International as it steps into the international capital market. I, on behalf of the Board of Directors and the management, would like to extend our sincerest gratitude and highest respect to all shareholders, investors and partners for their long-standing trust and support for the Company, as well as to all employees for their hard work and dedication.

## **I. 2025: A Milestone Leap Forward, Commercial Production Officially Sets Sail**

As early as the end of 2013, I led a team to Kazakhstan to conduct project site inspections. After multiple rounds of negotiations and meticulous planning, on 29 August 2014, Jiaxin International Resources Investment Limited was formally established, and the development of the Boguty tungsten mine project was launched, making the Company the first mining company invested by a Chinese private enterprise in Kazakhstan. Thanks to 11 years of dedicated efforts, the Company was simultaneously listed on the Hong Kong Stock Exchange and the Astana International Exchange on 28 August 2025, achieving the full-cycle strategic realization from project initiation to capital market listing. This journey has been arduous, and perseverance has been holding the key, truly embodying the spirit of "sharpening a sword for eleven years" in persistence and practice. Throughout the advancement of the project, although most market participants at the time did not have a positive view of us or the project, our confidence in the defining trend of the "Belt and Road" development never wavered. We have been consistently aligned with the national "Belt and Road" strategy, and facts have proven that our investment layout and strategic direction at that time were correct. On 1 November 2024, the Company was awarded the "The Best Investor – The Best Strategic Breakthrough in the Mining Industry" award by the Prime Minister of Kazakhstan. This represents the highest honor for a Chinese-invested enterprise in Kazakhstan and serves as a successful case study of investment by a Chinese mixed consortium under the "Belt and Road" initiative.

In 2025, the global tungsten market exhibited a tight supply-demand balance, with tungsten prices steadily rising, driven by rigid supply constraints and growing demand from new energy and high-end manufacturing sectors. In response to this landscape, the Company seized the industry development opportunities and successfully commenced Phase I commercial production at the Boguty tungsten mine in Kazakhstan in April 2025, achieving a historic breakthrough since the acquisition of mining rights in 2015. Among the world's largest open-pit tungsten mines, the Boguty tungsten mine boasts world-class resource reserves. Upon reaching full capacity, Phase I of the project is expected to achieve an annual ore processing capacity of 3.3 to 3.8 million tonnes and an annual tungsten concentrate production of over 5,000 tonnes, laying a solid foundation for the Company's future performance growth.

Braving the multiple challenges during the project construction marked by global supply chain volatility and geopolitical uncertainties, the Company's management and all other employees stayed committed to the corporate spirit of "professionalism, dedication and continuous improvement". To that end, they strictly controlled project quality and safety standards to ensure the project commenced production as scheduled and achieved stable operations. In 2025, the Company achieved revenue of HK\$1.063 billion and gross profit of HK\$520 million, with a gross profit margin of 49%, marking the Company's official entry into a profitable stage and delivering a hard-earned performance report to shareholders.

# CHAIRMAN'S STATEMENT

## II. Strategic Focus: Building a Full Tungsten Industry Chain to Create Core Competitive Edges

Amid the restructuring of the global mining landscape and the accelerated green transformation, the Company has established a development strategy of “resources as the foundation, technology as the wing, and value as the principle”, committing to becoming a globally competitive tungsten resource development and comprehensive utilization enterprise.

**Resource Security Strategy:** Continuously advancing the exploration of deep-seated resources within the Boguty tungsten mine area, as well as strengthening exploration activities in surrounding areas, to further consolidate the resource base. Beyond that, actively seeking global high-quality mining asset acquisition opportunities to enhance the scale of resource reserves.

**Industry Chain Extension Strategy:** Backed by the stable operations of Phase I mining and mineral beneficiation, commencing a feasibility study for tungsten deep-processing projects such as ammonium paratungstate (APT), with plans to extend downstream into high value-added segments, building a “mining-beneficiation-smelting” tungsten industry chain to enhance product value added and risk resilience.

**Technological Innovation Strategy:** Increasing R&D investment and adopting the most advanced domestic ore sorting equipment, with a focus on tackling key technologies such as high-efficiency beneficiation of low-grade tungsten ore, comprehensive tailings utilization technology, and green mine construction technology, to improve resource recovery rates and production efficiency while reducing unit production costs.

**Global Operation Strategy:** Leveraging the China-Kazakhstan capacity cooperation platform, deepening cooperation with the Government of Kazakhstan and local communities, strictly complying with local laws and regulations to achieve a win-win situation between resource development and community development. Furthermore, actively expanding global market networks to enhance the product's share and influence in the international tungsten market.

## III. ESG and Sustainable Development: Fulfilling Responsibilities to Forge Long-Term Value

Always regarding environmental, social and governance (ESG) factors as the core elements of its sustainable development, Jiaxin International is committed to becoming a responsible resource developer.

**Environmental Protection:** The Company strictly complies with the environmental laws, regulations and requirements of both China and Kazakhstan, and has established a systematic environmental compliance system to ensure that all business activities meet the requirements of environmental protection laws, regulations and standards. In 2025, all the Company's environmental indicators complied with government control requirements, and total pollutant discharges were strictly kept within the control targets set by the local government.

**Social Responsibility:** The Company is deeply rooted in the community and gives back to society by actively fulfilling its community responsibilities. Nearly 70% of the Company's employees are based in Kazakhstan, and local staff account for an average of approximately 77% of the workforce at the mine site, creating numerous jobs for the local community. The Company also provides vocational skills training sessions for local residents and donates educational aid supplies to local schools, thereby promoting local economic and social development and fulfilling its corporate social responsibility. On top of that, the Company has established a comprehensive work safety management system, achieving zero major safety accidents throughout the year and ensuring the life safety and health of its employees.

**Corporate Governance:** The Company seeks ongoing improvement in its corporate governance structure by strengthening internal control and risk management and enhancing information disclosure transparency to protect shareholders' rights and interests. In 2025, the Company successfully completed its dual listings in Hong Kong and Astana, further elevating its corporate governance standards and international influence.

## IV. Future Development Outlook: Steady Progress with a Long-Term Vision

Looking ahead to 2026, the global tungsten industry will still be with numerous challenges, including geopolitical risks, policy changes in resource-rich countries, and rising energy costs. The application scenarios of tungsten metal have strategically shifted from traditional industrial consumption to core consumption in national security systems. As a result, its strategic value now goes beyond pure economic value, promising broad development prospects. That said, we have seen tremendous development opportunities: driven by technological iterations in high-end manufacturing, defense and military industries, new energy and other sectors, tungsten, being an irreplaceable key industrial raw material, will embrace its expanding application boundaries, with demand expected to grow steadily. Each breakthrough in application scenarios will serve as an important driver of price increases. The rigid supply constraints of global tungsten will long persist, and tungsten prices are expected to remain at a high level.

Standing at this historic starting point in 2025, the future development of Jiaxin International has been clearly charted. We will plan with a long-term perspective, move forward with steady steps, and strive to achieve the transition from a “resource developer” to a “core player in the global tungsten industry chain”, creating sustained, stable and substantial long-term value for our shareholders.

Holding fast to its overall working policy of “improving quality, increasing production, controlling costs, and enhancing efficiency”, the Company will prioritize the implementation of the following phased work plans:

In the short term (2026-2028), we will focus on core production capacity release and industry chain extension, striving to achieve full-capacity operations of Phase I of the Boguty tungsten mine to ensure steady performance growth; fully promote the implementation of waste disposal projects, and promote the production capacity increase with advanced photoelectric beneficiation technology; according to local policies, we will accelerate the feasibility study of APT projects, strive to promote project planning, and break through the bottleneck in the mid-stream of the industrial chain. Meanwhile, we will make ongoing efforts to deepen collaboration with local government authorities and partners in Kazakhstan, optimize operating costs, strengthen safety production and environmental management, consolidate our position as a benchmark “green mine”, and enhance the credibility of the corporate brand.

In the medium term (2029-2032), we will launch the Phase II expansion plan of the Boguty tungsten mine to further enhance ore processing capacity and tungsten concentrate production, solidifying our position as a core global tungsten resource supplier. Strive to realize the implementation of APT projects, double product value added, and gradually form an integrated “mining – beneficiation – smelting” operation model to minimize operational risks arising from market fluctuations. Carry out research to branch out into high-end deep-processing segments such as tungsten powder, entering high-growth sectors like new energy and semiconductors to create differentiated competitive edges. Additionally, we will work on global acquisitions of high-quality tungsten resources, with a strategic focus on resource-rich regions such as Central Asia and Africa, to expand our resource reserve base and provide solid support for the Company's long-term development. We will also deepen our global market footprint to improve our international marketing network and enhance our pricing power in the global tungsten market.

In the long term (2032 and beyond), Jiaxin International will strive to become a leading player in the global tungsten industry, building a complete tungsten industry chain ecosystem encompassing “resource reserves – production and processing – end-use applications”, and achieving full-chain value extraction from resources to applications. We will continue to increase investment in technological innovation and promote the development of green mines and intelligent mines for the coordinated development between resource exploitation and ecological protection. We will practice ESG principles and deeply integrate social responsibility with corporate development to create a benchmark for sustainable mining. Furthermore, we will actively respond to the global trend of green transformation by supporting the low-carbon development of downstream industries for the alignment of corporate value, shareholder value and social value.

## CHAIRMAN'S STATEMENT

We are convinced that, as global strategic emerging industries continue to upgrade, the strategic value of tungsten resources will figure increasingly prominent. Benefiting from its world-class resource reserves, a clear strategic effort, and a professional operations team, Jiaxin International will surely seize industry development opportunities and break through development bottlenecks to achieve leapfrog growth and become a benchmark enterprise in global tungsten resource development and comprehensive utilization.

### V. Acknowledgments and Outlook: Moving Forward Together to Share a Brilliant Future

Looking back on 2025, Jiaxin International has officially transitioned from the project construction phase to a new stage of commercial operations. This achievement would not have been possible without the trust and support of all shareholders, the strategic guidance of the Board and the management, and, most importantly, the hard work of all employees and the invaluable assistance of our partners.

Looking ahead, Jiaxin International will remain committed to its strategic direction of “steady development, proactive progress, and continuous innovation” and its corporate mission of “developing resources, creating value, and contributing to society”. We will persistently optimize production processes and technologies, expand our existing resource reserves, and actively seek new investment opportunities in Central Asia and globally to achieve long-term and sustainable value growth. We aim to reward our shareholders and give back to society with more stable operations and even better performance. We are convinced that, facing this golden era of development in the global tungsten industry, Jiaxin International will ride the winds and waves, becoming a leading player in global tungsten resource development, and join hands with all shareholders to share an even brighter tomorrow!

**Liu Liqiang**

*Chairperson of the Board*

**Jiaxin International Resources Investment Limited**

Hong Kong

25 March 2026

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS OVERVIEW

The Group is a tungsten mining company focusing on the development of the Boguty Project based in Kazakhstan, which was the world's largest open-pit tungsten mine in terms of Mineral Resources of tungsten trioxide ( $WO_3$ ) as of 31 December 2025, according to Frost & Sullivan. As of 31 December 2025, the Group's Boguty tungsten mine was also the world's fourth largest tungsten mine (including both open-pit and underground tungsten mines) in terms of Mineral Resources of  $WO_3$ , having the world's largest designed tungsten concentrate production capacity among single tungsten mines, according to Frost & Sullivan. During the Year, the Group primarily focused on preparing the Boguty Project for commercial production, and the phase I commercial production of the Boguty Project commenced in April 2025 with a target annual mining and processing capacity of 3.3 Mt of tungsten ore in 2025.

The Boguty tungsten mine of the Group is located in Yenbekshikazakh District, Almaty Oblast, and can be accessed via national highway from both Almaty, Kazakhstan and the Khorgos crossing that connects Kazakhstan to China. In addition, a railway connecting Khorgos and Almaty is located approximately 20 km north of the Boguty tungsten mine, which is expected to enable smooth transportation of the Group's products. The Group also has ready and affordable access to water and electricity supply for the Boguty Project.

The Group holds the exclusive mining rights (the rights for exploration for and extraction of tungsten ore) of the Boguty tungsten mine under the Subsoil Use Contract No. 4608-TPI (as amended and supplemented by four subsequently agreed addenda, the "**SSU Contract**") with the relevant competent authority. The contract area for mining is stated at 1.16 km<sup>2</sup> and allows exploitation for up to a maximum depth of 300 m below surface, with a term of 25 years from June 2, 2015 to June 2, 2040.

## EXPLORATION, DEVELOPMENT AND MINING PRODUCTION ACTIVITIES

### Exploration

During the Year, the Group did not conduct any exploration activity on the Boguty Project.

### Development

During the Year, the Group did not conduct any development activity on the Boguty Project.

### Mining Production

During the Year, the Group mined 2.80 million tonnes of tungsten ore and produced 5,008 tonnes of tungsten ore concentrates and 3,255 tonnes of tungsten trioxide.

# MANAGEMENT DISCUSSION AND ANALYSIS

Cost of exploration, development and mining production activities of the Group for the Year is set out below:

	HK\$'000
<b>Exploration activities</b>	–
<b>Development activities (including mine construction)</b>	–
<b>Mining production activities (including ore processing)</b>	
Consumables costs	129,136
Outsourcing mining services costs	124,596
Energy costs	45,535
Employee benefit expenses (including directors' emoluments)	57,451
Changes in finished goods and work in progress	(9,399)
Depreciation	72,527
Amortisation	208
Transportation and delivery cost	18,562
Tax on mineral extraction	87,213
Others	17,235
<b>Total</b>	<b>543,064</b>

## RESOURCES AND RESERVES

The resources and reserves estimates for the deposit of tungsten mine in Kazakhstan as of 31 December 2025 are set out in the following tables:

Table 1: Resources

	Tonnage (Mt)	Grade (WO <sub>3</sub> %)	Contained WO <sub>3</sub> (kt)
Indicated	94.2	0.210	197.8
Inferred	11.4	0.228	26.0
<b>Total</b>	<b>105.6</b>	<b>0.212</b>	<b>223.8</b>

1. The Mineral Resource estimate is effective as at 31 December 2025.
2. A cut-off grade of 0.05% WO<sub>3</sub> was applied to the Mineral Resource block model.
3. The Mineral Resources are reported with reasonable prospects for eventual economic extraction, using an RMB143,000 tungsten concentrate price (65% WO<sub>3</sub>) within an optimized pit shell outline.
4. Mineral Resources that are not Ore Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
5. Mineral Resources are reported inclusive of Ore Reserves.
6. The Mineral Resource has been constrained by the latest topographic survey as of 31 December 2025.

# MANAGEMENT DISCUSSION AND ANALYSIS

Table 2: Reserves

	Ore Reserve (Mt)	Grade (WO <sub>3</sub> %)	Contained WO <sub>3</sub> (kt)
Probable	66.6	0.206	137.6
Total	66.6	0.206	137.6

1. The Ore Reserve estimate is effective as at 31 December 2025.
2. A marginal cut-off grade (MCOG) of 0.06% WO<sub>3</sub> was used to define ore and waste.
3. The pit optimization and the estimation of MCOG are based on a forecast price of RMB110,000 per ton for 65% WO<sub>3</sub> concentrate.
4. The Ore Reserves are reported in metric dry tonnes.
5. The Ore Reserves are reported at the reference point of the ROM stockpile before crushing.
6. The Ore Reserves are reported inclusive of Mineral Resources.
7. All materials extracted since the initial Ore Reserve estimate declared in December 2023 have been depleted from the Ore Reserve.

## OUTLOOK AND FUTURE PLANS

In 2026, leveraging the Group's abundant tungsten Resources and Reserves, anticipated cost-effective production and convenient location in Kazakhstan, the Group plans to continue to develop the Boguty Project into a world-class tungsten mining project. In particular, the Group plans to increase its target annual mining and processing capacity to 4.95 Mt of tungsten ore in 2027 after the Group integrates an ore sorting system into its existing mining flowsheet. The Group also plans to explore additional investment opportunities for nonferrous metal resources in Central Asia.

## FINANCIAL REVIEW

### Revenue

The Group did not generate any revenue during the Previous Year. Following the commencement of commercial production in April 2025, the Group generated revenue of HK\$1,063.0 million during the Year, which was derived from the sale of tungsten ore concentrate. In 2025, the Company experienced a significant increase in revenue and profit due to the sharp rise in tungsten ore concentrate prices.

### Cost of Sales

The Group did not have any cost of sales during the Previous Year. The Group commenced commercial production in April 2025 and recorded cost of sales of HK\$543.1 million during the Year.

### Gross Profit and Gross Profit Margin

As a result of the foregoing, the Group had gross profit of HK\$520.0 million for the Year, with a gross profit margin of 48.9%.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Administrative Expenses

The administrative expenses of the Group increased by 46.3% from HK\$75.9 million during the Previous Year to HK\$111.1 million during the Year primarily attributable to (i) an increase in the employee benefit expenses of the Group from HK\$39.5 million during the Previous Year to HK\$45.5 million during the Year as the Group increased the number of its employees for commercial production; and (ii) an increase in listing expenses from HK\$11.5 million during the Previous Year to HK\$21.5 million during the Year, in line with the progress of the preparatory work for the Listing.

## Other Gains/(Losses), Net

The other net losses of the Group decreased from HK\$83.7 million during the Previous Year to the other net gains of the Group of HK\$4.3 million during the Year, primarily attributable to a decrease in foreign exchange losses, net from HK\$84.8 million during the Previous Year to foreign exchange gains, net HK\$7.0 million during the Year.

## Finance Costs, Net

The net finance costs of the Group increased from HK\$16.8 million during the Previous Year to HK\$44.3 million during the Year, primarily due to finance costs and foreign exchange losses ceasing to be capitalized for completed property, plant and equipment.

## Income Tax Expense

The Group did not incur any income tax expense during the Previous Year. During the Year, following the commencement of phase I commercial production at the Boguty Project, the Group recorded income tax expense of approximately HK\$51.0 million, comprising current income tax of approximately HK\$21.5 million and deferred income tax of approximately HK\$29.5 million. The deferred income tax expense was mainly attributable to the recognition of deferred tax effects arising during the Year.

## Profit/(Loss) for the Year

As a result of the above, the Group recorded net losses of HK\$176.5 million and net profits of HK\$314.4 million during the Previous Year and the Year, respectively.

## Liquidity, Financial and Capital Resources

The Group principally financed its working capital and other liquidity needs through bank borrowings, shareholder loans and internal funds. The principal uses of cash have been development of the Boguty Project and to fund the Group's working capital. The Group expects to fund its future working capital and other liquidity needs with a combination of its bank balances, net proceeds from the Global Offering, bank and other borrowings and cash generated from its operations.

## Net Current Assets/(Liabilities)

The Group recorded net current assets of HK\$734.2 million as of 31 December 2025 as compared to net current liabilities of HK\$268.9 million as of 31 December 2024, primarily attributable to an increase in cash and cash equivalents of HK\$983.1 million, as a result of net proceeds from issuance of ordinary shares pursuant to the IPO of HK\$1,332.7 million, net cash generated from operating activities of HK\$510.4 million and partially offset by repayments of borrowings and amounts due to shareholders of HK\$704.9 million and payments for purchase of property, plant and equipment of HK\$118.9 million during the Year.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Cash Flows

For the Year, the Group had net cash generated from operating activities of HK\$510.4 million, primarily representing a profit for the Year of HK\$365.3 million, as positively adjusted by (i) increase in contract liabilities of HK\$250.1 million as the Group received advance payments from customers in relation to its sales while the relevant products were yet to be delivered and (ii) trade payables of HK\$51.0 million in relation to the purchase of goods and services from the Group's suppliers as the Group commenced phase I commercial production, and negatively adjusted by the increase in inventories of HK\$114.5 million and trade receivables of HK\$163.7 million, as the Group commenced phase I commercial production and sale during the Year.

For the Year, the Group had net cash used in investing activities of HK\$109.5 million, primarily attributable to payments for additions to property, plant and equipment of HK\$118.9 million, partially offset by interest received of HK\$9.4 million.

For the Year, the Group had net cash generated from financing activities of HK\$583.1 million, primarily attributable to proceeds from issuance of ordinary shares pursuant to the IPO of HK\$1,332.7 million and borrowings of HK\$53.5 million, partially offset by interest paid of HK\$55.0 million and repayment of borrowings of HK\$643.5 million.

## Cash position

As of 31 December 2025, the Group had cash and cash equivalents of HK\$1,024.5 million (31 December 2024: HK\$41.4 million), and except for the bank facilities available solely to refinance the Group's bank loan denominated in EUR, there were no unutilised bank facilities (31 December 2024: unutilized bank facilities of HK\$124.3 million).

## Borrowings

The borrowings of the Group of HK\$1,265.5 million represent its bank loans denominated in EUR. The Group entered into the Bank Loan Agreement with a commercial bank in September 2020 to obtain the Bank Loan of up to EUR188.0 million to fund the construction of the Boguty Project, with a draw down period of two years after the first draw-down.

As of 31 December 2025, (i) HK\$199.2 million of the Group's borrowings bore interest at 1% per annum; and (ii) HK\$1,066.3 million of the Group's borrowings bore floating interest rates ranging from 3.488% to 5.013% per annum.

The principal of the Group's outstanding borrowings are repayable in semi-annual installments with the last installment due on 14 June 2028. As of 31 December 2025, the Group had drawn down all the facility of the Bank Loan.

To fund the Group's capital needs as the Group progresses the construction of the Boguty Project, the Group made other drawdowns under its available bank facilities during the Year. The Group's current and non-current borrowings decreased by 23.5% from HK\$1,665.0 million as of 31 December 2024 to HK\$1,265.5 million as of 31 December 2025.

## Financial Risks

The Group is exposed to a variety of market risks and other financial risks, including credit risk, liquidity risk, foreign exchange risk and interest rate risk, as set out below. The management of the Group continually monitors its risk management process to ensure that an appropriate balance between risk and control is achieved. The Group reviews risk management policies and systems regularly to reflect changes in market conditions and its activities. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Credit Risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to us. The Group is exposed to credit risk in relation to its trade receivables, other receivables and cash and cash equivalents. Accordingly, the management of the Company considers that the exposure to loss arising from the non-performance by the counterparties were minimal and has made no provision for allowance.

## Liquidity Risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with the financial liabilities that are settled by delivering cash or other financial asset. The Group monitors and maintains sufficient cash and cash equivalents and availability of funding through sufficient financial support by its holding company to finance its operations and mitigate the effects of fluctuations in cash flows.

## Foreign Exchange Risk

The Group manages its foreign exchange risk by performing regular reviews of its net foreign exchange exposures and may enter into certain forward foreign exchange contracts, when necessary, to manage its exposure against the above-mentioned currencies and to mitigate the impact on exchange rate fluctuations. During the Year, the Group did not enter into any forward foreign exchange contracts.

## Interest Rate Risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow interest rate risk in relation to its borrowings with floating interest rates and the Group is exposed to fair value interest rate risk in relation to its borrowings with fixed interests. The Group closely monitors the trend of interest rate and its impact on the interest rate risk exposure. The Group has not had any interest rate swap arrangements but will consider hedging interest rate risk when necessary.

## Pledge of assets

As at 31 December 2025, the Group did not have any pledged assets (31 December 2024: Nil).

## Gearing ratio and the basis of calculation

The Group's gearing ratio (calculated as net debt divided by total capital) decreased from 100.8% as of 31 December 2024 to 13.3% as of 31 December 2025 due to decrease in borrowings and increase in cash and cash equivalent as a result of net proceeds received from issuance of ordinary shares and cash flows from operating activities.

## Commitments and contingent liabilities

The Group entered into construction contracts in relation to the development of the Boguty Project. As of 31 December 2025, contracts in relation to the capital expenditure of the Group that the Group had entered into but not included in the consolidated financial statements were in the amount of HK\$55.2 million. In addition, the Group leased offices under non-cancellable operating lease arrangements with terms within one year. As of 31 December 2025, the Group's future aggregate minimum lease payments under such operating leases not recognized in lease liabilities were HK\$0.5 million.

Save as disclosed above, as of 31 December 2025, the Group did not have any material commitments or contingent liabilities in respect of payment obligations of any third parties.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Off-balance sheet arrangements

The Group has not entered into any off-balance sheet arrangements or commitments to guarantee the payment obligations of any third parties and related parties. The Group does not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to the Group or engage in leasing or hedging or research and development services with the Group.

## USE OF PROCEEDS FROM INITIAL PUBLIC OFFERING

The aggregate net proceeds from the Listing (involving the issue of a total of 109,808,800 ordinary Shares at the offer price of HK\$10.92 per Share) and from the exercise of the Over-allotment Option (involving the issue of a total of 16,471,200 ordinary Shares at the offer price of HK\$10.92 per Share), after deducting related underwriting fees and other expenses in connection therewith, were approximately HK\$1,261.3 million. The Net Proceeds will be utilized for the purposes as set out in the Prospectus.

The following table sets forth the status of the use of proceeds from the Listing up to the date of this report:

Use	Percentage of the Net Proceeds as stated in the Prospectus % of Net Proceeds	Unutilized Net Proceeds upon the Listing after taking into account the exercise of the over-allotment option HK\$ million	Actual use of the Net Proceeds subsequent to the Listing and up to the date of this report HK\$ million	Unutilized Net Proceeds as of the date of this report HK\$ million	Expected timeframe of full utilization of the Net Proceeds
To fund the capital costs for the development of the Boguty Project					
– to fund the capital costs in relation to the development of tailings ponds of the Boguty Project	17.5	220.7	3.4	217.3	2026
– to fund capital costs in relation to the development of beneficiation plants of the Boguty Project	27.5	346.9	84.1	262.7	2026
– to fund the development of the ore sorting system for phase II of the commercial production	10.0	126.1	–	126.1	2027
To develop the ammonium paratungstate (APT) production capabilities					
– for the preliminary design of the APT production facilities	6.0	75.7	–	75.7	2027
– to conduct market research in relation to potential customers and demand of APT	2.0	25.2	–	25.2	2027
– to conduct feasibility study of APT production	1.0	12.6	–	12.6	2027
– for miscellaneous expenses, primarily including travel and transportation expenses	1.0	12.6	–	12.6	2027
To repay the aggregate principal amounts and interests accrued on a portion of the Euro denominated Bank Loan	25.0	315.3	315.3	–	N/A
For working capital and other general corporate purposes	10.0	126.1	89.7	36.4	2027
<b>Total</b>	<b>100.0%</b>	<b>1,261.3</b>	<b>492.6</b>	<b>768.7</b>	

## MANAGEMENT DISCUSSION AND ANALYSIS

To the extent that the Net Proceeds are not immediately applied to the above purposes and to the extent permitted by applicable law and regulations, the Group will only deposit the Net Proceeds into short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the Securities and Futures Ordinance or applicable laws and regulation in other jurisdictions).

### EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2025, the Group had 391 employees in total (31 December 2024: 320). During the Year, the staff costs recognized as employee benefit expenses by the Group amounted to approximately HK\$104.7 million (31 December 2024: approximately HK\$39.5 million).

The Group participates in various defined contribution retirement benefit plans schemes which are available to all relevant employees. These plans are generally funded through payments to schemes established by governments or trustee-administered funds. A defined contribution plan is a pension plan under which the Company pays contributions on a mandatory, contractual or voluntary basis into a separate fund. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior years. The Company expenses its contributions to the defined contribution plans as incurred and does not reduce such contributions by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions. The Company has not utilized forfeited contributions to reduce the existing contributions.

The Company accrues discretionary bonus for the year in which the associated services are rendered by its employees. The Company expects to settle liabilities for discretionary bonus within twelve months and the Company measures such liabilities at the amounts expected to be paid when they are settled.

### SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the Year, the Group had no significant investments, material acquisitions or disposals of subsidiaries, associates and joint ventures.

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in the section headed “Future Plans and Use of Proceeds” as disclosed in the Prospectus, the Group has no other future plans for material investments and capital assets as at 31 December 2025.

### FINAL DIVIDEND

The Board resolved not to declare any final dividend for the Year (for the year ended 31 December 2024: nil).

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (including sale or transfer of treasury shares) since the Listing up to 31 December 2025.

As of 31 December 2025, the Group did not hold any treasury shares.

### IMPORTANT EVENTS AFTER THE YEAR

There are no important events affecting the Group which have occurred since 31 December 2025 and up to the date of this announcement.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management of the Company are listed below. As at the date of this report, none of the following Directors or senior management had any relationship with any other Directors or senior management.

## BOARD OF DIRECTORS

### Chairman of the Board and Executive Director

**Mr. LIU Liqiang (劉力強)**, aged 63, was appointed as the chairman of the Board and a Director on 8 November 2019 and was designated as an executive Director in January 2024. Mr. Liu founded the Company in August 2014, and served as a Director from August 2014 to March 2017.

Mr. Liu has 31 years of experience in corporate management. Prior to founding the Company, he founded Zhuhai Huayue Investment Company Limited (珠海市華粵投資有限公司) in March 1993 and served as its authorized representative and the general manager from March 1993 to August 2014. He has served as vice chairman of the board and non-executive director of Zhuhai Hengqin Zhongyou Gas Station Sales Co., Ltd. (珠海橫琴中油加油站經營有限公司) since October 1999.

Mr. Liu is one of the founders of Zhuhai Shanwei Chamber of Commerce (珠海市汕尾商會) and has served as its honorary chairman since its foundation in January 2018.

Mr. Liu had been the legal representative or director of the following companies who was struck off or whose business licenses were revoked, with details as follows:

Name of company	Position held in the company	Place of incorporation	Time of incorporation	Time of revocation/ striking off
Zhuhai Wanteng Industry Co., Ltd. (珠海市萬騰實業有限公司)	Legal representative	Guangdong Province, the PRC	July 25, 1997	2005
Xinhui Jiachen Modern Agriculture Co., Ltd. (新會嘉琛現代農業有限公司)	Legal representative	Guangdong Province, the PRC	June 24, 1999	2014
Zhuhai Huayue Investment Group Limited (珠海市華粵投資集團有限公司)	Legal representative	Guangdong Province, the PRC	December 22, 2000	2015
Gaintek Development Limited (敬達發展有限公司)	Director	Hong Kong	March 19, 1997	2022

Mr. Liu confirmed that each of (i) the revocation of business license of Zhuhai Wanteng Industry Co., Ltd., (ii) the revocation of business license of Xinhui Jiachen Modern Agriculture Co., Ltd., (iii) the revocation of business license of Zhuhai Huayue Investment Group Limited, and (iv) the striking off of Gaintek Development Limited was due to close of business but the company did not timely make the required filing. Based on their review of the relevant documents and foregoing confirmation provided by Mr. Liu Liqiang, the PRC legal advisors of the Company are of the view that there was no (a) wrongful act, omission, misconduct or misfeasance on Mr. Liu's part that led to the revocation of business licenses of Zhuhai Wanteng Industry Co., Ltd., Xinhui Jiachen Modern Agriculture Co., Ltd., and Zhuhai Huayue Investment Group Limited; or (b) actual or potential claim that had been or will be made against Mr. Liu as a result of the revocation of business licenses of the relevant companies. Based on the corporate records reviewed and confirmation provided by Mr. Liu, our Hong Kong Legal Advisors is of the view that (a) there is not incontrovertible evidence or facts to substantiate any wrongful act, omission, misconduct, or misfeasance by Mr. Liu Liqiang that led to the striking off of Gaintek Development Limited, and (b) there is no disciplinary action or claim against Mr. Liu, and there is no ground to anticipate any actual or potential claim against Mr. Liu resulting from the striking off of Gaintek Development Limited.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

To the best knowledge of Mr. Liu, there has been no claim or legal proceeding made or commenced against him. Mr. Liu confirmed that he did not incur any debt and/or liabilities because of the striking off or revocation of business license of the above companies, and that the striking off or the revocation of business license of the above companies did not have any negative effect on our Group.

Mr. QIU Huaizhi, an Executive Director, is the nephew of Mr. Liu.

### Executive Directors

**Mr. XIE Wenbo (謝文波)**, aged 39, graduated from Wuhan University of Technology in July 2008 with a bachelor's degree in Mineral Resources Engineering and has over 17 years of experience in the mining industry.

Mr. Xie has held various technical and management positions at Dexing Copper Mine, including technician and deputy section head of the blasting section, deputy director and director of the production technology office, director of the dispatch office and deputy mine manager. He subsequently served as assistant general manager and deputy general manager of planning and production at Jiangxi Copper Group (being one of the controlling shareholders of the Company). From 2023 to 2024, Mr. Xie served as mine manager of Dexing Copper Mine. Since May 2024, he has been serving as deputy mine manager of Dexing Copper Mine.

**Mr. QIU Huaizhi (邱懷智)**, aged 36, was appointed as a Director on 8 November 2019 and the assistant to chief executive officer of the Company in October 2022, and was designated as an executive Director of the Company in January 2024. Mr. Qiu joined the Company in April 2019 and served as the secretary to the Board from January 2020 to October 2022.

Mr. Qiu has 12 years of experience in investment and corporate management. Prior to joining the Group, he served as an investment manager of Chengzhongheng Asset Management (Shenzhen) Company Limited (誠中恒資產管理(深圳)有限公司) from November 2013 to April 2016. He then served as the secretary to the president's office of Wanlitong Financial Services (Shenzhen) Company Limited (萬利通金融服務(深圳)有限公司) from December 2016 to December 2018. He has served as the non-executive director of Zhuhai Hengqin Zhongyou Gas Station Sales Co., Ltd. (珠海橫琴中油加油站經營有限公司) and Ever Trillion since February 2017 and September 2021, respectively.

Mr. Qiu obtained a bachelor's degree in finance from Shenzhen University (深圳大學) in Guangdong Province, the PRC in June 2012, and a master's degree in finance and investment from the University of Leeds in the United Kingdom in November 2013.

Mr. Liu Liqiang, Chairman of the Board and Executive Director, is the maternal uncle of Mr. Qiu.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## Non-executive Directors

**Mr. WANG Zhongwei (汪中偉)**, aged 52, was appointed as a Director in May 2021, the chief executive officer of the Company and the general manager of Subsidiary ZV on 16 December 2020, and was designated as an executive Director of the Company in January 2024.

Mr. Wang has 30 years of experience in the mining industry. Prior to joining the Group, he had the following work experiences:

Name of organization	Principal business activity	Major position(s)	Period of service	Primary responsibilities
Jiangxi Copper	Copper and other non-ferrous metals mining and dressing, smelting and processing	Director of processing plant and deputy director of Dexing Copper Mine (德興銅礦)	July 1994 to January 2020	Responsible for the production, operation and management of the mining and beneficiation of copper, gold, silver, molybdenum, sulfur and other minerals at Dexing Copper Mine
Jiangxi Copper Group Yinshan Mining Limited (江西銅業集團銀山礦業有限責任公司)	Production, operation and management of the mining and beneficiation of copper and other non-ferrous metals at Yinshan Mine	Standing deputy general manager	January 2020 to December 2020	Responsible for the production, operation and management of the mining and beneficiation of copper, lead, zinc, gold, silver, sulfur and other minerals at Yinshan Mine

Mr. Wang obtained a college's degree in processing engineering from Changsha High Industry College (長沙工業高等專科學校) (a predecessor of Central South University (中南大學)) in Hunan Province, the PRC in June 1994. He graduated with a major in computer science and technology (correspondence course) from Nanchang Hangkong Industrial Institute (南昌航空工業學院) (the predecessor of Nanchang Hangkong University (南昌航空大學)) in Jiangxi Province, the PRC in January 2007. He obtained the title of Senior Processing Engineer (選礦高級工程師) from Jiangxi Province Human Resources and Social Security Department (江西省人力資源和社會保障廳) in November 2011. Mr. Wang was awarded the First Prize of Science and Technology of China Nonferrous Metals Industry (中國有色金屬工業科學技術一等獎) with his paper headed "Research on New Technology for Improving the Grade of Copper Concentrate in Dexing Copper Mine" (《提高德興銅礦銅精礦品位新技術研究》) in December 2002, the First Prize of Science and Technology of China Nonferrous Metals Industry (中國有色金屬工業科學技術一等獎) with his paper headed "Research on 200M3 Inflatable Mechanical Stirring Flotation Machine" (《200M3充氣機械攪拌式浮選機研究》) in December 2010, the Second Prize of Science and Technology of China Nonferrous Metals Industry (中國有色金屬工業科學技術二等獎) with his paper headed "Development and Application of Model MA Magnetic Arc" (《MA型磁力弧研製及應用》) in December 2012, the Second Prize of Science and Technology of China Nonferrous Metals Industry (中國有色金屬工業科學技術二等獎) with his paper headed "BK Series Large-Scale Ore Slurry Adjusting and Stirring Tank" (《BK系列大型礦漿調漿攪拌槽》) in December 2013, and the Third Prize of Science and Technology Advancement Award of Jiangxi Province (江西省科學技術進步獎三等獎) with his paper headed "Research and Application of Key Technology for High-efficiency Beneficiation of Copper and Accompanying Molybdenum in Porphyry Copper Ore" (《斑岩型銅礦及伴生鉬高效選礦關鍵技術研究與應用》) in June 2015.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

**Ms. CHEN Keqin (陳克琴)**, aged 36, has over 10 years of relevant experience in overseas investment business. She joined China Railway Construction Corporation International Investment Co., Ltd. in November 2022 and has successively served as senior business manager of the business management department, senior business manager of the strategic emerging industry and investment management department, and mining director.

From July 2019 to November 2022, she served as deputy head of the investment and development department of Beijing China Railway Noble Real Estate Development Co., Ltd. From February 2015 to July 2019, she served as investment manager and deputy general manager of China Railway Construction Engineering Group Papua New Guinea Real Estate Development Co., Ltd. From July 2014 to February 2015, she served as assistant engineer in the market operation department of China Railway Construction Engineering Group International Engineering Company. Ms. Chen obtained a bachelor's degree in Engineering Management from Dongbei University of Finance & Economics in 2012 and a master's degree in Applied Economics (Real Estate Economics and Management) from Renmin University of China in 2014.

**Mr. GONG Yunfan (公雲帆)**, aged 39, is a Chartered Financial Analyst (CFA) and a Financial Risk Manager (FRM). Mr. Gong graduated from The University of Hong Kong in 2010 with a bachelor's degree in engineering with first class honours and obtained a master's degree in finance with first class honours from The Chinese University of Hong Kong in 2012.

Mr. Gong commenced his career at Credit Suisse. He subsequently joined China Cinda (Hong Kong) Holdings Company Limited in 2014 and currently serves as a CIO, primarily responsible for proprietary portfolio management, capital market related distressed assets management and special situation investment business. Proprietary investment portfolio covering bonds, equities and other asset classes.

### Independent Non-executive Directors

**Mr. ZHU Guoshan (朱國山)**, aged 63, was appointed as an independent non-executive Director on 20 August 2025.

Mr. Zhu has 40 years of experience in the production and project management in the mining industry. He served consecutively as the director of the production and technology department, the director of the comprehensive planning department, deputy mining manager and executive deputy mining manager of Dexing Copper Mine of Jiangxi Copper from July 1984 to November 2007. He then served consecutively as the general manager, the assistant to the chairman of the board and the chairman of the professional and technical committee of Yunnan Haulian Zinc & Indium Stock Co., Ltd. (雲南華聯鋅鋁股份有限公司) from November 2007 to April 2023. Mr. Zhu served as a Member of the Standing Committee of Maguan County People's Congress (馬關縣人民代表大會常務委員會委員) in January 2008. He has served as a master's degree advisor of the mining engineering program at the Kunming University of Science and Technology – Yunnan Haulian Zinc and Indium Stock Co., Ltd. Joint Cultivation Base for Geological and Mining Talents (昆明理工大學 – 雲南華聯鋅鋁股份有限公司地礦人才聯合培養基地) since January 2017, and the Non-coal Mining Expert (非煤礦山專家) of Department of Emergency Management of Yunnan Province (雲南省應急管理廳) since June 2023.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Zhu obtained a bachelor's degree in mining from Jiangxi School of Metallurgy (江西冶金學院) (currently known as Jiangxi University of Science and Technology (江西理工大學)) in Jiangxi Province, the PRC in July 1984. He obtained the title of Professor Senior Engineer (教授級高級工程師) from Jiangxi Province Human Resources and Social Security Department in December 2007. Mr. Zhu was awarded the Third Prize of Outstanding Professional and Technician with Outstanding Contribution (有突出貢獻優秀專業技術人才) by People's Government of Yunnan Province (雲南省人民政府) in October 2010, and Professional and Technician with Outstanding Contribution of Yunan Province (雲南省有突出貢獻專業技術人才) by Wenshan Talent Work Leading Group (文山州人才工作領導小組) in December 2021. He was awarded the Second Prize of Metallurgical Science and Technology Award (冶金科學技術獎) with his scientific achievement "Technological Research on Safe Operation of Tailings Storage Facility (《尾礦庫安全運行技術研究》)" in July 2002, the Third Prize of Science and Technology Award of Anhui Province (安徽省科學技術獎三等獎) with his scientific achievement "Study on Rigid Pavement for Mining Super Heavy Duty Vehicles" (《礦用超重載汽車剛性路面研究》) in April 2003, and the Second Prize of National Safety Production and Technology Contribution Award (國家安全生產科技成果獎) with his scientific achievement "Research on the Safety and Stability of High Stage Earth Discharge and Optimization of Parameters of Earth Discharge and Heap Leach in Open Pit Mines (《露天礦排土場高臺階排土安全穩定性與堆浸排土參數優化研究》)" in December 2006, the Chinese Non-ferrous Metal Industry Science and Technology Award (中國有色金屬工業科學技術獎) with his scientific achievement "Research and Engineering Demonstration of Water Conservation and Pollution Control Technology for Large-scale Mines (《大型礦業節水治污技術綜合集成研究與工程示範》)" in January 2007 and the Science and Technology Advancement Award of Jiangxi Province (江西省科學技術進步獎) with his scientific achievement "Comprehensive Study and Application for Stabilization of Production in Extra-large Open Pit Mines (《特大型露天礦山穩產綜合研究與應用》)" in March 2008.

**Mr. WANG Jianfeng (王劍鋒)**, aged 43, was appointed as an independent non-executive Director on 20 August 2025.

Mr. Wang has 20 years of experience in corporate and project management in the mining industry. He previously served as the business manager of China Minmetals Non-ferrous Metals Co., Ltd. (五礦有色金屬股份有限公司) from August 2005 to April 2013. He served as the general manager of Album Trading Company Limited (五礦澳門愛邦貿易有限公司) from April 2013 to June 2018. He then served as the general manager of the raw materials department of Minmetals Cheerglory Limited (五礦企榮有限公司) from June 2018 to February 2023. He has served as the partner of Hong Kong Qincheng Commercial Co., Limited (香港親誠商業有限公司) since October 2023.

Mr. Wang obtained a bachelor's degree in Spanish from Beijing Language and Culture University (北京語言大學) in Beijing, the PRC in July 2005 and a master's degree in business administration from Peking University (北京大學) in Beijing, the PRC in July 2012.

**Mr. WONG Hok Bun Mario (黃學斌)**, aged 47, was appointed as an independent non-executive Director on 20 August 2025.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Wong has 23 years of experience in auditing, accounting, financial management and corporate finance. He worked at KPMG from August 2001 to May 2008 with his last position being a manager of the auditing department. He then worked at Zijin Mining Group Co., Ltd. (紫金礦業集團股份有限公司) (a company listed on Hong Kong Stock Exchange (stock code: 2899) and Shanghai Stock Exchange (stock code: 601899)) from September 2008 to December 2010 and served as the deputy general manager of its financial department, the financial controller and the company secretary of its associated company Monterrico Metals Plc. He then served as the financial controller of CST Group Limited (中譽集團有限公司) (a company previously listed on Hong Kong Stock Exchange (previous stock code: 0985)) from December 2010 to July 2014. He then served consecutively as the vice president from March 2015 to December 2015, the company secretary from July 2015 to August 2018, the executive director and the chief financial officer from December 2015 to August 2018 of Theme International Holdings Limited (榮暉國際集團有限公司) (a company listed on Hong Kong Stock Exchange (stock code: 0990), the name of which has now been changed to Deep Source Holdings Limited (至源控股有限公司) since June 30, 2025). He then served as the chief financial officer and the company secretary of Jinchuan Group International Resources Co. Ltd (金川集團國際資源有限公司) (a company listed on Hong Kong Stock Exchange (stock code: 2362)) from August 2018 to June 2023. He concurrently served as an independent non-executive director of Good Resources Holdings Limited (a company previously listed on Hong Kong Stock Exchange (previous stock code: 0109)) from May 2017 to June 2022. He has served as the chief financial officer of Chifeng Jilong Gold Mining Co., Ltd. (赤峰吉隆黃金礦業股份有限公司) (a company listed on Shanghai Stock Exchange (stock code: 600988)) since July 2023 and an independent non-executive director of Deep Source Holdings Limited (至源控股有限公司) (a company listed on Hong Kong Stock Exchange (stock code: 990)) since December 6, 2024.

Mr. Wong obtained the degree of Bachelor of Economics and Finance from The University of Hong Kong in November 2001. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since July 2005, a member of CFA Institute since December 2008 and a member of The Australasian Institute of Mining and Metallurgy since May 2015.

Mr. Wong was an independent non-executive director of Good Resources Holdings Limited (天成國際集團控股有限公司, a company previously listed on the Stock Exchange (stock code: 109) (“Good Resources”)) from May 2017 to May 2022.

The Stock Exchange decided to cancel the listing of Good Resources with effect from May 4, 2022 as Good Resources failed to fulfill all the resumption guidance as requested by the Stock Exchange, including, among others, to investigate certain loan transactions, pledge contracts, purported subscription of wealth management products and other material unauthorized financial assistance (the “Relevant Matters”). On October 5, 2022, the Listing Committee of the Stock Exchange (the “Listing Committee”) issued a statement of disciplinary action (the “Statement”), in which the Listing Committee found that (i) Good Resources breached Rules 14.34, 14.38A and 14.40 of the Listing Rules, and (ii) Mr. Chen Chuanjin, the chairman and an executive director of Good Resources, breached his director’s duties under Rule 3.08 and his Director’s Undertaking to the Stock Exchange, and the Listing Committee therefore decided to censure Good Resources and impose a Director Unsuitability Statement against Mr. Chen Chuanjin.

The Stock Exchange confirmed in the Statement that the above sanctions apply only to Good Resources and Mr. Chen Chuanjin and not to other past or present directors of Good Resources, including Mr. Wong. According to a letter of no further action dated October 6, 2022 issued by the Stock Exchange to Mr. Wong, the Stock Exchange confirmed that having considered the circumstances and the materials presented in relation to the Relevant Matters, the Stock Exchange would not be taking further action against Mr. Wong. Based on the foregoing and as confirmed by Mr. Wong, he had no involvement in the Relevant Matters that led to the cancellation of listing of Good Resources.

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## Senior Management

For details of the biography of Mr. XIE Wenbo and Mr. QIU Huaizhi, see the above.

**Mr. LIU Peng (劉鵬)**, aged 46, was appointed as the chief financial officer of the Company and Subsidiary ZV on January 9, 2020.

Mr. Liu has 25 years of experience in the accounting and financial management in the mining industry. Prior to joining the Group, he had the following work experiences:

Name of organization	Principal business activity	Major position(s)	Period of service	Primary responsibilities
Jiangxi Copper	Same as above	Accountant at the financial department	July 2001 to May 2007	Responsible for the accounting of procurement of raw material, materials and spare parts in the exploration and extraction activities of copper mines of Jiangxi Copper
Jiangxi Copper	Same as above	Cost and expense manager of the corporate finance department	May 2007 to April 2014	Responsible for calculating and compiling the profit and cost, cost control and tax management and planning in the exploration and extraction activities of copper mines of Jiangxi Copper
Nesko Metal Sanayi Ve Ticaret Anonim Sirketi	Operation of overseas copper mines managed by Jiangxi Copper	Finance manager	April 2014 to March 2018	Responsible for the financial work in the exploration and extraction activities of the BERALB mine of Jiangxi Copper
Zhejiang Jiangtong Fuye Heding Copper Company Limited (浙江江銅富冶和鼎銅業有限公司)	The company is the second largest copper smelter of Jiangxi Copper with an annual output of 400,000 tonnes of copper cathode	Financial controller	March 2018 to November 2019	Responsible for the overall finance affairs of the company

Mr. Liu obtained a bachelor's degree in accounting from South-Central Minzu University (中南民族大學) in Hubei Province, the PRC in June 2001. He obtained the title of senior accountant (高級會計師) from the National Accounting Evaluation Center of Ministry of Finance of PRC (中華人民共和國財政部會計財務評價中心) in December 2018.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. ZHAO Yingfeng (趙迎鋒)**, aged 48, was appointed as the deputy general manager of Subsidiary ZV on January 9, 2020.

Mr. Zhao has 25 years of experience in the mining industry. Prior to joining the Group, he had the following work experiences:

Name of organization	Principal business activity	Major position(s)	Period of service	Primary responsibilities
Jiangxi Copper	Same as above	Principal engineer of processing plant and deputy director of Yongping Copper Mine (永平銅礦)	July 2000 to December 2019	Responsible for the overall management of the processing plant in relation to the extraction and processing of the copper mines of Yongping Copper Mine

Mr. Zhao obtained a bachelor's degree in processing engineering from South Metallurgy College (南方冶金學院) (a predecessor of Jiangxi University of Science and Technology (江西理工大學)) in Jiangxi Province, the PRC in June 2000, and a master's degree in mining engineering from Jiangxi University of Science and Technology in June 2013. He obtained the title of senior processing engineer (選礦高級工程師) from Jiangxi Province Human Resources and Social Security Department (江西省人力資源和社會保障廳) in November 2020. He was awarded the Second Prize of Science and Technology of China Nonferrous Metals Industry (中國有色金屬工業科學技術二等獎) by China Nonferrous Metals Industry Association (中國有色金屬工業協會) and the Nonferrous Metals Society of China (中國有色金屬學會) in January 2010, the Third Prize of Science and Technology Award of Beijing (北京市科學技術獎三等獎) by the People's Government of Beijing Municipality in December 2012, and the Second Prize of Science and Technology of China Nonferrous Metals Industry (中國有色金屬工業科學技術二等獎) by China Nonferrous Metals Industry Association and the Nonferrous Metals Society of China in December 2014.

**Mr. CHEN Bo (陳波)**, aged 46, was appointed as the deputy general manager of Subsidiary ZV on January 9, 2020.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Chen has 25 years of experience in the mining industry. Prior to joining the Group, he had the following work experiences:

Name of organization	Principal business activity	Major position(s)	Period of service	Primary responsibilities
Jiangxi Copper	Same as above	Section clerk of engineering department of Dexing Copper Mine	July 2000 to July 2003	Responsible for the construction management of building and installation works during the exploration activities of copper mines of Dexing Copper Mine
Jiangxi Copper	Same as above	Deputy director of engineering department of Fujiawu project of Dexing Copper Mine	July 2003 to December 2014	Responsible for construction management of building and installation works during the exploration activities of copper mines of Fujiawu mining zone
Jiangxi Copper	Same as above	Director of engineering management department of Dexing Copper Mine	December 2014 to December 2019	Responsible for the implementation and management of the maintenance and inspection project during the exploration and extraction activities of copper mines of Dexing Copper Mine

Mr. Chen obtained a bachelor's degree in architectural engineering from Central South University (中南大學) in Hunan Province, the PRC in July 2000. He obtained the title of senior engineer (高級工程師) from Jiangxi Province Human Resources and Social Security Department (江西省人力資源和社會保障廳) in November 2018. He was awarded the First Prize of Science and Technology Advancement Award of Guangdong Province (廣東省科學技術進步一等獎) by the People's Government of Guangdong Province in February 2020.

**Mr. ZHENG Wenyi (鄭文義)**, aged 55, was appointed as the administrative manager of Jiaxin Zhuhai in March 2024 and as supervisor of Jiaxin Zhuhai in September 2024. Mr. Zheng joined the Group in April 2016, and he served as a deputy general manager of the Company from April 2016 to December 2019 and a deputy director of Subsidiary ZV from January 2020 to March 2024.

Mr. Zheng has 32 years of experience in the project management of construction projects, investment management and legal affairs management. Prior to joining the Group, he served consecutively as a manager of the investment management department and a deputy general manager at Zhuhai Huayue Investment Company Limited (珠海市華粵投資有限公司) from September 1994 to April 2016.

Mr. Zheng obtained a bachelor's degree in administrative management from The Open University of China in Beijing, the PRC, in January 2025, and a college's degree in industrial and civil construction from Guangdong Architectural Engineering College (廣東省建築工程專科學校) (a predecessor of Guangdong University of Technology (廣東工業大學)) in Guangdong Province, the PRC in June 1990.

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. HU Lei (胡磊)**, aged 39, was appointed as the deputy general manager of Subsidiary ZV on 15 October 2025. Mr. Hu has over 10 years of experience in the mining industry. Prior to joining the Group, he has the following work experience:

Name of organization	Principal business activity	Major position(s)	Period of service	Primary responsibilities
CRCC Tongguan Investment Company Limited	Mine construction and management	Technical Supervisor	December 2015 to September 2025	Responsible for the construction and management of Phase I and Phase II of the Mirador Copper Mine in Ecuador, as well as the inspection and maintenance of infrastructure projects during mine operation

Mr. Hu obtained his Bachelor of Engineering degree in Civil Engineering from Shijiazhuang Tiedao University in Hebei Province, the PRC in July 2010. He was awarded the Class 1 Constructor qualification by the Ministry of Housing and Urban-Rural Development of the People's Republic of China in September 2017, and the Class 1 Cost Engineer qualification by the same ministry in December 2019. He obtained the title of Senior Engineer conferred by China Railway Construction Corporation Limited in December 2022.

### CHANGES IN DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

Save as disclosed above, there are no other changes in the directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules as at the date of this report.

# REPORT OF DIRECTORS

The Board is pleased to present its Directors' report and the audited consolidated financial statements of the Company for the Year.

## PRINCIPAL ACTIVITIES

The Company is a tungsten mining company focusing on the development of the Boguty tungsten mine based in Kazakhstan. The Boguty Project is located in Yenbekshikazakh District, Almaty Oblast, and can be accessed via national highway from both Almaty, Kazakhstan and the Khorgos crossing that connects Kazakhstan to China. In addition, a railway connecting Khorgos and Almaty is located approximately 20 km north of the Boguty Project, which is expected to enable smooth transportation of our products. The Group has ready and affordable access to water and electricity supply for the Boguty Project.

## BUSINESS REVIEW

The Group's business review and its future business development, an analysis of the Group's business using financial key performance indicators, and a description of the principal risks and uncertainties facing the Group are set out in the section headed "Management Discussion and Analysis" in this report.

## FINAL DIVIDEND

The Board has resolved not to recommend the distribution of final dividend for the Year.

As of 31 December 2025, there was no arrangement under which a Shareholder had waived or agreed to waive any dividends.

## DIVIDEND TAXATION

Both Kazakhstan tax resident investors and tax non-resident investors may be subject to Kazakhstan income tax for capital gains or dividends derived from our Shares, unless they are eligible for applicable tax exemptions. A summary of the tax exposure of the tax residents and non-residents of Kazakhstan is as follows.

### The Shares listed on both the Stock Exchange and the AIX

In the event that the Shares are listed on both the Stock Exchange and the AIX, tax residents and non-residents of Kazakhstan (whether individuals or legal entities) are entitled to the AIFC Exemption, which exempts them from capital gains tax and dividend income tax derived from the Shares. The AIFC Exemption applies so long as the Shares are included in the Official List of the AIX. In the context of dividend income tax, the Kazakhstan tax residents (individuals) are subject to a further requirement of a trading criteria, i.e. a trading volume of at least 25 million tenge per month (which is the equivalent of approximately HK\$432,000) and at least 50 transactions per month.

Further, in respect of capital gains derived from disposal of the Shares, the Open-trade Exemption applies to tax resident investors (individuals and legal entities) if the Shares are sold through open trade on the AIX. For tax non-residents (legal entities), the exemption extends to sales conducted on both the Kazakhstan and foreign stock exchanges (including the Stock Exchange); while tax non-residents (individuals) can only claim the exemption for sales conducted on the AIX.

## REPORT OF DIRECTORS

In the hypothetical situation where neither exemption applies to Shares listed on both the AIX and Stock Exchange, the tax residents (individuals and legal entities) and tax non residents (legal entities) would be subject to a tax rate ranging from 10% to 20% for capital gains derived from the disposal of Shares. However, for dividend income tax, both tax residents and tax non-residents (in each case, whether individuals or legal entities) would not be subject to any dividend income tax obligation, except for tax resident individuals who would be subject to 10% income tax.

**Investors should consult their professional tax advisors on their exposure to Kazakhstan tax for investing and dealing in the Shares. There is currently no effective and comprehensive mechanism for investors and the Company to assess, report and settle their dividend income tax and capital gain tax obligation if AIFC Exemption and Open-trade Exemption are not available. In the case of non-fulfillment of tax obligations, Kazakhstan tax authorities may impose tax and other administrative or criminal liabilities on Subsidiary ZV and their chief executive officers (directors) or other authorized personnel responsible for decisions/actions which led to non-fulfillment.**

### SHARE CAPITAL

In connection with the Listing, 109,808,800 Shares were issued and allotted at a price of HK\$10.92 per Share. Dealing in the Shares on the Stock Exchange commenced on 28 August 2025. On 28 August 2025, an additional of 16,471,200 Shares were issued and allotted at a price of HK\$10.92 per Share pursuant to the full exercise of the over-allotment option in relation to the Listing.

After deducting related underwriting fees and other expenses in connection with the Listing, the Company received an aggregate Net Proceeds of approximately HK\$1,261.3 million. The net price per Share was approximately HK\$10.92.

Details of the changes in share capital of the Company for the Year are set out in Note 19 to the consolidated financial statements.

### DEBENTURES

The Company did not issue any debentures during the Year.

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

As far as the Board and the management are aware, the Group has complied in all material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Company. For the Year, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

# REPORT OF DIRECTORS

## RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity and in the section headed “Consolidated Statement of Changes in Equity” in this annual report.

As of 31 December 2025, the Company had no reserve available for distribution to equity Shareholders.

## RIGHTS OF PRE-EMPTION

Under the laws of Hong Kong and the Articles of Association, Shareholders do not have statutory pre-emptive rights over further issues of Shares by the Company.

## TAX RELIEF AND EXEMPTION TO HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Company’s securities.

## BOARD OF DIRECTORS

The Directors during the Year and up to the date of this report are set out below:

### Executive Directors

Mr. Liu Liqiang (*Chairman*)

Mr. Xie Wenbo (*appointed on 31 December 2025*)

Mr. Qiu Huaizhi

Mr. Wang Zhongwei (*re-designated as non-executive Director on 31 December 2025*)

### Non-executive Directors

Mr. Wang Zhongwei (*re-designated on 31 December 2025*)

Ms. Chen Keqin (*appointed on 23 September 2025*)

Mr. Gong Yunfan (*appointed on 31 December 2025*)

Ms. Lian Jie (*resigned on 23 September 2025*)

Mr. Zha Keping (*resigned on 31 December 2025*)

### Independent non-executive Directors

Mr. Zhu Guoshan

Mr. Wang Jianfeng

Mr. Wong Hok Bun Mario

# REPORT OF DIRECTORS

## SERVICE CONTRACTS AND APPOINTMENT LETTERS OF DIRECTORS

Each of the Directors entered into a service contract or an appointment letter with the Company for a term of three years. The service contracts or an appointment letter may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations from time to time.

None of the Directors has or is proposed to have a service contract or an appointment letter with any member of the Company other than contracts expiring or terminable by the relevant employer within one year without the payment of compensation (other than statutory compensation).

## MATERIAL INTERESTS OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Except the connected transactions with Jiangxi Copper and CCECC that the company has already announced, during the Year, no Director or any entity connected with the Directors was materially interested in, either directly or indirectly, any transactions, arrangements or contracts of significance relating to the business of the Company to which the Company or any of its subsidiaries is a party.

## INTERESTS OF DIRECTORS IN COMPETING BUSINESS

During the Year, no Directors or any of their respective associates (as defined in the Listing Rules) had any interest in a business which competes or is likely to compete with the Company's business as required to be disclosed under Rule 8.10 of the Listing Rules.

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

As of 31 December 2025, the following Directors or chief executive of the Company had interest or short position in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

Name of Director	Name of associated corporation	Nature of interest	Number of Shares	Approximate percentage of interest in the relevant shares (as appropriate)
Mr. Liu Liqiang	Aral-Kegen LLP	Beneficial owner	15	0.1%

Save as disclosed, as of 31 December 2025, none of the Directors or chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities) as recorded in the register required to be kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

# REPORT OF DIRECTORS

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

So far as known to the Directors as of 31 December 2025, the following persons other than the Directors and chief executive of the Company had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of Shareholder	Nature of interest	Shares held <sup>(1)</sup>	
		Number	Percentage
Mr. Liu Zijia (劉子嘉) <sup>(2)</sup>	Interest in controlled corporation	142,800,000	31.34%
Ever Trillion <sup>(2)</sup>	Beneficial owner	142,800,000	31.34%
Jiangxi State-owned Capital Operation Holding Group Co., Ltd. (江西省國有資本運營控股集團有限公司) <sup>(3)</sup>	Interest in controlled corporation	137,200,000	30.11%
Jiangxi Copper Corporation Limited (江西銅業集團有限公司) <sup>(3)</sup>	Interest in controlled corporation	137,200,000	30.11%
Jiangxi Copper <sup>(3)</sup>	Interest in controlled corporation	137,200,000	30.11%
Jiangxi Copper HK <sup>(3)</sup>	Beneficial owner	137,200,000	30.11%
China Railway Construction Corporation (中國鐵道建築集團有限公司) <sup>(4)</sup>	Interest in controlled corporation	49,420,000	10.84%
CRCC <sup>(4)</sup>	Interest in controlled corporation	49,420,000	10.84%
CRCCII <sup>(4)</sup>	Beneficial owner	32,956,000	7.23%
Goldblink Resources Limited	Other <sup>(5)</sup>	43,876,000	9.99%
Lvy Group Holdings Limited	Other <sup>(5)</sup>	43,876,000	9.99%
Lyu Wenyang	Other <sup>(5)</sup>	43,876,000	9.99%
Central Huijin Investment Ltd.	Interest in controlled corporation	27,472,400	6.25%
China Cinda (HK) Asset Management Co., Limited	Interest in controlled corporation	27,472,400	6.25%
China Cinda (HK) Holdings Company Limited	Interest in controlled corporation	27,472,400	6.25%
China Cinda Asset Management Co., Ltd.	Interest in controlled corporation	27,472,400	6.25%

(1) All the interests stated are long positions.

(2) As of 31 December 2025, Ever Trillion directly held 31.34% of our Shares. Ever Trillion is wholly owned by Mr. Liu Zijia (劉子嘉). Therefore, Mr. Liu Zijia is deemed to be interested in the Shares held by Ever Trillion. The Shares of our Company held by Ever Trillion are subject to a share pledge pursuant to a deed of share charge dated September 11, 2020 given by Ever Trillion, as the chargor, in favor of Jiangxi Copper Corporation Limited (江西銅業集團有限公司), as the chargee. Such share pledge was provided as a counter guarantee for the obligations under the guarantee given by Jiangxi Copper Corporation Limited (the “**Jiangxi Copper Guarantee**”) for our Company’s loan facilities. As at the Latest Practicable Date, the Jiangxi Copper Guarantee and the counter guarantees provided by Ever Trillion, CRCCII and CCECC HK were released.

(3) As of 31 December 2025, Jiangxi Copper HK directly held 30.11% of our Shares. Jiangxi Copper HK is a wholly-owned subsidiary of Jiangxi Copper, which was in turn owned as to approximately 45.72% and controlled by Jiangxi Copper Corporation Limited as of September 30, 2024. Jiangxi Copper Corporation Limited is a subsidiary of Jiangxi State-owned Capital Operation Holding Group Co., Ltd. (江西省國有資本運營控股集團有限公司). Jiangxi State-owned Capital Operation Holding Group Co., Ltd. is controlled by State-owned Assets Supervision and Administration Commission of Jiangxi Province (江西省國有資產監督管理委員會). Therefore, each of Jiangxi Copper, Jiangxi Copper Corporation Limited, and Jiangxi State-owned Capital Operation Holding Group Co., Ltd. is deemed to be interested in the Shares held by Jiangxi Copper HK.

## REPORT OF DIRECTORS

- (4) As of 31 December 2025, CRCCII directly held 7.23% of our Shares. CRCCII is a wholly-owned subsidiary of CRCC, which is in turn ultimately controlled by the State-owned Assets Supervision and Administration Commission of the State Council through China Railway Construction Corporation (中國鐵道建築集團有限公司). Further, CCECC HK, a wholly-owned subsidiary of CRCC, directly held 3.61% of our Shares as of 31 December 2025. Therefore, each of CRCC and China Railway Construction Corporation is deemed to be interested in the Shares held by CRCCII and CCECC HK.
- (5) Based on the disclosure of interest form filed, Goldblink Resources Limited is a holder of call option granted by Ever Trillion to request Ever Trillion to transfer 43,876,000 Shares to Goldblink Resources Limited, exercisable at Goldblink Resources Limited's sole discretion. Goldblink Resources Limited served notice on Ever Trillion to exercise the call option on 29 August 2025.

Save as disclosed above, as of 31 December 2025, the Directors were not aware of any other person (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

### CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, during the year ended 31 December 2025, no other contract of significance was entered into between the Company or any of its subsidiaries and the controlling shareholders or any of their subsidiaries, and there was no other contract of significance in relation to the provision of services by the controlling shareholders or any of their subsidiaries to the Group.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

### PERMITTED INDEMNITY PROVISION

The Company has maintained liability insurance for the Directors and senior management to protect them from any legal liability to any third party arising from corporate activities. The permitted indemnity provision was in force during the Year and remained in force as of the date of this report.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

### EQUITY-LINKED AGREEMENTS

No equity-linked agreements that will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Group, or existed during the Year.

### CHARITABLE DONATIONS

During the Year, the Group made charitable donations amounted to approximately HK\$3,000,000.

## MAJOR CUSTOMERS AND SUPPLIERS

Revenue of the Group for the Year was derived from transactions with one single customer.

Purchases attributable to the Group's five largest suppliers and the largest supplier accounted for 82.6% and 47.1%, respectively, of the Group's total purchases for the Year.

Save as disclosed, none of the Directors or any of their close associates (as defined in the Listing Rules) or any Shareholders (whom, to the best knowledge and belief of the Directors, own more than 5% of the Company's total issued share capital) had any beneficial interest in the Group's five largest suppliers and customer for the Year.

## CONTINUING CONNECTED TRANSACTIONS

The Group has entered into certain transactions in the ordinary and normal course of business with connected persons of the Company, and the transactions disclosed in this section constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules upon Listing.

### Construction Services and Equipment Procurement Framework Agreement

On 18 August 2025, the Group had entered into a construction services and related equipment procurement framework agreement with CCECC (the "**Construction Services and Equipment Procurement Framework Agreement**"), pursuant to which (i) CCECC has agreed to provide the facilities and equipment installed during the construction and infrastructure mining, including the facilities and equipment for the mining processing system, mining waste system, ancillary and public system, the general layout and transportation system (the "**Related Equipment**") and the relevant installation, transportation, acceptance inspection and warranty services in the construction and mining of the Boguty Project; and (ii) the Group will procure (a) construction and infrastructure mining services, including the construction of mining processing system, mining waste system, ancillary and public system, the general layout and transportation system, and (b) stripping and mining work in the open pit mining from CCECC and its subsidiaries according to our needs in the construction and mining of the Boguty Project.

The Construction Services and Equipment Procurement Framework Agreement will have a term commencing from the Listing Date and ending on 31 December 2026, subject to renewal by mutual consent and negotiation between the parties. Both parties (and/or their subsidiaries) have separately entered and will enter into specific agreements which set out the specific terms and conditions, including the purchase price, payment method, the expected completion time and scope and period of warranty in respect of the relevant transaction in accordance with the principles set out in the Construction Services and Equipment Procurement Framework Agreement.

CCECC is a substantial shareholder of the Company and therefore a connected person of the Company under the Listing Rules.

## REPORT OF DIRECTORS

The maximum annual transaction amounts under the Construction Services and Equipment Procurement Framework Agreement for each of the two years ending 31 December 2026 shall not exceed:

- (i) in respect of procurement of equipment: HK\$23.0 million and nil, respectively.
- (ii) in respect of construction services: HK\$266.0 million and HK\$100 million, respectively.

The actual transactions conducted under the Construction Services and Equipment Procurement Framework Agreement for the year ended 31 December 2025 amounted to:

- (i) in respect of procurement of equipment: Nil; and
- (ii) in respect of construction services: HK\$184.5 million

### Production Materials Procurement Framework Agreements

On 18 August 2025, the Group had entered into two production materials procurement framework agreements (the “**Production Materials Procurement Framework Agreements**”) with Jiangxi Copper Dexing Foundry and Jiangxi Copper Yanshan, respectively:

- (i) Jiaxin Zhuhai agreed to purchase and Jiangxi Copper Dexing Foundry agreed to supply processing and production materials as our production and operation may require from time to time, including but not limited to steel balls, mill liner, etc.; and
- (ii) Jiaxin Zhuhai agreed to purchase and Jiangxi Copper Yanshan agreed to supply chemicals for the extraction and processing of tungsten as we may require from time to time, including but not limited to collector for scheelite, sodium carbonate, etc.

Each of the Production Materials Procurement Framework Agreements has a term commencing from the date of agreement and ending on 31 December 2027. The parties will enter into separate underlying agreements which will set out the specific terms and conditions for the procurement of production materials under the Production Materials Procurement Framework Agreements.

Jiangxi Copper Dexing Foundry and Jiangxi Copper Yanshan are subsidiaries of Jiangxi Copper who is a controlling shareholder of the Company and therefore connected persons of the Company under the Listing Rules.

The maximum annual transaction amounts under the Production Materials Procurement Framework Agreements for each of the three years ending 31 December 2027 shall not exceed:

- (i) in respect of Jiangxi Copper Dexing Foundry: HK\$31.0 million, HK\$31.0 million and HK\$31.0 million, respectively;
- (ii) in respect of Jiangxi Copper Yanshan: HK\$56.0 million, HK\$56.0 million and HK\$56.0 million, respectively.

# REPORT OF DIRECTORS

The actual transactions conducted under the Production Materials Procurement Framework Agreements for the year ended 31 December 2025 amounted to:

- (i) in respect of Jiangxi Copper Dexing Foundry: HK\$16.5 million;
- (ii) in respect of Jiangxi Copper Yanshan: HK\$54.2 million.

## Mining Services Procurement Agreement

On 17 October 2024, the Group had entered into a mining services procurement agreement with CCECC Kazakhstan Branch (the “**Mining Services Procurement Agreement**”) through open tender, pursuant to which Subsidiary ZV will procure stripping and mining work in the open pit mining from CCECC Kazakhstan Branch according to our needs in the production phase of the Boguty Project.

The Mining Services Procurement Agreement has a term commencing from the date of agreement and ending on the 447th date after the date of agreement, that is, 7 January 2026.

CCECC Kazakhstan Branch is a subsidiary of CCECC who is a substantial shareholder of the Company and therefore connected persons of the Company under the Listing Rules.

The maximum annual transaction amounts under the Mining Services Procurement Agreement for each of the two years ending 31 December 2026 shall not exceed HK\$126.0 million and nil, respectively.

The actual transactions conducted under the Mining Services Procurement Agreement for the year ended 31 December 2025 amounted to HK\$124.6 million.

## Scheelite Sales Agreement

On 2 April 2025, Subsidiary ZV have entered into a restated scheelite sales agreement with Jiangxi Copper Hong Kong Company Limited (the “**Scheelite Sales Agreement**”) (which was further amended by a supplemental agreement dated July 31, 2025 between the relevant parties), pursuant to which Subsidiary ZV will supply certain amount of scheelite concentrate to Jiangxi Copper Hong Kong Company Limited.

The Scheelite Sales Agreement has a term commencing from the date of agreement and ending on completion of the sales transactions contemplated thereunder, which is expected to be June 2025.

Jiangxi Copper Hong Kong Company Limited is a subsidiary of Jiangxi Copper who is a controlling shareholder of the Company and therefore connected persons of the Company under the Listing Rules.

No transaction amount is expected to be incurred under the Scheelite Sales Agreement for the year ended 31 December 2025. The proposed annual cap for the supply of scheelite concentrate under the Scheelite Sales Agreement for the year ending 31 December 2026 is RMB250 million.

During the Year, no transaction was conducted under the Scheelite Sales Agreement.

# REPORT OF DIRECTORS

## Continuing connected transactions reviewed by independent non-executive Directors

According to Rule 14A.55 of the Listing Rules, all independent non-executive Directors have reviewed the continuing connected transactions and confirmed that they are:

- (1) entered into in the ordinary and usual business of the Group;
- (2) conducted on normal commercial terms or better; and
- (3) conducted in accordance with the respective terms that are fair and reasonable and in the interests of the Shareholders as a whole.

## Confirmation from the auditor

Pursuant to Rule 14A.56 of the Listing Rules, the Company's auditor, PricewaterhouseCoopers, was engaged by the Board to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised), "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

Based on the work performed, the auditor of the Company confirmed to the Board that nothing has come to the attention of the auditor that causes the auditor to believe that the above continuing connected transactions:

- (1) have not been approved by the Company's board of directors;
- (2) for transactions involving the provision of goods or services by the Group, were not, in all material respects, in accordance with the pricing policies of the Group for transactions involving the provision of goods or services by the Group;
- (3) were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- (4) have exceeded the annual cap as set by the Company.

## RELATED PARTY TRANSACTIONS

Details of the related party transactions conducted by the Group during the year ended 31 December 2025 are set out in Note 28 to the consolidated financial statements. Save as disclosed above, the related party transactions set out in the note as mentioned above do not fall within the definition of "connected transaction" or "continuing connected transaction" under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules in respect of the above continuing connected transactions.

# REPORT OF DIRECTORS

## MATERIAL LITIGATION

During the year ended 31 December 2025, the Group was not engaged in any material litigation or arbitration which could have a material effect on its financial condition or results of operations. So far as the Directors are aware, no such litigation or arbitration of material importance is pending or threatened against the Group.

## AUDITORS

There has been no change in the auditor of the Company since the Listing Date. The consolidated financial statements for the year ended 31 December 2025 have been audited by PricewaterhouseCoopers, Certified Public Accountants, Public Interest Entity Auditor, which will be subject to nomination for reappointment at the AGM.

## PUBLIC FLOAT

Based on the information that is publicly available and to the knowledge of the Directors, during the Year and up to the date of this report, the Company maintained sufficient public float in compliance with the Listing Rules.

## RELATIONSHIP WITH STAKEHOLDERS

### Customers

The Group's sales of scheelite concentrate commenced in April 2025 following the start of phase I commercial production at the Boguty Project. As disclosed in the Prospectus, during the financial year the Group sold its products primarily to a limited number of downstream tungsten concentrate smelting enterprises in the PRC under long-term commercial arrangements. The Group maintains an ongoing and constructive working relationship with its customers by ensuring product specifications meet the contractual technical requirements and by maintaining regular communication on operational and logistical matters.

Given the industrial nature of the Group's products and the technical requirements of downstream smelters, the Group's customer engagement focuses on maintaining stable supply, timely delivery, and consistent concentrate quality. The Group endeavours to strengthen cooperation with existing offtake partners and, as production ramps up, actively seeks to broaden its customer base within the PRC and other markets where tungsten smelting capacity is well-established. The Directors consider that the Group maintained good relationships with its customers during the reporting period and that such relationships are important to the Group's continued business development.

# REPORT OF DIRECTORS

## Suppliers

The Group primarily focused on preparing the Boguty Project for commercial production and its suppliers mainly included suppliers for construction, engineering and transportation services, while after commencing production, its suppliers mainly included suppliers for water glass, sodium carbonate and collector. The Group considers several factors in the evaluation and selection process of its suppliers and contractors, such as their background, reputation, industry experience, the enforcement status of their anti-commercial bribery policies and the quality and prices of their goods or services. The Group typically selects its suppliers by open tenders in accordance with the relevant Kazakhstan laws and regulations and the SSU Code. In particular, the public tender procedure only applies to suppliers and contractors who are to be engaged for works and services within the scope of the SSU Contract (e.g., it does not cover the construction works for the processing plant). For each open tender, the Group usually publishes an announcement on the tender together with a list of goods, work or services the Group needs and technical requirements for the potential suppliers and enter into an agreement with the supplier with the winning proposal. All of the Group's suppliers and contractors shall be engaged through the public tender process as required under relevant Kazakhstan laws and regulations and the SSU Code where such requirements were applicable.

## Employees

The Group recognises its employees as an essential foundation for the successful development and operation of the Boguty Project. As the Group's mining and processing activities ramped up following the commencement of commercial production, additional technical, operational and administrative personnel were recruited in Kazakhstan in line with project needs. Recruitment is carried out based on professional competence, relevant mining and processing experience, and adherence to the Group's operational and safety requirements.

The Group provides competitive remuneration packages appropriate to local market conditions and complies with applicable labour, social security and employment regulations in Kazakhstan. Employees are also provided with technical training covering mining operations, processing plant procedures, occupational health and safety, and environmental compliance, with the objective of ensuring safe and efficient operations.

The Group maintains a workplace culture emphasising safety, integrity, professionalism and equal opportunity. The Group is committed to safeguarding employee wellbeing and fostering an inclusive and respectful working environment. During the year ended 31 December 2025, the Group maintained stable and constructive relationships with its employees. The Directors confirm that the Group did not experience any major labour disputes, strikes or operational disruptions attributable to labour issues during the period.

## PENSION SCHEME

The Group participates in defined contribution retirement schemes in the jurisdictions where it operates. For employees in Hong Kong, the Group provides retirement benefits under the Mandatory Provident Fund (“MPF”) Scheme in accordance with applicable laws. Both the Group and the employees contribute 5% of the relevant monthly income to the MPF Scheme, subject to the statutory cap of HK\$1,500 per month, with any additional voluntary contributions being allowed but not mandatory. The MPF Scheme is administered by an independent trustee and the scheme assets are held separately from those of the Group.

In Kazakhstan, the Group complies with local legal requirements by withholding mandatory pension contributions from employees’ salaries and remitting such amounts to the Unified Accumulative Pension Fund. Pension payments to retired employees are administered by the Unified Accumulative Pension Fund in accordance with Kazakhstan pension regulations, and the Group has no further obligations beyond the required statutory contributions.

For its employees in the PRC, the Group contributes to state-sponsored retirement benefit schemes in accordance with PRC rules and regulations. Contributions are made by both the Group and the employees at prescribed percentages of relevant income (including wages, salaries, allowances and bonuses), subject to applicable caps. These government-managed schemes assume the full obligation for post-retirement benefit payments, and the Group’s obligations are limited to its statutory contributions during the employees’ period of service.

The Group has complied with all statutory contribution requirements in the relevant jurisdictions during the year.

As of 31 December 2025, no forfeited contributions were available to reduce the existing level of contributions payable by the Group.

By order of the Board

**Jiaxin International Resources Investment Limited**

佳鑫國際資源投資有限公司

**Mr. Liu Liqiang**

*Chairman of the Board and Executive Director*

Hong Kong, 25 March 2026

\* For identification purposes only

# CORPORATE GOVERNANCE REPORT

The Board hereby presents this Corporate Governance Report for the Year.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules as the guidelines for the Directors' dealings in the securities of the Company since the Listing. Specific enquiry has been made to all the Directors and they have confirmed that they have complied with the Model Code since the Listing up to 31 December 2025.

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Group is committed to implementing high standards of corporate governance, and the Directors recognise the importance of sound corporate governance in safeguarding shareholders' interests. Since the Listing and up to 31 December 2025, the Company has applied the principles of good corporate governance and complied with all code provisions of the Corporate Governance Code.

## BOARD OF DIRECTORS

### Board Composition

As at the date of this report, the Board comprises 9 Directors, comprising three executive Directors, three non-executive Directors, and three independent non-executive Directors. The composition of the Board is set forth below:

#### Executive Directors

Mr. Liu Liqiang (*Chairman*)

Mr. Xie Wenbo (*Chief Executive Officer*)

Mr. Qiu Huaizhi

#### Non-executive Directors

Mr. Wang Zhongwei

Ms. Chen Keqin

Mr. Gong Yunfan

#### Independent Non-executive Directors

Mr. Zhu Guoshan

Mr. Wang Jianfeng

Mr. Wong Hok Bun Mario

Personal particulars of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" in this annual report. Mr. Liu Liqiang, Chairman of the Board and Executive Director, and Mr. Qiu Huaizhi, Executive Director, are related as maternal uncle and nephew.

The list of directors of the subsidiaries of the Company during the Year and up to the date of this report is kept at the Company's registered office and available for inspection by the Company's shareholders during office hours.

## The Role of the Board and the Management

The Board steers the Group's strategic priorities and provides independent oversight of management. It considers and approves significant investment and financing activities, oversees the Group's risk and compliance systems, and is responsible for the appointment and succession of senior leaders. With support from its committees, the Board monitors management performance and maintains a governance structure that protects the interests of Shareholders.

# CORPORATE GOVERNANCE REPORT

Management is responsible for the execution of the Group's strategies and the conduct of its business operations. It implements the plans, policies, and resolutions approved by the Board; oversees the Group's day-to-day operations; manages resources and organisational performance; and establishes and maintains the Group's internal management, operational, and control systems. Management also ensures the effective and efficient operation of the business and provides the Board with timely reporting to facilitate proper oversight and informed decision-making.

## Independent Non-executive Directors

The independent non-executive Directors play a vital role in the Board's governance structure by providing objective, impartial, and independent judgment. Their independent status enables them to offer unbiased oversight, challenge management where appropriate, and contribute professional expertise to the Board's deliberations. Through their diverse experience and perspectives, the independent non-executive Directors enhance the quality of decision-making, support effective governance practices, and help ensure that the Group's development remains balanced and sustainable.

Since the Listing and up to 31 December 2025, the Board has complied with the requirements of Rule 3.10A of the Listing Rules (which specified that an issuer must appoint independent non-executive directors representing at least one-third of the board), and the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules (which specify that every board of directors shall include at least three independent non-executive directors, and at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise).

The Company has received annual confirmation from each independent non-executive Director of his/her independence. The Company confirms it considers all the independent non-executive Directors to be independent with reference to the factors set out in Rule 3.13 of the Listing Rules.

The Board has established governance arrangements designed to ensure that independent perspectives are fully taken into account in its decision-making processes. Directors are provided with the necessary information and resources to discharge their duties effectively and may, where appropriate, seek independent professional advice at the Company's expense. The Board also maintains a strong element of independence through the active involvement of the independent non-executive Directors, who serve on key Board committees and contribute objective judgement and oversight.

All Directors are afforded equal opportunities to express their views and have unfettered access to the Group's senior management to facilitate comprehensive and well-informed Board discussions. Where a Director is interested in a matter to be considered by the Board, the matter will be dealt with at a physical Board meeting rather than by written resolutions. The Director concerned must declare his or her interest, abstain from voting, and will not be counted towards the quorum. Independent non-executive Directors who, and whose associates, have no interest in the matter will participate in the deliberations to ensure that the Board's decisions are made in an independent and objective manner.

The Board has reviewed and considered that the mechanisms are effective in ensuring that independent views and input are provided to the Board since the Listing and up to 31 December 2025.

## Term of Appointment of Directors

Code provision B.2.2 of the Corporate Governance Code provides that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. In accordance with the Articles of Association, each Director is appointed for a term of three years and is eligible for re-election upon the expiry of his or her term.

# CORPORATE GOVERNANCE REPORT

## Directors' Training and Professional Development

The Directors are expected to participate in appropriate continuing professional development to enhance and maintain the knowledge and skills necessary for the effective performance of their duties. The Company arranges and finances comprehensive and structured induction programmes for newly appointed Directors, tailored to their individual needs and responsibilities, and provides suitable ongoing professional development opportunities for all Directors to ensure they remain well-informed of their obligations and of developments relevant to the Group and its governance framework.

Mr. Liu Liqiang, Mr. Qiu Huaizhi, Mr. Wang Zhongwei, Mr. Zhu Guoshan, Mr. Wang Jianfeng and Mr. Wong Hok Bun Mario, confirmed that he (i) has obtained the legal advice pursuant to Rule 3.09D of the Listing Rules on 28 August 2025 and (ii) is aware of his/her responsibilities as a director of a listed issuer under the Listing Rules.

Mr. Xie Wenbo and Mr. Gong Yunfan confirmed that he (i) has obtained the legal advice pursuant to Rule 3.09D of the Listing Rules on 31 December 2025 and (ii) is aware of his/her responsibilities as a director of a listed issuer under the Listing Rules.

Ms. Chen Keqin confirmed that she (i) has obtained the legal advice pursuant to Rule 3.09D of the Listing Rules on 23 September 2025 and (ii) is aware of her responsibilities as a director of a listed issuer under the Listing Rules.

Since the Listing and up to 31 December 2025, all the Directors have participated in continuous professional development to develop and refresh their knowledge and skills. Training received by Directors during the year ended 31 December 2025 are as follows:

Directors	Types of training <sup>(Note)</sup>
Mr. Liu Liqiang ( <i>Chairman</i> )	A, B
Mr. Xie Wenbo	A, B
Mr. Qiu Huaizhi	A, B
Mr. Wang Zhongwei	A, B
Ms. Chen Keqin	A, B
Mr. Gong Yunfan	A, B
Mr. Zhu Guoshan	A, B
Mr. Wang Jianfeng	A, B
Mr. Wong Hok Bun Mario	A, B

Notes: *Types of training*

A: *Attending training sessions, including but not limited to, briefings, seminars and conferences.*

B: *Reading relevant news alerts, newspapers, journals, magazines and relevant publications.*

# CORPORATE GOVERNANCE REPORT

## BOARD COMMITTEES

### The Audit Committee

As at the date of this report, the Audit Committee comprises three Directors, namely Mr. Wong Hok Bun Mario, Mr. Wang Jianfeng and Mr. Wang Zhongwei. All members of the Audit Committee are non-executive and independent non-executive Directors. Mr. Wong Hok Bun Mario, an independent non-executive Director, is the chairman of the Audit Committee. Mr. Wong Hok Bun Mario has appropriate accounting or related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The primary duties of the Audit Committee are to review and monitor our financial reporting, risk management and internal control systems, and to nominate and assist the Board to fulfill its responsibility over the audit.

The Audit Committee also oversees the external audit process. It is responsible for recommending to the Board the appointment, re-appointment and removal of the external auditor, and for approving the auditor's remuneration and terms of engagement. The Committee reviews and assesses the independence and objectivity of the external auditor, evaluates the effectiveness of the audit process, and discusses with the auditor the planned scope, approach, methodology and reporting requirements of the audit before commencement. It formulates and implements policies governing the provision of non-audit services by the external auditor to safeguard audit independence.

In performing its oversight role, the Audit Committee monitors the authenticity, accuracy and completeness of the Company's financial disclosures and reviews the annual report and accounts, interim report and any quarterly reports, including any significant opinions or judgements contained therein. It examines the Company's financial reporting, internal control and risk management systems, and discusses these systems with management to ensure that management has discharged its responsibilities to maintain effective controls. The Audit Committee also facilitates communication between the internal audit function and the external auditor, serves as the key channel of interaction with the external auditor on audit-related matters, and undertakes any other responsibilities delegated to it by the Board.

During the year ended 31 December 2025, the Audit Committee held 2 meetings to review the Interim Report of the Group, and discussed matters with respect to the accounting policies and practices adopted by the Company, and the internal control and risk management systems and the internal audit function.

### The Nomination Committee

As at the date of this report, the Nomination Committee comprises three Directors, namely Mr. Zhu Guoshan, Mr. Wong Hok Bun Mario and Ms. Chen Keqin. All members of the Nomination Committee are non-executive Director and independent non-executive Directors. Mr. Zhu Guoshan, an independent non-executive Director, is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of Directors of the Company.

In addition, the Nomination Committee is responsible for reviewing the structure, size and composition of the Board, including the balance of skills, knowledge, experience and perspectives, at least annually and recommending any changes to support the Company's corporate strategy. It identifies and assesses suitably qualified candidates for directorship, makes recommendations to the Board on the selection, appointment and re-appointment of Directors, and oversees succession planning for Directors, in particular the chairman and the chief executive. The Nomination Committee evaluates the independence of independent non-executive Directors, reviews the Board Diversity Policy and the measurable objectives adopted for its implementation, and monitors

# CORPORATE GOVERNANCE REPORT

progress against those objectives. Where an individual is proposed for election as an independent non-executive Director, the Nomination Committee considers and reports on the factors required to be disclosed under the Listing Rules, including the selection process, reasons for nomination, the candidate's independence, expected time commitment, and the skills, perspectives and diversity contributions the individual would bring to the Board. The Nomination Committee also reports to the Board on its work, ensures appropriate disclosure of its activities in the annual report, and is authorised to seek independent professional advice and access sufficient resources to discharge its responsibilities.

During the year ended 31 December 2025, the Nomination Committee held 2 meetings to review the structure and composition of the Board and the Board committees, make recommendations to Board on the appointment and removal of Directors of the Company, and diversity of the Board members.

## The Remuneration Committee

As at the date of this report, the Remuneration Committee comprises three Directors, namely Mr. Wang Jianfeng, Mr. Liu Liqiang and Mr. Zhu Guoshan. Apart from Mr. Liu Liqiang who is an executive Director, all other members of the Remuneration Committee are independent non-executive Directors. Mr. Wang Jianfeng, an independent non-executive Director, is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee are to evaluate the performance and make recommendations to the Board on the remuneration package of the Directors and senior management.

In addition, the Remuneration Committee is responsible for advising the Board on the Company's overall remuneration policy and structure and for establishing a formal and transparent framework for developing remuneration proposals. It reviews and approves management's remuneration arrangements with reference to the Board's corporate objectives, and makes recommendations to the Board on the individual remuneration packages of executive Directors and senior management, including salary, benefits in kind, pension entitlements and compensation payable for loss or termination of office. The Remuneration Committee also makes recommendations on the remuneration of non-executive Directors, considers market practices and employment conditions within the Group, and reviews and approves termination-related compensation to ensure consistency with contractual terms and fairness. It oversees compensation arrangements relating to dismissal or removal of Directors for misconduct, ensures that no Director or his or her associates participate in determining their own remuneration, and reviews and/or approves matters relating to share schemes under Chapter 17 of the Listing Rules. The Remuneration Committee reports to the Board after each meeting and is authorised to obtain information and resources from management, seek independent professional advice at the Company's expense, and access sufficient support to discharge its duties effectively.

During the year ended 31 December 2025, the Remuneration Committee held 2 meetings to review and make recommendations to the Board on the individual remuneration packages of executive Directors and independent Directors.

## ESG Committee

As at the date of this report, the ESG Committee comprises an executive Director and two non-executive Directors, namely Mr. Xie Wenbo, Mr. Gong Yunfan and Ms. Chen Keqin. Mr. Xie Wenbo, an executive Director, is the chairman of the ESG Committee.

The primary duties of the ESG Committee are to assess the Company's environmental, social and governance responsibilities and risks and opportunities, and to formulate the Company's environmental, social and governance vision, objectives and strategies.

# CORPORATE GOVERNANCE REPORT

In addition, the ESG Committee oversees the development and implementation of the Company's ESG framework and monitors the effectiveness of policies and practices relating to sustainability, climate-related issues, business ethics, stakeholder engagement and community investment. It reviews the Company's ESG priorities, identifies material ESG risks and opportunities, and evaluates management's plans and performance in addressing such matters. The ESG Committee also provides guidance on the Company's ESG targets, oversees progress toward achieving these targets, and ensures that adequate systems, controls and resources are in place to support ESG management across the Group. It reviews and approves the annual ESG report and related disclosures to ensure consistency with applicable laws, regulations and reporting standards, and reports to the Board on ESG matters to support informed oversight and long-term sustainable development of the Group.

## GENERAL MEETINGS, BOARD OF DIRECTORS AND THE BOARD COMMITTEES' MEETINGS

During the period from the Listing Date and up to 31 December 2025, the Board held 5 meetings. The following table sets out the attendance of each Director at the meetings of the Board, Board committees and general meetings during the said period:

Name of Director	Board	Number of meetings attended/Number of meetings held			
		Audit Committee	Nomination Committee	Remuneration Committee	General meetings <sup>(Note)</sup>
Mr. Liu Liqiang ( <i>Chairman</i> )	5/5	–	1/1	2/2	–
Mr. Xie Wenbo	–	–	–	–	–
Mr. Qiu Huaizhi	5/5	–	–	–	–
Mr. Wang Zhongwei	5/5	–	–	–	–
Ms. Chen Keqin	2/2	–	1/1	–	–
Mr. Gong Yunfan	–	–	–	–	–
Mr. Zhu Guoshan	5/5	–	2/2	2/2	–
Mr. Wang Jianfeng	5/5	2/2	–	2/2	–
Mr. Wong Hok Bun Mario	5/5	2/2	2/2	–	–
Mr. Zha Keping ( <i>resigned on 31 December 2025</i> )	4/4	2/2	–	–	–
Ms. Lian Jie ( <i>resigned on 23 September 2025</i> )	2/2	–	–	–	–

*Note:* As the Company was listed on 28 August 2025, during the period from the Listing Date up to 31 December 2025, the Company did not hold any general meetings.

## NOMINATION POLICY

The Nomination Committee is a specialised committee under the Board responsible for identifying and selecting candidates for appointment as Directors (including independent non-executive Directors) and senior management, setting the relevant selection criteria and procedures, and making recommendations to the Board. It reviews such criteria and procedures in accordance with applicable laws, administrative regulations, the Listing Rules, the Corporate Governance Code and the Articles of Association, taking into account the Company's circumstances.

In assessing potential candidates, the Nomination Committee considers a range of factors, including cultural, educational and professional background; skills, knowledge and experience relevant to the Company's strategy; independence for independent non-executive Directors; the diversity and perspectives – including gender diversity – that the candidate would contribute to the Board; time commitment; integrity; and overall suitability, as well as the requirements under applicable laws, the Listing Rules and the Articles of Association.

# CORPORATE GOVERNANCE REPORT

The procedures for nominating Directors are summarised as below:

- (i) The chairman of the Nomination Committee shall convene meetings as necessary to review the selection criteria, consider nomination proposals and assess potential candidates. The Nomination Committee may identify suitably qualified candidates through appropriate search and identification channels without requiring nominations from Board members.
- (ii) The Nomination Committee conducts preliminary assessments of candidates' qualifications, background, experience and independence (where applicable), and submits its recommendations to the Board for consideration. Candidates endorsed by the Board will be proposed to Shareholders for election or re-election at a general meeting.
- (iii) To facilitate informed voting by Shareholders, the Company will provide a circular in accordance with applicable laws, rules and regulations, setting out the relevant particulars of the nominated candidates.

## DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION POLICY

The Company provides its executive Directors and senior management with remuneration comprising fees, salaries, discretionary bonuses and benefits-in-kind, including contributions to pension schemes. Their remuneration packages are determined with reference to their respective roles, responsibilities, performance, the level of commitment required, market benchmarks within the industry and the overall operating conditions of the Company. Independent non-executive Directors are remunerated by way of fees, taking into account their duties, time commitments and membership of Board committees.

## REMUNERATION OF SENIOR MANAGEMENT

Details of the remuneration of the Directors and chief executive and the respective remuneration of the five highest paid individuals for the year ended 31 December 2025 are set out in Notes 8(b) and 8(c) to the consolidated financial statements. During the year ended 31 December 2025, no Directors waived or agreed to waive any emoluments.

The remuneration payable to members of senior management by band for the year ended 31 December 2025 is set out below:

Remuneration level (HKD)	Number of persons
HK\$1,000,001 – HK\$1,500,000	5

# CORPORATE GOVERNANCE REPORT

## BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy which sets out the approach to achieve and maintain diversity in the Board. Pursuant to the board diversity policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical capabilities, professional qualifications and skills, knowledge, length of service and other related factors. The Company will also consider its own business model and special needs. The ultimate selection of Director candidates will be based on merits of the candidates and contribution that the candidates will bring to the Board.

The Board currently consists of one female Director and eight male Directors with a balanced mix of gender, knowledge and skills, including but not limited to knowledge and experience in the areas of corporate management, mining, civil construction, investment, law, financial management and accounting. Taking into consideration our existing business model and specific needs as well as the different background of the Directors, the Directors consider that the composition of the Board upon the Listing satisfies our board diversity policy. After the Listing, the Company will strive to keep gender balance of the Board through measures implemented by the Nomination Committee in accordance with the board diversity policy. In particular, the Company will keep identifying and selecting female individuals with a diverse range of skills, experience and knowledge in different fields who are suitably qualified to become the Board members and maintain at least one female Director and at least 10% female representations in the Board.

During the Year, the Company continued to implement its board diversity policy to ensure that the Board maintains an appropriate balance of skills, experience and perspectives to support the Company's long-term strategy and sustainable development. The Nomination Committee reviewed the structure and composition of the Board with reference to the diversity factors set out in the board diversity policy, including gender, age, cultural and educational background, industry experience, professional qualifications, skills, knowledge and length of service.

During the Year, the Nomination Committee assessed the diversity profile of the Board and confirmed that the Board composition remained appropriate and aligned with the Company's business needs. The Board comprises Directors with a broad mix of expertise spanning corporate management, mining operations, engineering and construction, investment, law, finance and accounting, enabling the Board to provide effective oversight and strategic guidance. The Company continued to maintain gender diversity on the Board, with female representation during the Year meeting the Company's target of at least one female Director and 10% female representation.

The Nomination Committee also applied the board diversity policy when reviewing potential candidates for directorship and succession planning, ensuring that any shortlisted candidates were evaluated against a wide range of diversity criteria in addition to merit and competence. Where external recruitment was required, the Company considered candidates from a variety of backgrounds and continued to identify qualified female candidates with relevant experience to enhance gender balance on the Board.

The Board is satisfied that the Company has effectively implemented the board diversity policy during the Year and that the Board's current composition remains diverse and appropriate for the Group's business model and strategic direction. The Company will continue to strengthen Board diversity through ongoing review by the Nomination Committee and through the integration of diversity considerations into Director nomination, selection and succession planning processes.

# CORPORATE GOVERNANCE REPORT

## EMPLOYEE DIVERSITY

The Group is committed to promoting diversity and equal opportunity in all aspects of employment, including recruitment, training, and the professional and personal development of its employees, and strives to foster a positive, inclusive and supportive working environment. To enhance workforce diversity, the Group adopts fair and merit-based recruitment and selection practices that ensure candidates of different ages, genders and backgrounds are considered. The Group has also established talent development and training programmes to provide structured career development guidance and advancement opportunities, with the aim of cultivating a broad and diverse pipeline of skilled and experienced employees.

The Company believes that it offers its employees competitive compensation packages and a collaborative working environment. The Company also provides equal opportunities to all candidates, regardless of their race, religion, gender, age, nationality or other distinguishing factors. As a result, the Company has generally been able to attract and retain qualified personnel and maintain a stable, core management team. The following table sets forth the breakdown of its employees by gender, age, nationality and race as of 31 December 2025, demonstrating the diversity of its workforce:

Key performance indicators		Number of employees
Gender	Female	29
	Male	362
Age	>30	50
	30-50	240
	50	101
Nationality	PRC	117
	Hong Kong	2
	Kazakhstan and Others	272
Total		391

Based on the Group's review, there was no mitigating factor or circumstance which makes achieving gender diversity across the workforce (including senior management) more challenging or less relevant.

## DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance coverage for Directors' and officers' liabilities arising from legal actions associated with the Company's operations. The scope and adequacy of such insurance coverage are reviewed on an annual basis to ensure it remains appropriate for the Group's needs.

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE FUNCTION

During the period from the Listing Date to 31 December 2025, the Board discharged the functions set out in code provision A.2.1 of the Corporate Governance Code. In particular, the Board reviewed and enhanced the Company's corporate governance policies and practices; monitored the training and continuing professional development of Directors and senior management; oversaw the Company's policies and procedures for compliance with applicable legal and regulatory requirements; and reviewed and monitored the implementation of the code of conduct and compliance manual for Directors and employees. The Board also conducted regular reviews to ensure the Company's ongoing compliance with the Corporate Governance Code.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board confirms that it is responsible for ensuring the establishment and maintenance of adequate and effective risk management and internal control systems within the Group. The Group has adopted internal control procedures and policies to safeguard assets, ensure proper maintenance of accounting records, reliable preparation of financial reports, and compliance with relevant laws and regulations. These systems are designed to manage (but not eliminate) risks affecting the achievement of business objectives, providing reasonable (but not absolute) assurance against material misstatements or losses.

Adequate and effective risk management and internal control systems are essential safeguards for achieving the Group's strategic objectives. The risk management and internal control systems should ensure the efficient execution of business operations, the authenticity and accuracy of accounting records, and the Group's compliance with relevant laws, regulations, and policies.

The Group's management has been continuously improving the risk management and internal control system in aspects such as establishing the risk management framework, implementing risk management processes, and strengthening the risk culture. We are committed to enhancing the Group's risk management capabilities to ensure the healthy and sustainable development of the Group's business.

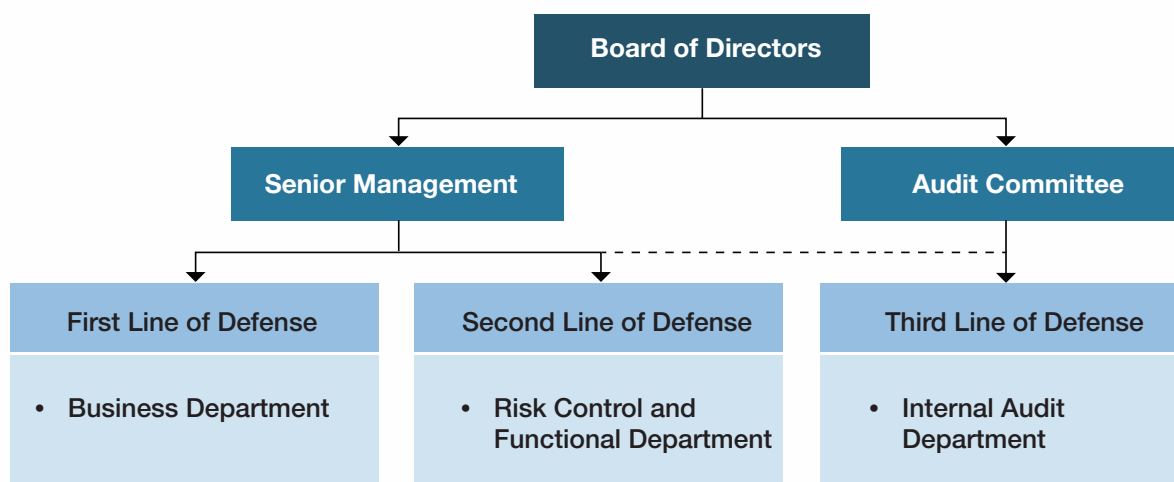
The Audit Committee, on behalf of the Board, annually evaluates the effectiveness of the risk management and internal control systems. It reviews the management's practices in risk management, including the establishment, execution, and oversight of the risk management and internal control systems. Members of the Audit Committee possess extensive experience and knowledge in financial management and risk management. The Board is also responsible for overseeing the risks faced by the Group, determining the Group's risk tolerance, and actively considering, analyzing, and formulating strategies to manage the Group's material risks, which include but are not limited to material risks related to environmental, social, and governance (ESG) matters.

# CORPORATE GOVERNANCE REPORT

## RISK MANAGEMENT

The Group's risk culture is centered on "business-aligned, full-process covered, and responsibility-assigned" principle, with a key focus on cross-border operational risks. It strives to achieve the objectives of "zero occurrence of major risks, controllability of high risks, and early warning of general risks". Through various means such as policy promotion, specialized training and case sharing, the Group promotes a risk-aware culture across the Group to comprehensively enhance employees' risk awareness.

To ensure the effectiveness of the risk management and internal control systems, the Group has established a three-lines-of-defense risk management framework under the supervision and guidance of the Board of Directors.



### First Line of Defense

Comprising primarily the Group's various business departments, the first line of defense is responsible for day-to-day business operations and management, as well as the design and implementation of business-related controls to address risks. Specific responsibilities: implementing risk management measures to identify, measure, mitigate and monitor relevant risks; and designing and implementing monitoring procedures to reduce identified risks.

### Second Line of Defense

Comprising primarily the Group's risk control and functional departments, the second line of defense is responsible for formulating policies relating to the Group's risk management and internal control, conducting unified planning and development of the risk management and internal control systems, assisting the first line of defense in establishing and improving its risk management and internal control systems, and performing oversight functions to reasonably ensure the effective implementation of risk management and internal control by the first line of defense. Specific responsibilities: the Group's financial risk control department is tasked with establishing risk management and internal control systems, organizing risk assessments, and promoting the formulation and optimization of relevant policies; the legal department is responsible for overseeing the Group's compliance review processes; and the safety and environmental protection department takes charge of specialized supervision in workplace safety and environmental protection.

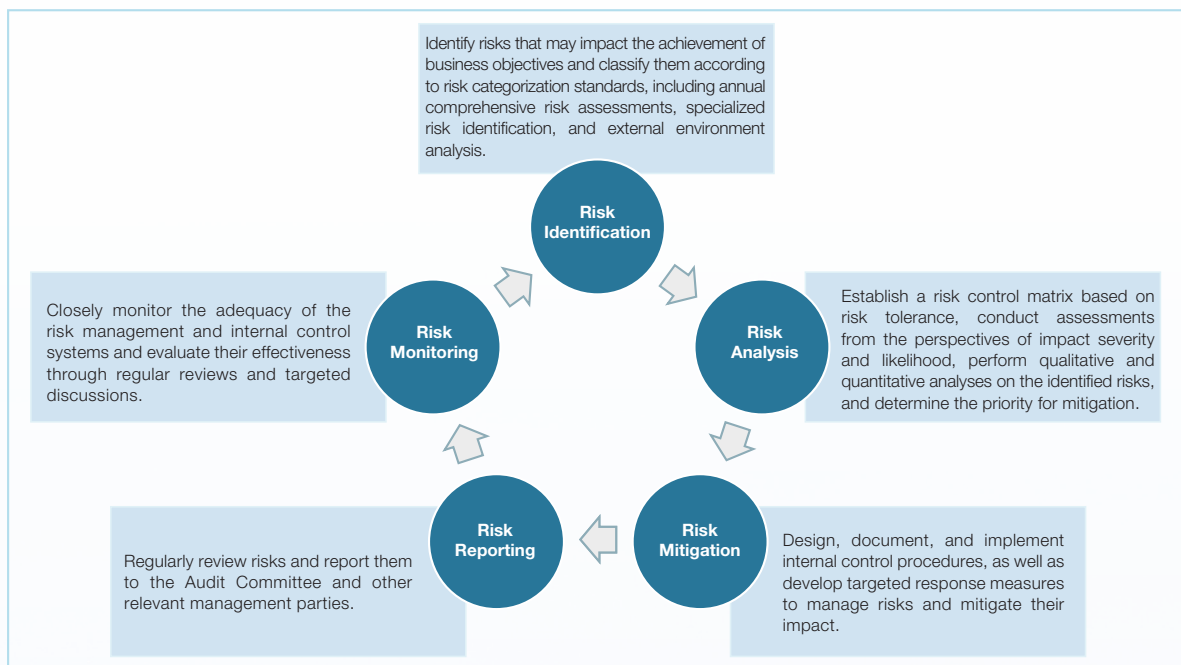
# CORPORATE GOVERNANCE REPORT

## Third Line of Defense

Comprising primarily the Group's internal audit department, the third line of defense conducts independent internal audits, supervises and inspects implementation effectiveness of the risk management and internal control systems, and reports regularly to the Audit Committee. Specific responsibilities: conducting internal audits to evaluate the proper functioning of risk management and internal control systems; reporting findings to the Audit Committee and providing independent, objective assurance on the effectiveness of the Group's risk management and internal control systems; proposing risk response plans for implementation by relevant business units; and recommending improvements to the risk management and internal control systems for consideration by the Audit Committee and/or the relevant business units.

The Group has established the Management Measures for Internal Audit Work (《內部審計工作管理辦法》), which were formally issued upon approval by the Board of Directors. These measures clearly define core aspects such as the management of internal audit institutions and personnel, the duties and authority of internal audit, audit procedures, and the application of audit results. The annual internal audit work plan is subject to approval by the Audit Committee. The Group's internal audit department is staffed by personnel with professional ethics, professional competence, audit experience, and appropriate communication skills.

Furthermore, the Group has established a risk management process as set out below:



Driven by factors such as intensified global geopolitical conflicts and fluctuations in energy prices, the Group's external operating environment and risk landscape continue to evolve. In response, the management assesses the various major risks currently faced by the Group, including but not limited to ESG risks, through a process of risk identification, analysis, and evaluation, identifying risks that may have a material impact on the achievement of business objectives, and developing risk mitigation measures.

The Audit Committee, on behalf of the Board, oversees the overall risk management status of the Group and evaluates the risk tolerance, risk significance levels, and corresponding response strategies.

# CORPORATE GOVERNANCE REPORT

## INTERNAL CONTROL

The Group has always placed great emphasis on the establishment of its internal control systems, integrating risk management with the internal control systems, and adhering to the principles set forth under the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework:

### (i) Control Environment

- Strengthen the Group’s commitment to and practice of integrity and ethical values through various means such as conducting integrity and ethics training, holding internal meetings to disseminate the Employee Code, and establishing whistleblowing channels;
- Establish a hierarchical governance mechanism of “Shareholders’ General Meeting – Board of Directors – Management,” where the Board of Directors and the Audit Committee are responsible for overseeing and regulating the overall effectiveness of the internal control system, while the management is tasked with designing and implementing detailed rules for internal control;
- Demonstrate a commitment to attracting, developing, and retaining talent to meet the internal control requirements arising from business scenarios such as cross-border operations and compliance management;
- Implement a system of individual accountability for internal control responsibilities and incorporate risk management performance into the annual performance assessment indicators for key positions to promote the deep integration of risk management into day-to-day business operations.

### (ii) Risk Assessment

- Establish clear risk management objectives to provide a foundation for identifying and evaluating risks related to the objectives;
- Conduct comprehensive risk assessments annually from the Group’s holistic perspective, identify risks against defined key objectives, evaluate the likelihood of occurrence and their impact on the Group’s goals, and review the effectiveness of response measures;
- Consider potential fraudulent conduct when assessing risks related to the achievement of objectives;
- Promptly identify and evaluate changes that significantly impact the internal control system when material changes occur in internal or external environments.

### (iii) Control Activities

- Select and implement control activities through policies and procedures at the operational level in key areas such as sales, procurement, finance, and workplace safety to address identified risks that may affect the achievement of objectives;
- Select and establish general control activities within the technological environment to ensure the security and reliability of technical systems;
- Adopt the “need-to-know minimum” principle for information system access rights, implement hierarchical permission management, and ensure the confidentiality, integrity, and availability of information.

# CORPORATE GOVERNANCE REPORT

## (iv) Information and Communication

- Obtain, compile, and utilize relevant high-quality information to support the effective operation of internal control;
- Coordinate risk information sharing among departments, implementation of internal control activities and cross-functional risk response by holding regular cross-departmental coordination meetings on risk management and internal control. The internal audit department conducts regular internal audits and reports to the Audit Committee on the implementation of the risk management and internal control systems;
- Maintain routine communication with external parties such as regulatory authorities, external auditors, legal advisors, investors, and analysts on matters affecting the operation of internal control.

## (v) Monitoring Activities

- Continuously assess the completeness and effective operation of internal control elements, identify potential deficiencies or weaknesses in internal control, and drive rectification for identified control weaknesses.

## PROCEDURES FOR HANDLING AND DISCLOSING INSIDE INFORMATION AND INTERNAL CONTROL MEASURES

To comply with the relevant provisions of the Securities and Futures Ordinance 《證券及期貨條例》 and the Listing Rules 《上市規則》, the Group has established the Information Disclosure Management System 《信息披露管理制度》, which outlines the procedures for handling and disclosing Inside Information as well as internal control measures. This System covers the definition of Inside Information, the fundamental principles of information disclosure, the management of Inside Information and notifiable transactions, as well as information communication with investors, analysts, and the media. It aims to clarify whether specific materials constitute Inside Information of the Group and, when necessary, report relevant matters to senior management for final determination. To prevent inadvertent disclosure of Inside Information, all Directors, senior management, and relevant employees must take reasonable precautionary measures to maintain strict confidentiality of Inside Information and related announcements (where applicable) prior to their publication.

## WHISTLEBLOWING AND ANTI-CORRUPTION POLICY AND SYSTEM

Upholding the principle of integrity in business operations and adhering to commercial ethics, the Group has established multiple policies, including the Code of Business Conduct and Ethics 《商業行為與道德準則》 and the Anti-Corruption and Anti-Commercial Bribery Management Measures 《反腐敗與反商業賄賂管理辦法》, which explicitly prohibit improper conduct such as corruption, bribery, and fraud. We have also implemented a whistleblowing and investigation mechanism. Any employee or other party associated with the Group (including but not limited to clients and suppliers) may raise concerns regarding actual or suspected misconduct involving the Group in a confidential and anonymous manner when necessary. The Group also enhances the integrity education and professional ethics training for employees in key positions, deepening their awareness and understanding of anti-corruption and anti-fraud efforts.

# CORPORATE GOVERNANCE REPORT

## EFFECTIVENESS OF RISK MANAGEMENT AND INTERNAL CONTROL

The Audit Committee, on behalf of the Board, continuously reviews the risk management and internal control systems. The review process includes, but is not limited to, meetings with the business department, the risk control and functional department, the internal audit department, and the external auditor, reviewing the relevant work reports and information of key performance indicators, examining the management's self-assessment results of the risk management and internal control systems and discussing the material risks with the senior management.

Based on these reviews, the Board is of the view that throughout the year ended 31 December 2025, the risk management and internal control systems of the Group (including the processes for financial reporting and Listing Rules compliance) were effective and adequate.

In addition, the Board is satisfied that the functions of risk management and internal control, accounting and financial reporting, as well as those related to ESG performance and reporting within the Group have been performed by a sufficient number of staff with appropriate qualifications and experience. Moreover, these staff have received appropriate and sufficient training, and the budget allocated is sufficient.

## DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RELATION TO FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2025, which give a true and fair view of the condition of the Company and the Group and of the Group's results and cash flows.

Management provides the Board with such explanations, analyses and information as are necessary to enable the Directors to make an informed assessment of the financial statements submitted for approval. The Company also supplies all Board members with regular monthly updates on the Group's performance, financial position and business prospects to ensure that they are kept fully apprised of the Company's operating and financial developments.

The Directors were not aware of any material uncertainties which may cast significant doubt upon the Group's ability to continue as a going concern.

The auditor's statement on its reporting responsibilities in respect of the Group's consolidated financial statements is set out in the Independent Auditor's Report in this report.

## AUDITOR'S REMUNERATION

For the year ended 31 December 2025, the Company's remuneration to the external auditor of the Company, PricewaterhouseCoopers, in respect of its audit and audit-related services was HK\$2,932,000. Apart from this, the Company's external auditor provided non-audit services including ESG advisory, corporate governance advisory and tax advisory service of HK\$512,000. In addition, the Company's external auditor also provided professional services of HK\$1,092,000 for the year ended 31 December 2025 in connection with the initial public offering of the Company.

# CORPORATE GOVERNANCE REPORT

## COMPANY SECRETARY

The Board is of the view that Ms. Liu Wenjing, the Company Secretary, is qualified and has appropriate experience to discharge her duties. Ms. Liu Wenjing had received not less than 15 hours of relevant professional training during the year ended 31 December 2025.

Up to the date of this report, it is noted that, due to personal considerations, Ms. Liu Wenjing had tendered her resignation as (i) the Company Secretary of the Company, (ii) an Authorized Representative of the Company, and (iii) the secretary of the Board; hereby, Ms. Chan Ching Nga had been appointed as (i) the Company Secretary of the Company, and (ii) an Authorized Representative of the Company; and Dr. Yan Minghe had been appointed as (i) the secretary of the Board, and (ii) an Authorized Representative of the Company on AIX, with effect from 28 February 2026.

Ms. Chan Ching Nga is qualified and has appropriate experience to discharge her duties. Ms. Chan possesses the requisite professional qualifications of company secretary as required under Rule 3.28 of the Listing Rules. The Company will provide Dr. Yan with sufficient resources to receive not less than 15 hours of professional training for every financial year as required by the Rule 3.29 of the Listing Rules. Dr. Yan Minghe has been designated as the primary contact person at the Company to work and communicate with Ms. Chan Ching Nga on the Company's corporate governance and secretarial and administrative matters.

## SHAREHOLDERS' RIGHTS

### Convening of General Meetings by Shareholders

Pursuant to the Articles of Association and the Companies Ordinance (Cap. 622), Shareholders have the right to request the Company to convene a general meeting. Under Article 64, the Board shall convene an extraordinary general meeting upon a requisition made by Shareholders in accordance with the Companies Ordinance. A requisition must be made by Shareholder(s) individually or collectively holding not less than 5% of the total voting rights of all Shareholders having the right to vote at general meetings, and such requisition must state the general nature of the business to be dealt with at the meeting and must be deposited at the Company's registered office.

Upon receipt of a valid requisition, the Board is required to convene a general meeting within the time limits prescribed under the Companies Ordinance. If the Board fails to convene a meeting in accordance with the statutory requirements, the requisitionists (or any of them representing more than 50% of the total voting rights of all of them) may convene a general meeting themselves in the manner permitted under section 568 of the Companies Ordinance. Any reasonable expenses incurred by the requisitionists in convening such a meeting shall be reimbursed by the Company.

Notices of general meetings shall be given in accordance with Articles 66 to 69, requiring not less than 21 days' notice for an annual general meeting and not less than 14 days' notice for any other general meeting, unless a shorter notice period is permitted under the Articles and the Companies Ordinance. Shareholders who have the right to attend and vote at general meetings are entitled to speak, vote and appoint proxies in accordance with the Articles.

### Putting Forward Proposals at General Meetings

Shareholders may put forward proposals for consideration at general meetings in accordance with the Companies Ordinance. Any Shareholder or group of Shareholders meeting the statutory threshold may request the Company to circulate a proposed resolution for an annual general meeting or to circulate a statement relating to the affairs of the Company. Such requests must be made in writing, accompanied by the proposed text of the resolution or statement, signed by the requisitionists and deposited at the Company's registered office within the relevant statutory timeframe prior to the meeting. Upon receiving a valid request, the Company will circulate the proposed resolution or statement to all Shareholders in accordance with the requirements of the Companies Ordinance.

# CORPORATE GOVERNANCE REPORT

The nomination of candidates for election as Directors is governed by Article 107 of the Articles of Association. A Shareholder entitled to attend and vote at a general meeting may nominate a person for election as a Director by lodging a written notice of nomination with the Company Secretary within the period specified in the Articles. The notice of nomination must be accompanied by a signed notice from the proposed candidate indicating his or her willingness to stand for election.

## Enquiries to the Board

Shareholders may direct enquiries to the Board or request information by sending written communications to the Company Secretary at the Company's registered office. The Board welcomes constructive engagement with Shareholders and will respond to enquiries in a timely and appropriate manner, subject to compliance with statutory, regulatory and confidentiality obligations. Shareholders may also raise questions directly at general meetings, where the Directors are available to provide explanations regarding resolutions proposed or the Company's operations and governance.

Shareholders and investors may send written enquiries or requests to the Company by the following ways:

Address: Room 4501, 45/F Office Tower, Convention Plaza 1 Harbour Road Wanchai Hong Kong

Email: [ir@jiaxinltd.com](mailto:ir@jiaxinltd.com)

Website: [www.jiaxinir.com](http://www.jiaxinir.com)

## INVESTOR RELATIONS

### Shareholders' Communication Policy

The Company maintains an open and transparent communication approach to ensure that Shareholders are provided with balanced, clear and timely information to facilitate informed decision-making. The Company disseminates information through announcements, circulars, financial reports, the corporate website and general meetings, in accordance with the Listing Rules and applicable laws. The Company Secretary is responsible for coordinating communications between the Board and Shareholders, ensuring that statutory and regulatory disclosure obligations are complied with, and that Shareholders receive information in a fair and equitable manner.

The Company uses its website as an important channel to provide up-to-date information, including corporate governance documents, announcements, circulars and financial reports. Shareholders may provide feedback or submit enquiries to the Company at any time through the designated contact channels published on the Company's website. The Board periodically reviews the effectiveness of the Shareholder Communication Policy to ensure that it continues to facilitate open and constructive engagement with Shareholders and supports the Company's long-term development.

Since the Listing and up to 31 December 2025, all corporate communications and regulatory announcements were published by the Company on its website and the website of the Stock Exchange in a timely manner. All these implemented measures together have ensured the Shareholders are provided with regular, equal and timely access to balanced and understandable information about the Group, which ensures that Shareholders can exercise their rights in an informed manner and allows them to engage actively with the Group. In view of the above, the Board considers that the shareholders communication policy is effective.

# CORPORATE GOVERNANCE REPORT

## Dividend Policy

The Company does not currently have a formal dividend policy or a pre-determined dividend rate, as disclosed in the Prospectus. Having considered the Group's development stage, capital requirements and operational needs, the Board considers it appropriate to retain flexibility at this stage. The Board will review the need to adopt a formal dividend policy as the Group's business develops.

## Constitutional Documents

There were no changes made to the Company's constitutional documents since the Listing and up to the date of this report.

The full text of the up-to-date Articles of Association is available on the Company's website ([www.jiaxinir.com](http://www.jiaxinir.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group is committed to fostering sustainable practices, promoting social responsibility, and maintaining strong governance standards. The Group has established ESG policies that define risk governance for ESG matters. These include procedures for forming ESG strategies, managing and monitoring ESG risks (including climate-related risks), identifying key performance indicators, and measuring progress. The Group has a multi-level sustainable development governance structure from top to bottom, consisting of the governance layer, management layer, executive supervision layer, and execution layer.

The Company will issue separately its ESG Report in compliance with the Environmental, Social and Governance Reporting Code as set out in Appendix C2 to the Listing Rules. The report presents the Company's commitment to sustainable development and covers the significant environmental and social achievements and impacts arising from the activities of the Group.

# INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

To the Members of Jiaxin International Resources Investment Limited  
(incorporated in Hong Kong with limited liability)

## OPINION

### What we have audited

The consolidated financial statements of Jiaxin International Resources Investment Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 61 to 114, comprise:

- the consolidated statement of financial position as at 31 December 2025;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) as issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Hong Kong SAR, China  
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# INDEPENDENT AUDITOR'S REPORT

## Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in our audit is related to revenue recognition from sales of tungsten concentrate.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Revenue recognition from sales of tungsten concentrate</b></p> <p>Refer to note 2.4(a) and note 5 to the consolidated financial statements.</p> <p>The Group recognised revenue from sales of tungsten concentrate amounted to approximately HK\$1,063,048,000 for the year ended 31 December 2025.</p> <p>Revenue from sales of tungsten concentrate is recognised at a point in time when control of products has been transferred to the customer. Control is transferred when the legal title of the products had been transferred, the customer has full discretion over the products, and there is no unfulfilled obligation that could affect customer's acceptance of the products.</p> <p>We focused on revenue recognition from sale of tungsten concentrate because of its magnitude. We have incurred significant time and resources in carrying out our work in this area.</p>	<p>We understood and evaluated the Group's internal controls over the revenue recognition.</p> <p>We tested the sale transactions, on a sample basis, by examining relevant supporting documents, for example, sales contracts and invoices, delivery documents, customs declaration documents, and settlement documents.</p> <p>We also tested the sales transactions that took place for a specified period before and after the reporting date, on a sample basis, by tracing to the relevant sale contracts and invoices, delivery documents, customs declaration documents and settlement documents, to assess whether these sales transactions were recognised in the correct reporting periods.</p> <p>Furthermore, we circulated confirmations to the customer to confirm the amounts of sales transactions occurred during the year ended 31 December 2025 and respective trade receivable balances as at the consolidated balance sheet date.</p> <p>Based on the procedures performed, we found the Group's revenue tested was supported by the evidence obtained.</p>

# INDEPENDENT AUDITOR'S REPORT

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards as issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

# INDEPENDENT AUDITOR'S REPORT

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

## INDEPENDENT AUDITOR'S REPORT

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is YEUNG, Yee Mau (practising certificate number: P06790).

PricewaterhouseCoopers  
Certified Public Accountants  
Hong Kong, 25 March 2026

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Year ended 31 December	
		2025 HK\$'000	2024 HK\$'000
<b>Revenue</b>	5	<b>1,063,048</b>	–
Cost of sales	6	<b>(543,064)</b>	–
Gross profit		<b>519,984</b>	–
Administrative expenses	6	<b>(111,108)</b>	(75,940)
Selling and distribution expenses	6	<b>(3,519)</b>	–
Other gains/(losses), net	7	<b>4,305</b>	(83,749)
Operating profit/(loss)		<b>409,662</b>	(159,689)
Finance income	9	<b>9,408</b>	78
Finance costs	9	<b>(53,752)</b>	(16,918)
Finance costs, net	9	<b>(44,344)</b>	(16,840)
Profit/(loss) before income tax		<b>365,318</b>	(176,529)
Income tax expense	10	<b>(50,965)</b>	–
Profit/(loss) for the year		<b>314,353</b>	(176,529)
Other comprehensive income			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		<b>(8,178)</b>	17,076
Other comprehensive (loss)/income for the year		<b>(8,178)</b>	17,076
Total comprehensive income/(loss) for the year		<b>306,175</b>	(159,453)
Profit/(loss) for the year attributable to:			
Equity holders of the Company		<b>305,120</b>	(172,970)
Non-controlling interests		<b>9,233</b>	(3,559)
		<b>314,353</b>	(176,529)
Total comprehensive income/(loss) for the year attributable to:			
Equity holders of the Company		<b>297,012</b>	(156,579)
Non-controlling interests		<b>9,163</b>	(2,874)
		<b>306,175</b>	(159,453)
Earnings/(losses) per share for profit/(loss) attributable to equity holders of the Company (expressed in HK\$ cents per share)			
Basic and diluted ( <i>note</i> )	11	<b>82</b>	(53)

*Note:* The basic earnings/(losses) per share for the years ended 31 December 2025 and 2024 has been retrospectively adjusted taking into account of the effect of the share subdivision which took place on 28 August 2025.

The notes on pages 66 to 114 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2025

	Note	As at 31 December	
		2025	2024
		HK\$'000	HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	13	1,924,742	1,494,752
Subsurface use rights	14	10,343	10,075
Prepayments and other assets	17	249,654	268,128
Deferred tax assets	25	1,492	–
<b>Total non-current assets</b>		<b>2,186,231</b>	1,772,955
<b>Current assets</b>			
Inventories	15	127,403	12,941
Trade receivables	16	163,714	–
Prepayments	17	29,629	36,844
Other receivables		3,887	668
Cash and cash equivalents	18	1,024,511	41,440
<b>Total current assets</b>		<b>1,349,144</b>	91,893
<b>Total assets</b>		<b>3,535,375</b>	1,864,848
<b>EQUITY/(DEFICIT)</b>			
<b>Equity/(deficit) attributable to equity holders of the Company</b>			
Share capital	19	1,778,823	465,653
Other reserves		10,696	18,804
Accumulated losses		(186,664)	(491,784)
		<b>1,602,855</b>	(7,327)
<b>Non-controlling interests</b>		<b>3,403</b>	(5,760)
<b>Total equity/(deficit)</b>		<b>1,606,258</b>	(13,087)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2025

	Note	As at 31 December 2025 HK\$'000	2024 HK\$'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Other payables	20	162,900	46,708
Borrowings	21	1,119,439	1,470,386
Deferred tax liabilities	25	31,814	–
<b>Total non-current liabilities</b>		<b>1,314,153</b>	1,517,094
<b>Current liabilities</b>			
Trade payables	22	51,035	–
Other payables and accruals	20	108,325	86,464
Receipt in advance	23	281,856	31,783
Current tax liabilities		22,474	–
Borrowings	21	146,043	184,643
Amounts due to shareholders	28(b)	5,231	57,951
<b>Total current liabilities</b>		<b>614,964</b>	360,841
<b>Total liabilities</b>		<b>1,929,117</b>	1,877,935
<b>Total equity/(deficit) and liabilities</b>		<b>3,535,375</b>	1,864,848
<b>Net current assets/(liabilities)</b>		<b>734,180</b>	(268,948)

The notes on pages 66 to 114 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 61 to 114 were approved by the Board of Directors on 25 March 2026 and were signed on its behalf by

**Liu Liqiang**  
Director

**Xie Wenbo**  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2025

	Attributable to equity holders of the Company				Non-controlling interests HK\$'000	Total equity/ (deficit) HK\$'000
	Share capital HK\$'000	Currency translation differences HK\$'000	Accumulated losses HK\$'000	Total HK\$'000		
<b>As at 1 January 2025</b>	<b>465,653</b>	<b>18,804</b>	<b>(491,784)</b>	<b>(7,327)</b>	<b>(5,760)</b>	<b>(13,087)</b>
<b>Comprehensive income</b>						
Profit for the year	-	-	305,120	305,120	9,233	314,353
<b>Other comprehensive income:</b>						
- Currency translation differences	-	(8,108)	-	(8,108)	(70)	(8,178)
<b>Total comprehensive income/ (loss) for the year</b>	<b>-</b>	<b>(8,108)</b>	<b>305,120</b>	<b>297,012</b>	<b>9,163</b>	<b>306,175</b>
<b>Transactions with equity holders</b>						
Issuance of ordinary shares pursuant to the initial public offering ("IPO"), net of underwriting commissions and other issuance costs	1,313,170	-	-	1,313,170	-	1,313,170
<b>As at 31 December 2025</b>	<b>1,778,823</b>	<b>10,696</b>	<b>(186,664)</b>	<b>1,602,855</b>	<b>3,403</b>	<b>1,606,258</b>
<b>As at 1 January 2024</b>	<b>465,653</b>	<b>2,413</b>	<b>(318,814)</b>	<b>149,252</b>	<b>(2,886)</b>	<b>146,366</b>
<b>Comprehensive loss</b>						
Loss for the year	-	-	(172,970)	(172,970)	(3,559)	(176,529)
<b>Other comprehensive income:</b>						
- Currency translation differences	-	16,391	-	16,391	685	17,076
<b>Total comprehensive income/ (loss) for the year</b>	<b>-</b>	<b>16,391</b>	<b>(172,970)</b>	<b>(156,579)</b>	<b>(2,874)</b>	<b>(159,453)</b>
<b>As at 31 December 2024</b>	<b>465,653</b>	<b>18,804</b>	<b>(491,784)</b>	<b>(7,327)</b>	<b>(5,760)</b>	<b>(13,087)</b>

The notes on pages 66 to 114 are an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Year ended 31 December	
		2025 HK\$'000	2024 HK\$'000
<b>Cash flows from operating activities</b>			
Cash generated from/(used in) operations	26(a)	510,367	(63,154)
<b>Net cash generated from/(used in) operating activities</b>		<b>510,367</b>	<b>(63,154)</b>
<b>Cash flows from investing activities</b>			
Payments for purchase of property, plant and equipment and subsurface use rights	26(c)	(118,887)	(447,090)
Interest received		9,407	78
<b>Net cash used in investing activities</b>		<b>(109,480)</b>	<b>(447,012)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issuance of ordinary shares pursuant to the IPO, net of underwriting commission		1,332,712	–
Payments of listing expenses		(43,241)	(2,794)
Proceeds from borrowings	26(b)	53,491	141,546
Repayments of borrowings	26(b)	(643,543)	(3,177)
(Decrease)/increase in amounts due to shareholders	26(b)	(61,344)	15,568
Interest paid	26(b)	(54,991)	(62,907)
<b>Net cash generated from financing activities</b>		<b>583,084</b>	<b>88,236</b>
<b>Net change in cash and cash equivalents</b>		<b>983,971</b>	<b>(421,930)</b>
Cash and cash equivalents at beginning of the year		41,440	476,687
Effects of exchange rate changes on cash and cash equivalents		(900)	(13,317)
<b>Cash and cash equivalents at end of the year</b>		<b>1,024,511</b>	<b>41,440</b>

The notes on pages 66 to 114 are an integral part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 1 GENERAL INFORMATION

Jiaxin International Resources Investment Limited (the “Company”) was incorporated in Hong Kong as a limited liability company under the Hong Kong Companies Ordinance Cap. 622 on 29 August 2014. The address of the Company’s registered office is 45/F, Office Tower Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (together the “Group”) are principally engaged in the exploration, development and operating a tungsten mine (“Boguty tungsten mine”) in the Republic of Kazakhstan (“Kazakhstan”). The Group completed the construction of the mining infrastructures of Boguty tungsten mine and commenced the commercial production and sales of tungsten concentrate during the year ended 31 December 2025.

On 28 August 2025, the Company issued 109,808,800 new ordinary shares at HK\$10.92 each pursuant to its initial public offering and commenced listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the Astana International Exchange (the “Listing”). On 2 September 2025, 16,471,200 new ordinary shares were issued at HK\$10.92 each pursuant to the exercise of over-allotment option (note 19).

The directors of the Company regarded that there was no ultimate controlling party for the Group as at and during the year ended 31 December 2025 as no shareholders held more than 50% of the issued share capital of the Company.

The consolidated financial statements is presented in thousands of unit of Hong Kong Dollars (HK\$’000), unless otherwise stated.

## 2 SUMMARY OF ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied throughout all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with HKFRS Accounting Standards (“HKFRS Accounting Standards”) as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and requirements of the Hong Kong Companies Ordinance Cap. 622.

HKFRS Accounting Standards comprise the following authoritative literature:

- Hong Kong Financial Reporting Standards
- Hong Kong Accounting Standards
- Interpretations developed by the HKICPA.

The preparation of the consolidated financial statements in conformity with HKFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are critical to the consolidated financial statements are disclosed in Note 4.

The consolidated financial statements have been prepared under the historical cost convention.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES (Continued)

### 2.2 New and amended standards adopted by the group

The group has applied the following standards, amendments and interpretation for the first time for its annual reporting period commencing 1 January 2025:

- Amendments to HKAS 21 – Lack of Exchangeability

The amendment listed above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

### 2.3 New and amended standards and interpretations not yet adopted

The Group has not early adopted the following issued new and amendments to standards and interpretation published that are not mandatory for annual reporting period ended 31 December 2025.

		Effective for annual periods beginning on or after
Annual Improvements to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11	1 January 2026
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments Contracts Referencing Nature — Dependent Electricity	1 January 2026
HKFRS 18	Presentation and Disclosure in Financial Statements	1 January 2027
HKFRS 19	Subsidiaries without Public Accountability: Disclosures'	1 January 2027
Amendments to HKAS 28 and HKFRS 10	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

Except for the disclosed below, none of the above is expected to have any significant impact on the Group in the current or future reporting periods.

HKFRS 18 will replace HKAS 1 Presentation of Financial Statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the consolidated statement of comprehensive income and providing management-defined performance measures within the financial statements. The group will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with HKFRS 18.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2025

### 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

#### 2.4 Material accounting policies

##### (a) Revenue

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is presented net of value-added tax (“VAT”), returns and discounts.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The Group’s revenue from sales of tungsten concentrate is recognised at a point in time when the Group’s control of products has been transferred to the customers. Control is transferred when the legal title of the products has transferred, customers have full discretion over the products, and there is no unfulfilled obligation that could affect customers’ acceptance of the products.

A receipt in advance is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Receipt in advance is recognised as revenue when the Group fulfilled the performance obligation under the contract.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.4 Material accounting policies *(Continued)*

#### (b) Property, plant and equipment

Property, plant and equipment is stated at historical cost less depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items and costs incurred in bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The cost of property, plant and equipment includes the estimated cost of mine rehabilitation, restoration and dismantling.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated using the following method to allocate their costs, net of their residual values, over their useful life as follows:

Buildings and infrastructures	Straight-line over 10-15 years
Mining development assets	Units-of-production
Machinery	Straight-line over shorter of remaining period of subsurface use rights
Vehicles	Straight-line over 4-15 years
Computer equipment and others	Straight-line over 2-8 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.4(d)).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amounts. These are included in the profit or loss.

#### *Development assets and construction in progress*

Mining development assets comprised the amounts transferred from subsequent stripping costs, if any and all subsequent expenditures to develop the mine in production phase. On completion of development, expenditures classified as construction in progress will be reclassified to mining assets.

Mining development assets and construction in progress is stated at cost less any impairment losses and is not depreciated. Cost also comprises the direct construction costs and capitalized borrowing costs on related borrowing to finance the construction.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2025

### 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

#### 2.4 Material accounting policies *(Continued)*

##### (c) Subsurface use rights

Subsurface use rights of the Group which were granted until 2040, are stated at cost less accumulated amortisation and impairment, if any. The acquisition cost of subsurface use right includes the subscription bonus, commercial discovery bonus and acquisition cost of subsurface use rights.

The subsurface use right is amortised using the unit-of-production method, based on lower of the volume of ore reserves or ore permitted to be mined as stipulated in the subsurface use right, from the time of beginning of tungsten ore mining.

##### (d) Impairment of non-financial assets

Intangible assets that are not yet available for use are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

##### (e) Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour, overburden removal, mining, processing, and an appropriate proportion of production overheads, mine rehabilitation costs incurred in the extraction process and other fixed and variable costs directly related to mining activities. Net realizable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.4 Material accounting policies *(Continued)*

#### (f) Provisions and contingent liabilities

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### *Asset retirement obligations*

Asset retirement obligations which meet the criteria of provisions are recognised as provisions and the amount recognised is the present value of the estimated future expenditure relating to the rehabilitation, restoration and dismantling of areas disturbed during the mine's operations up to the reporting date but not yet rehabilitated. The estimated future expenditures includes the cost of recontouring, top soiling and revegetation to meet legislative requirements and is determined in accordance with assets conditions and legal requirements.

Interest expenses from the assets retirement obligations for each period are recognised with the effective interest method during the useful life of the related property, plant and equipment. Uncertainty exists as to the amount of asset retirement obligations that will be incurred due to the impact of changes in environmental legislation, and many other factors, including future developments, changes in technology, price increases and changes in interest rates. The amount of the provision relating to mine rehabilitation, restoration and dismantling obligations is recognised at the commencement of the mining project and/or construction of the assets where a legal or constructive obligation exists at that time.

The provision is recognised as a liability, separated into current (estimated expenditure arising within 12 months) and non-current components, based on the expected timing of these cash flows. A corresponding asset is included in property, plant and equipment, only to the extent that it is probable that future economic benefits associated with the restoration expenditure will flow to the entity, otherwise a corresponding expense is recognised in the profit or loss. The capitalized cost of this asset is recognised in property, plant and equipment and is amortised over the life of the mine. At each reporting date, the rehabilitation liability is remeasured in line with changes in discount rates, and timing or amounts of the costs to be incurred.

If a decrease in the provision exceeds the carrying amount of the property, plant and equipment recognised corresponding to the provision, the excess shall be recognised immediately in profit or loss. If the conditions for the recognition of the provisions are not met, the expenditures for asset retirement will be expensed in profit or loss when occurred.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.4 Material accounting policies *(Continued)*

#### (g) Borrowings and borrowings costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from consolidated statements of financial position when the obligation specified in the contract is discharged, canceled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial time to get ready for intended use or sale (qualifying assets) are capitalized. Other borrowing costs are expensed in the period in which they are incurred. Capitalization of borrowing costs includes capitalizing foreign exchange differences relating to borrowings to the extent that they are regarded as an adjustment to interest costs. The gains and losses that are an adjustment to interest costs include the interest rate differential between borrowing costs that would be incurred if the entity borrowed funds in its functional currency, and borrowing costs actually incurred on foreign currency borrowings.

The commencement date for capitalization is when (a) the Group incurs expenditures for the qualifying asset; (b) it incurs borrowing costs; and (c) it undertakes activities that are necessary to prepare the asset for its intended use or sale.

#### (h) Employee benefits

##### *(i) Pension obligations*

The Group participates in various defined contribution retirement benefit plans schemes which are available to all relevant employees. These plans are generally funded through payments to schemes established by governments or trustee-administered funds. A defined contribution plan is a pension plan under which the Group pays contributions on a mandatory, contractual or voluntary basis into a separate fund. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior years. The Group's contributions to the defined contribution plans are expensed or capitalized into cost of assets as incurred and not reduced by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions. No forfeited contributions have been utilized by the Group to reduce the existing contributions.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.4 Material accounting policies *(Continued)*

#### (h) Employee benefits *(Continued)*

##### *(ii) Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### *(iii) Discretionary bonus*

Discretionary bonus is accrued for the year in which the associated services are rendered by employees of the Group.

Liabilities for discretionary bonus are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

#### (i) Foreign currency translation

##### *(i) Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional and the Group's presentation currency. The Group changed the functional currency of its major subsidiary in Kazakhstan who operates the Boguty tungsten mine to Chinese Renminbi ("RMB") upon the commencement of commercial production and sales of tungsten concentrate during the year ended 31 December 2025 after considering the price of its products sales in the foreseeable future is generally being denominated in RMB.

##### *(ii) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses are presented in the profit or loss on a net basis within other losses, net.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.4 Material accounting policies *(Continued)*

#### (i) Foreign currency translation *(Continued)*

##### *(iii) Group companies*

The results and financial positions of the overseas subsidiaries (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statements of financial position;
- income and expenses for each statement of comprehensive loss is translated at average exchange rates during the reporting period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting currency translation differences are recognised in other comprehensive income.

#### (j) Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and unused tax losses.

##### *(i) Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country/area where the Company or its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.4 Material accounting policies *(Continued)*

#### (j) Current and deferred income tax *(Continued)*

##### *(ii) Deferred income tax*

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not accounted for if it arises from the initial recognition of goodwill or of an asset or liability in a transaction other than a business combination that at the time of the transaction neither accounting nor taxable profit or loss is affected and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available to utilize those temporary differences and tax losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

##### *(iii) Offsetting*

Deferred income tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and current tax liabilities where the deferred income taxes assets and liabilities relate to income tax levied by the same taxation authority. Current tax assets and current tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.5 Other accounting policies

#### (a) Principles of consolidation

##### *Subsidiaries*

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statements of comprehensive loss, consolidated statements of changes in equity and financial position respectively.

##### *Changes in ownership interests*

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Company.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS Accounting Standards.

##### *Separate financial statements*

Investments in subsidiaries are accounted for at cost less any impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.5 Other accounting policies *(Continued)*

#### (b) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (“CODM”). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the directors of the Company that make strategic decisions.

The Group has principally engaged in the exploration, development and operating Boguty tungsten mine in Kazakhstan.

For the purpose of internal reporting and management’s operation review, the CODM considered that the Group’s business are operated and managed as one single segment and no separate segment information was presented.

#### (c) Trade receivables

Trade receivables are amounts due from sale of goods in the ordinary course of business. If collection of trade receivables is expected in one year or less (or any in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

#### (d) Cash and cash equivalents

Cash and cash equivalents include cash at bank and on hand, deposits held at call with banks and other highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### (e) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 2 SUMMARY OF ACCOUNTING POLICIES *(Continued)*

### 2.5 Other accounting policies *(Continued)*

#### (f) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### (g) Finance income

Finance income on financial assets at amortised cost calculated using the effective interest method is recognised in profit or loss as part of finance income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

#### (h) Earnings per share

##### *(i) Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

##### *(ii) Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic losses per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign exchange risk and interest rate risk). The Group has in place controls to manage these risks to an acceptable level without affecting its business. Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group's overall risk management function focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

The Group sets financial risk management policies in accordance with policies and procedures approved by the Board of Directors. The Board of Directors identifies and evaluates any financial risks in close co-operation with the Group's operating units and provides written principles for overall risk management.

Financial risk management of the Group is carried out by the finance department of the Group. The finance department undertakes regular reviews of risk management controls and procedures which are reported to the management.

#### (a) Credit risk

Credit risk of the Group mainly arises from its trade receivables, other receivables and cash and cash equivalents.

The Group has policies in place to ensure that sales on credit terms are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. Majority of the sales proceeds of the tungsten concentrate are collectible within a few days after delivery with the remaining balance on credit terms within 15 days from the issuance of final billing statement to the customers. Normally the Group does not require collaterals from trade debtors. All the bank balances of the Group are held in reputable bank with sound creditability and other receivables are only made with counterparties with an appropriate credit history. The Group performs periodic credit evaluations of its counterparties.

#### *Expected credit loss ("ECL") of trade receivables*

For trade receivables, the Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision. The credit loss for trade receivables is assessed with similar risk characteristics on a pool basis mainly based on external credit rating information and consideration of current and future economic conditions.

For trade receivables relating to accounts in which there are objective evidence that the debtor faces significant financial difficulties or significant doubt on the collectability, they are assessed individually for impairment allowance.

No loss allowances were provided on trade receivables as the directors are of the opinion that the risk of default by the counterparty is not significant, taking into account forward-looking information on macroeconomics factors.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT *(Continued)*

### 3.1 Financial risk factors *(Continued)*

#### (a) Credit risk *(Continued)*

##### *ECL of financial assets at amortised cost other than trade receivables*

Impairment on financial assets at amortised cost other than trade receivables are measured using three-stages general approach ECL assessment, the Group assesses whether their credit risk has increased significantly since their initial recognition, and applies a three-stage impairment model to calculate their impairment allowance and recognise their ECL, as follows:

- Stage 1: If the credit risk has not increased significantly since its initial recognition, the financial asset is included in stage 1.
- Stage 2: If the credit risk has increased significantly since its initial recognition but is not yet deemed to be credit impaired, the financial instrument is included in stage 2. The description of how the Group determines when a significant increase in credit risk has occurred is disclosed in the following section of “judgment of significant increase in credit risk”.
- Stage 3: If the financial instruments are credit-impaired, the financial instruments are included in stage 3. The definition of credit-impaired financial assets is disclosed in the following section of “the definition of credit-impaired assets”.

The Group considers the credit risk characteristics of different financial instruments when determining if there is significant increase in credit risk. For financial instruments with or without significant increase in credit risk, 12-month or lifetime expected credit losses are provided respectively.

The expected credit loss is the result of discounting the product of exposure at default, probabilities of default (“PD”) and loss given default (“LGD”).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT *(Continued)*

### 3.1 Financial risk factors *(Continued)*

#### (a) Credit risk *(Continued)*

##### *Cash and cash equivalents*

As at 31 December 2025 and 2024, all of the Group's cash at bank was placed with reputable banks with sound credit quality, no recent history of default and there was no increase in credit risk of these financial institutions. Accordingly, management does not expect that there would be any losses from non-performance by these financial institutions and the credit risk related to cash and cash equivalents was remote and no provision for allowance is made.

##### *Other receivables*

As at 31 December 2025 and 2024, all of the other receivables of the Group are considered at stage 1 in accordance with HKFRS 9 and there are no significant increase in credit risk of the counterparties. Accordingly, management considered that the exposure to loss arising from the non-performance by the counterparties were minimal and no provision for allowance is made.

##### *Amounts due from subsidiaries*

As at 31 December 2025 and 2024, the Company has assessed that the expected loss rate for amounts due from its subsidiaries were low as the Company did not expect there are significant difficulty for its subsidiaries to meet their obligations in the future. Thus the loss allowance is immaterial and no loss allowance provision for amounts due from subsidiaries was recognised for the years ended 31 December 2025 and 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.1 Financial risk factors (Continued)

#### (b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through facilities provided by banks as well as the provision of sufficient financial support by its shareholders.

The tables below analyze the Group's financial liabilities into relevant maturity groups based on the remaining period at the end of the reporting periods to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year HK\$'000	Between 1 and 2 years HK\$'000	Between 2 and 5 years HK\$'000	Total HK\$'000	Carrying amount HK\$'000
<b>At 31 December 2025</b>					
Trade payables	51,035	–	–	51,035	51,035
Amounts due to shareholders	5,231	–	–	5,231	5,231
Other payables (excluding employee benefit payables, mineral extraction tax payable, other tax payable and asset retirement obligation)	47,758	149,466	–	197,224	195,712
Borrowings	178,235	560,334	583,791	1,322,360	1,265,482
	<b>282,259</b>	<b>709,800</b>	<b>583,791</b>	<b>1,575,850</b>	<b>1,517,460</b>
<b>At 31 December 2024</b>					
Amounts due to shareholders	59,701	–	–	59,701	57,951
Other payables (excluding employee benefit payables and other tax payable and asset retirement obligation)	70,055	28,934	3,353	102,342	99,627
Borrowings	239,630	249,721	1,305,059	1,794,410	1,655,029
	369,386	278,655	1,308,412	1,956,453	1,812,607

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.1 Financial risk factors (Continued)

#### (c) Market risk

##### (i) Foreign exchange risk

The Group's foreign currency transactions are mainly denominated in Euro ("EUR"), RMB, United States dollar ("US\$") and Kazakhstan Tenge ("KZT"). Foreign exchange risk arises when future commercial transactions or recognised monetary assets or liabilities of a group entity are denominated in a currency other than its functional currency.

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and may enter into certain forward foreign exchange contracts, when necessary, to manage its exposure against EUR, RMB, US\$ and KZT and to mitigate the impact on exchange rate fluctuations. For the years ended 31 December 2025 and 2024, no forward foreign exchange contracts had been entered into by the Group.

As at 31 December 2025 and 2024, the Group's major monetary assets/liabilities are dominated in the following currencies, other than HK\$:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Monetary assets denominated in		
EUR	9,681	2,246
RMB	237,192	38,275
US\$	213,729	141
KZT	13,363	1,014
Monetary liabilities denominated in		
EUR	1,270,714	1,532,025
RMB	322,657	230,293
US\$	740	21,446
KZT	134,388	28,754

During the year ended 31 December 2024, the Group is primarily exposed to foreign exchange risk with respect to EUR, US\$ and RMB against HK\$, the functional currency of the Company, and EUR, US\$ and RMB against KZT, the functional currency of the subsidiary operates Boguty tungsten mine. During the year ended 31 December 2025, the Group is primarily exposed to foreign exchange risk with respect to EUR, US\$ and RMB against HK\$, the functional currency of the Company, and EUR, US\$ and KZT against RMB, the functional currency of the subsidiary operates Boguty tungsten mine.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.1 Financial risk factors (Continued)

#### (c) Market risk (Continued)

##### (i) Foreign exchange risk (Continued)

The net exposure of foreign exchange risk was listed below:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Net amounts of monetary assets denominated in the following currencies against HK\$		
EUR	538,044	62,415
RMB	6,631	15,558
US\$	304,662	216,078
Net amounts of monetary liabilities denominated in the following currencies against KZT		
EUR	N/A	(1,590,099)
RMB	N/A	(182,296)
US\$	N/A	(237,329)
Net amounts of monetary assets/(liabilities) denominated in the following currencies against RMB		
EUR	(1,796,342)	N/A
US\$	(92,101)	N/A
KZT	(125,767)	N/A

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT *(Continued)*

### 3.1 Financial risk factors *(Continued)*

#### (c) Market risk *(Continued)*

##### (i) Foreign exchange risk *(Continued)*

The sensitivity of profit or loss to changes in the exchange rates of foreign currencies against HK\$, KZT and RMB are as below.

	Decrease/(increase) on loss for the year ended 31 December	
	2025 HK\$'000	2024 HK\$'000
Exchange of the following currencies against HK\$:		
EUR – increase 10%	53,804	6,242
– decrease 10%	(53,804)	(6,242)
RMB – increase 5%	332	(778)
– decrease 5%	(332)	778
Exchange of the following currencies against KZT:		
EUR – increase 10%	N/A	(159,010)
– decrease 10%	N/A	159,010
US\$ – increase 10%	N/A	(23,733)
– decrease 10%	N/A	23,733
RMB – increase 10%	N/A	(18,230)
– decrease 10%	N/A	18,230
Exchange of the following currencies against RMB:		
EUR – increase 10%	(179,634)	N/A
– decrease 10%	179,634	N/A
US\$ – increase 5%	(4,605)	N/A
– decrease 5%	4,605	N/A
KZT – increase 10%	12,577	N/A
– decrease 10%	(12,577)	N/A

The fluctuation of the exchange rate of US\$ against HK\$ has insignificant impact on the financial performance of the Group as HK\$ exchange rate remains stable within a band against US\$ due to Hong Kong linked exchange rate system.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.1 Financial risk factors (Continued)

#### (c) Market risk (Continued)

##### (ii) Interest rate risk

The Group has no significant interest-bearing assets except for cash and cash equivalents, details of which have been disclosed in Note 18.

Borrowings carried at floating rates expose the Group to cash flow interest rate risk whereas those carried at fixed rates expose the Group to fair value interest rate risk. The exposure of the Group's borrowings to interest rate changes of the borrowings at the end of each reporting period are as follows:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Variable rate borrowings	1,066,261	1,147,303
Fixed rate borrowings – maturity dates:		
Less than 1 year	67,042	184,643
1 – 5 years	132,179	323,083
	<b>1,265,482</b>	1,655,029

During the years ended 31 December 2025 and 2024, the interest rate of borrowings with floating rate be increased/decreased by 50 basis points with all other factors remain unchanged and without taking into account interest capitalization, the finance costs of the Group would be increased/decreased by approximately HK\$5,331,000 and HK\$5,997,000, respectively.

The Group closely monitors trend of interest rate and its impact on the Group's interest rate risk exposure. The Group currently has not used any interest rate swap arrangements but will consider hedging interest rate risk should the need arise.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 3 FINANCIAL RISK MANAGEMENT (Continued)

### 3.2 Capital risk management

The Group's main objective when managing capital is to maximize shareholders' returns and at the same time conduct its business within prudent guidelines. Management strives to maintain an optimal capital structure so as to maximize shareholder value. To achieve this, the Group may adjust the amount of dividend payment, issuance of new shares and new debt as well as obtain financial support from its immediate holding companies.

The Group also monitors capital on the basis of gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as lease liabilities, borrowings and amounts due to shareholders less cash and cash equivalents. Total capital is calculated as "Total equity/(deficit)", as shown in the consolidated statements of financial position plus net debt.

As at 31 December 2025 and 2024, the gearing ratio was as follows:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Borrowings	<b>1,265,482</b>	1,655,029
Amounts due to shareholders	<b>5,231</b>	57,951
Less: Cash and cash equivalents	<b>(1,024,511)</b>	(41,440)
Net debt	<b>246,202</b>	1,671,540
Total equity/(deficit)	<b>1,606,258</b>	(13,087)
Total capital	<b>1,852,460</b>	1,658,453
Gearing ratio	<b>13%</b>	101%

The decrease in the gearing ratio as at 31 December 2025 was primarily due to the change in the capital structure upon completion of the issuance of new ordinary shares pursuant to the IPO on 28 August 2025.

### 3.3 Fair value estimation

As at 31 December 2025 and 2024, the Group did not have any financial instruments that are measured at fair value in the consolidated statement of financial position.

The directors of the Company consider that, except for the borrowings (Note 21), the carrying amounts of financial assets and liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values due to their short maturity.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Group makes estimates, judgments and assumptions concerning the future. The resulting accounting estimates and judgments will, by definition, seldom equal the related actual results. The estimates, judgments and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out below.

### (a) Provisions for asset retirement obligations

Asset retirement obligations which meet the criteria of provisions are recognised as provisions and the amount recognised is the present value of the estimated future expenditure relating to the rehabilitation, restoration and dismantling of areas disturbed during the mine's operations up to the reporting date but not yet rehabilitated. The estimated future expenditures include the cost of recontouring, top soiling and revegetation to meet legislative requirements and are determined in accordance with assets conditions and legal requirements.

Uncertainty exists as to the amount of asset retirement obligations that will be incurred due to the impact of changes in environmental legislation, and many other factors, including future developments, changes in technology, price increases and changes in interest rates.

### (b) Income tax

The Group is subject to income taxes in different tax jurisdiction. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

## 5 SEGMENT INFORMATION AND REVENUE

The Group is principally engaged in the exploration, development and mining of tungsten concentrate in Kazakhstan. CODM reviews the operating results of the business as one operating segment to make decisions about resources to be allocated as the Group currently focus on the operation of its Boguty tungsten mine. Therefore, the CODM regards that there is only one segment which is used to make strategic decisions.

The Group's non-current assets were primarily located in Kazakhstan and therefore no geographical information is presented.

The Group recognised the following revenue:

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
Sales of tungsten concentrate – recognised at a point in time	<b>1,063,048</b>	–

For the year ended 31 December 2025, all of the Group's revenue were derived from transactions with one single customer.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 6 EXPENSES BY NATURE

	Year ended 31 December	
	2025 HK\$'000	2024 HK\$'000
Consumables costs	129,136	–
Outsourcing mining services costs	124,596	–
Employee benefit expenses (including directors' emoluments) (Note 8)	104,666	39,542
Mineral extraction tax (note)	87,213	–
Depreciation (Note 13)	74,638	1,845
Changes in finished goods and work in progress	(9,399)	–
Energy costs	45,535	–
Other taxes	27,756	–
Listing expenses	21,532	11,535
Transportation and delivery cost	18,562	–
Legal and professional fees	5,158	3,412
Travelling and business conference expenses	3,709	3,266
Insurance expenses	3,040	3,193
Auditors' remuneration		
– Audit and audit-related services	2,932	738
– Non-audit services	512	–
Contribution to local community	496	3,079
Amortisation (Note 14)	208	–
Others	17,401	9,330
Total cost of sales, administrative expenses and selling and distribution expenses	657,691	75,940

Note: The applicable mineral extraction tax rate is 7.8% and based on the weighted average price per tonne of tungsten in the form of scheelite concentrate.

## 7 OTHER GAINS/(LOSSES), NET

	Year ended 31 December	
	2025 HK\$'000	2024 HK\$'000
Foreign exchange gains/(losses), net (note 9)	7,031	(84,813)
Donation	(3,000)	–
Others	274	1,064
	4,305	(83,749)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
Wages, salaries and bonuses	86,000	31,208
Staff welfare expenses	9,913	4,195
Pensions ( <i>note (a)</i> )	3,146	1,306
Other social security costs, housing benefits	5,607	2,833
	<b>104,666</b>	39,542

### (a) Pensions – defined contribution plans

The Group provides retirement benefits to all eligible Hong Kong employees under the Mandatory Provident Fund (“MPF Scheme”). Under the MPF Scheme, the Group and its employees make monthly contributions to the MPF Scheme at 5% of the employees’ salaries as defined under the Mandatory Provident Fund legislation, subject to a maximum of HK\$1,500 per month. The MPF Scheme is administered by an independent trustee and its assets are held separately from those of the Group.

In accordance with the legal requirements of Kazakhstan, the Group withholds pension contribution from employees’ salary and transfers them to the Unified Accumulative Pension Fund. Upon retirement of employees, all pension payments are administered by Unified Accumulative Pension Fund.

As stipulated by rules and regulations in the People’s Republic of China (“PRC”), the Group contributes to state-sponsored retirement schemes for its employees in the Chinese Mainland. Employees make monthly contributions to the scheme’s certain percentage of the relevant income (comprising wages, salaries, allowances and bonus, and subject to maximum caps), while the Group also contributes certain percentage of such relevant income, subject to certain ceiling and has no further obligations for the actual payment of post-retirement benefits beyond the contributions. The state-sponsored retirement schemes are responsible for the entire post-retirement benefit obligations payable to the retired employees.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group including 1 director for each of the years ended 31 December 2025 and 2024 whose emoluments are reflected in the analysis shown in Note (c) below.

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
Salaries, wages, and bonuses	4,493	4,088
Pension	398	382
Other social security costs, housing benefits	269	272
	5,160	4,742

The remunerations of the four highest paid non-director individuals fell within the following bands for the years ended 31 December 2025 and 2024:

	Number of individuals	
	Year ended 31 December 2025	2024
Emolument bands		
HK\$1,000,001 – HK\$1,500,000	4	4

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

### (c) Directors' emoluments

The emoluments of each director of the Company during the for the years ended 31 December 2025 and 2024 are as follows:

	Fees HK\$'000	Salary, allowances and benefits in kind HK\$'000	Discretionary bonus HK\$'000	Contributions to retirement benefits scheme HK\$'000	Others emoluments HK\$'000	Total HK\$'000
<b>Year ended 31 December 2025</b>						
<i>Chairman of the Board and</i>						
<i>Executive Director</i>						
Liu Liqiang	-	2	-	18	632	652
<i>Executive Director</i>						
Qiu Huaizhi	-	588	-	29	7	624
Xie Wenbo (vii)	-	50	14	10	5	79
<i>Non-executive Directors</i>						
Zha Keping (iv)	-	-	-	-	-	-
Lian Jie (ii)	-	-	-	-	-	-
Chen Keqin (iii)	-	-	-	-	-	-
Wang Zhongwei (vi)	-	717	764	153	58	1,692
Gong Yunfan (v)	-	-	-	-	-	-
<i>Independent Non-executive Directors (i)</i>						
Zhu Guoshan	60	-	-	-	-	60
Wang Jianfeng	60	-	-	-	-	60
Wong Hok Bun Mario	60	-	-	-	-	60
	180	1,357	778	210	702	3,227

### Year ended 31 December 2024

*Chairman of the Board and*

*Executive Director*

Liu Liqiang	-	2	-	18	630	650
<i>Executive Director</i>						
Wang Zhongwei	-	697	646	122	47	1,512
Qiu Huaizhi	-	552	-	30	140	722
<i>Non-executive Directors</i>						
Zha Keping	-	-	-	-	-	-
Lian Jie (ii)	-	-	-	-	-	-
	-	1,251	646	170	817	2,884

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

### (c) Directors' emoluments (Continued)

Salaries paid to a director is generally emoluments paid or receivable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiary undertakings. Allowance and benefits includes housing allowances and other benefits.

- (i) The independent non-executive directors of the Company were appointed on 27 August 2025.
- (ii) Lian Jie resigned as non-executive director of the Company on 23 September 2025.
- (iii) Chen Keqin was appointed as non-executive director of the Company on 23 September 2025.
- (iv) Zha Keping resigned as non-executive director of the Company on 31 December 2025.
- (v) Gong Yunfan was appointed as non-executive director of the Company on 31 December 2025.
- (vi) Wang Zhongwei was resigned as the chief executive officer of the Company and re-designated from executive director to non-executive director of the Company on 31 December 2025.
- (vii) Xie Wenbo was appointed as executive director and chief executive officer of the Company on 31 December 2025.

### (d) Directors' retirement and termination benefits

None of the directors received or will receive any retirement and termination benefits for the years ended 31 December 2025 and 2024.

### (e) Consideration provided to third parties for making available directors' services.

For the years ended 31 December 2025 and 2024, no consideration was provided to or receivable by any third parties for making available directors' services.

### (f) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors.

No other loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled bodies corporate by and connected entities with such directors for the years ended 31 December 2025 and 2024.

### (g) Directors' material interests in transactions, arrangements or contracts.

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted for the years ended 31 December 2025 and 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 9 FINANCE COSTS, NET

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
<b>Finance income:</b>		
Interest income on deposits in financial institutions	9,408	78
<b>Finance costs:</b>		
Interest expenses	(68,603)	(86,722)
Unwinding of discount	(2,014)	(2,269)
Foreign exchange losses, net	(89,826)	(107,771)
	(160,443)	(196,762)
Less: Amount capitalized ( <i>note</i> )	106,691	179,844
	(53,752)	(16,918)
<b>Finance costs, net</b>	<b>(44,344)</b>	<b>(16,840)</b>

*Note:* During the years ended 31 December 2025 and 2024, interest expenses and foreign exchange losses of approximately HK\$106,691,000 and HK\$179,844,000, respectively were capitalized into property, plant and equipment in relation to the borrowings specifically financed for the construction of mining assets of the Group.

During the year ended 31 December 2025, the construction of the mining assets of the Group was substantially completed and ready for their intended use. Accordingly, no further capitalization of interest expenses and foreign exchange in relation of the assets that completed construction.

## 10 INCOME TAX EXPENSE

Income tax is recognised based on management's best knowledge of the income tax rates expected for the financial year. Income tax recognised for the years ended 31 December 2025 and 2024 is as follows:

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
<b>Current income tax</b>		
– Hong Kong profit tax	–	–
– Overseas income tax	21,477	–
Deferred income tax	29,488	–
Income tax expense	50,965	–

### (i) Hong Kong income tax

The Company was incorporated in Hong Kong and is subject to Hong Kong profit tax at an applicable rate of 16.5% during the years ended 31 December 2025 and 2024. No Hong Kong profit tax has been provided as the Company did not have any estimated assessable profit for the year (2024: Nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 10 INCOME TAX EXPENSE (Continued)

### (ii) Kazakhstan income tax

The subsidiaries in Kazakhstan are subject to Kazakhstan profits tax at an applicable rate of 20% during the years ended 31 December 2025 and 2024.

### (iii) PRC corporate income tax

The subsidiary established in the Chinese Mainland is subject to PRC corporate income tax at an applicable rate of 25% during the years ended 31 December 2025 and 2024.

### (iv) Luxembourg corporate income tax

The subsidiary established in Luxembourg is subject to the general Luxembourg corporate income tax at an applicable rate of 15% during the years ended 31 December 2025 and 2024.

The income tax on the Group's profit/(loss) before income tax differs from the theoretical amount that would arise using the income tax rate in Hong Kong as follows:

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
Profit/(loss) before income tax	365,318	(176,529)
Tax calculated at a tax rate of 16.5%	60,277	(29,127)
Effect of different tax rates of subsidiaries operating in other jurisdictions	13,785	(3,970)
Expenses not deductible for tax purposes	795	2,529
Income not subject to tax	(6,597)	–
Deferred income tax assets on taxable losses not recognised	12,950	30,568
Recognition and utilization of tax losses previously not recognised	(30,245)	–
Income tax expense	50,965	–

As at 31 December 2025 and 2024, the Group had the following unutilized tax losses available for offsetting against future profits of which no deferred income tax assets were recognised. The expiry period of these tax losses are as follows:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Within 5 years	–	23,653
Within 10 years	1,798	191,882
No expiry date	339,517	261,279
	341,315	476,814

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 11 EARNINGS/(LOSSES) PER SHARE

### (a) Basic earnings/(losses) per share

Basic earnings/(losses) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the years ended 31 December 2025 and 2024 (note):

		Year ended 31 December	
		2025	2024
Earnings/(losses) attributable to the equity holders of the Company	<i>HK\$'000</i>	<b>305,120</b>	(172,970)
Weighted average number of ordinary shares outstanding ( <i>note</i> )	<i>Thousand shares</i>	<b>372,441</b>	329,420
Basic earnings/(losses) per share	<i>HK\$ cents</i>	<b>82</b>	(53)

*Note:* Pursuant to a written resolution of shareholders on 15 August 2025, each ordinary share in issue of the Company be sub-divided into 28,000 ordinary shares immediately before the completion of the Listing (the "Share Subdivision"). Immediately following the Share Subdivision, the Company's number of ordinary shares in issue changed from 11,765 to 329,420,000. The weighted average number of ordinary share for the purposes of basic earnings/(losses) per share for the years ended 31 December 2025 and 2024 has been retrospectively adjusted for the effect of the Share Subdivision.

### (b) Diluted earnings/(losses) per share

Diluted earnings/(losses) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

There are no potential dilutive ordinary shares, and the diluted earnings/(losses) per share are equal to the basic earnings/(losses) per share.

## 12 DIVIDENDS

No dividend has been paid or declared by the Company during the years ended 31 December 2025 and 2024.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 13 PROPERTY, PLANT AND EQUIPMENT

	Buildings and infrastructures HK\$'000	Mining development assets HK\$'000	Machinery HK\$'000	Motor vehicles, computers and office equipment HK\$'000	Construction in progress HK\$'000	Total HK\$'000
<b>At 1 January 2024</b>						
Cost	10,418	94,405	–	7,970	891,473	1,004,266
Accumulated depreciation	(637)	–	–	(1,936)	–	(2,573)
Net book amount	9,781	94,405	–	6,034	891,473	1,001,693
<b>Year ended 31 December 2024</b>						
Opening net book amount	9,781	94,405	–	6,034	891,473	1,001,693
Additions	509	2,594	–	849	715,237	719,189
Depreciation ( <i>Note 6</i> )	(644)	–	–	(1,201)	–	(1,845)
Currency translation differences	(1,332)	(13,279)	–	(763)	(208,911)	(224,285)
Closing net book amount	8,314	83,720	–	4,919	1,397,799	1,494,752
<b>At 31 December 2024</b>						
Cost	9,438	83,720	–	7,696	1,397,799	1,498,653
Accumulated depreciation	(1,124)	–	–	(2,777)	–	(3,901)
Net book amount	8,314	83,720	–	4,919	1,397,799	1,494,752
<b>Year ended 31 December 2025</b>						
Opening net book amount	8,314	83,720	–	4,919	1,397,799	1,494,752
Additions	114,070	1,541	59,079	9,602	238,245	422,537
Transfer upon completion of construction	1,321,012	24,067	224,586	1,222	(1,570,887)	–
Depreciation ( <i>Note 6</i> )	(60,107)	(2,613)	(9,877)	(2,041)	–	(74,638)
Written-off	–	–	–	(500)	–	(500)
Currency translation differences	37,691	3,944	7,497	510	32,949	82,591
Closing net book amount	1,420,980	110,659	281,285	13,712	98,106	1,924,742
<b>At 31 December 2025</b>						
Cost	1,483,884	113,342	291,427	18,666	98,106	2,005,425
Accumulated depreciation	(62,904)	(2,683)	(10,142)	(4,954)	–	(80,683)
Net book amount	1,420,980	110,659	281,285	13,712	98,106	1,924,742

*Notes:*

- (a) During the year ended 31 December 2025, the Group substantially completed the construction of the mining infrastructure of the Boguty tungsten mine in Kazakhstan.
- (b) During the year ended 31 December 2024, all depreciation charges of HK\$1,845,000 were included in administrative expenses. During the year ended 31 December 2025, depreciation charges of HK\$2,111,000, nil and HK\$72,527,000 were included in administrative expenses, selling expenses and cost of sales, respectively.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 14 SUBSURFACE USE RIGHTS

	Year ended 31 December	
	2025 HK\$'000	2024 HK\$'000
<b>At 1 January</b>		
Cost	10,075	11,683
Accumulated amortisation	–	–
Net book amount	10,075	11,683
<b>Year ended 31 December</b>		
Opening net book amount	10,075	11,683
Amortisation ( <i>Note 6</i> )	(208)	–
Currency translation differences	476	(1,608)
Closing net book amount	10,343	10,075
<b>At 31 December</b>		
Cost	10,557	10,075
Accumulated amortisation	(214)	–
Net book amount	10,343	10,075

## 15 INVENTORIES

	As at 31 December	
	2025 HK\$'000	2024 HK\$'000
Finished goods	20,476	–
Raw materials, consumables and spare parts	106,927	5,367
Work in progress	–	7,574
	127,403	12,941

The cost of inventories amounting to approximately HK\$528,456,000 was included in cost of sales during the year ended 31 December 2025.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 16 TRADE RECEIVABLES

The Group's sales of tungsten concentrate are collectible by two instalments of which approximately 70% of the sales amount are generally collectible within a few days after start of delivery and the remaining balance is collectible within 15 days from the issuance of final bills to the customers.

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Due from a customer – ageing within 6 months based on recognition date	163,714	–

The carrying amounts of trade receivables approximate their fair values and are denominated in RMB.

No impairment loss has been recognised as the expected credit loss is considered minimal as at 31 December 2025 (Note 3.1(a)).

## 17 PREPAYMENTS AND OTHER ASSETS

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
<b>Prepayments and other assets</b>		
<i>Included in non-current assets:</i>		
Prepayments to contractors and suppliers	3,353	116,758
Deductible value-added tax	243,238	149,276
Restricted deposit	2,655	1,748
Others	408	346
	<b>249,654</b>	268,128
<i>Included in current assets:</i>		
Deferred listing expenses	–	9,642
Prepayments to suppliers	16,234	19,451
Prepaid insurance fees	1,326	1,447
Deductible value-added tax	9,146	161
Others	2,923	6,143
	<b>29,629</b>	36,844
	<b>279,283</b>	304,972

The carrying amounts of other receivables as at 31 December 2025 and 2024 approximate their fair values.

Other receivables were unsecured, interest-free with no fixed term of repayments.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 18 CASH AND CASH EQUIVALENTS

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Cash at bank and in hand	78,524	41,440
Time deposits with original maturities less than three months ( <i>note</i> )	945,987	–
	<b>1,024,511</b>	41,440
Denominated in:		
HK\$	714,269	10
US\$	213,730	141
RMB	73,468	38,029
KZT	13,363	1,014
EUR	9,681	2,246
	<b>1,024,511</b>	41,440

*Note:* The effective interest rate of the time deposits with original maturities within three months of the Company for the year ended 31 December 2025 is 2.75%.

## 19 SHARE CAPITAL

	Number of ordinary shares	Share capital HK\$'000
<b>Issued and fully paid</b>		
As at 1 January 2024 and 31 December 2024	11,765	465,653
Effect of share subdivision ( <i>note ii</i> )	329,408,235	–
Issuance of new shares pursuant to the IPO, net of underwriting commissions and other issuance costs ( <i>Note iii</i> )	126,280,000	1,313,170
<b>As at 31 December 2025</b>	<b>455,700,000</b>	<b>1,778,823</b>

*Notes:*

- (i) Pursuant to a written resolution of shareholders on 24 January 2024, the issued share capital of the Company of HK\$10,000 and RMB395,588,000 was converted and redenominated into HK\$465,653,000.
- (ii) Pursuant to a written resolution of shareholders on 15 August 2025, each ordinary share in issue of the Company be sub-divided into 28,000 ordinary shares immediately before the completion of the IPO. Immediately following the Share Subdivision, the Company's number of Shares in issue was changed from 11,765 to 329,420,000.
- (iii) On 28 August 2025, upon the Listing on the Stock Exchange, the Company issued 109,808,800 new ordinary shares at HK\$10.92 per share. On 2 September 2025, the over-allotment option was exercised and the Company issued 16,471,200 new ordinary shares at HK\$10.92 per share. The gross proceeds of the issuance of new shares amounted to HK\$1,379,000,000 was recognised as share capital after net off the underwriting commission and other issuance costs of HK\$65,808,000.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 20 OTHER PAYABLES AND ACCRUALS

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Construction payables	169,100	85,545
Asset retirement obligation	14,946	13,291
Mineral extraction tax payables	48,948	1,098
Other taxes payables	5,088	8,145
Listing expense payables	5,120	10,058
Employee benefit payables	6,531	11,012
Other accruals	21,492	4,023
	<b>271,225</b>	133,172
Non-current portion	162,900	46,708
Current portion	108,325	86,464
	<b>271,225</b>	133,172

The carrying amounts of other payables and accruals as at 31 December 2025 and 2024 approximate to their fair values.

## 21 BORROWINGS

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Non-current		
– Euro bank loan ( <i>Note (a)</i> )	1,119,439	1,470,386
Current		
– Euro bank loan – current portion ( <i>Note (a)</i> )	146,043	47,408
– Secured RMB bank loan ( <i>Note (b)</i> )	–	31,170
– Unsecured RMB bank loan ( <i>Note (c)</i> )	–	106,065
	<b>146,043</b>	184,643
	<b>1,265,482</b>	1,655,029

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31 DECEMBER 2025

### 21 BORROWINGS (Continued)

#### (a) Euro bank loan

In September 2020, the Company entered into a loan agreement with a bank for a loan facility of EUR188 million for the purpose of financing the costs related to the construction of the Boguty tungsten mine. The draw down period of the loan facility is 2 years from date of the first drawn down, i.e. November 2020. The borrowings carried a fixed interest rate of 1% per annum and an upfront arrangement fee of 1.1% on the amount of loan facility.

Every single drawn down of the borrowings is repayable semi-annually by equal installment, starting from 4th year after the respective dates of drawn down and end of 8th year from the date of first drawn down.

On 14 February 2023, the Group entered into a supplemental agreement with the bank to extend the draw down period in respect of the unused facility to November 2023. Any loan drawn down under the supplemental agreement carries a floating rate of Euro short-term rate plus 110 basis point per annum and the other terms remained the same as the original loan agreement.

Jiangxi Copper Corporation Limited, the parent company of a shareholder of the Company, (“Jiangxi Copper”) provided a corporate guarantee to the Company against this outstanding loan balances and the guarantee was released during the year ended 31 December 2025. Details of the guarantee of this loan is disclosed in note 21(d).

In December 2025, the Company entered into a 3-year loan agreement with a bank for a loan facility of RMB1,200 million (“RMB Long-term loan”) for the purpose to replace this euro bank loan. Prior to the date of the approval of the consolidated financial statements, the Group fully repaid the euro bank loan through internal resource and drawdown of RMB883 million under the RMB Long-term loan.

#### (b) Secured bank loan – RMB

In April 2024, the Company entered into a loan agreement with a bank for a loan facility of RMB92 million to finance the Group’s operating activities. According to the loan agreement, the draw down period of the loan facility is 2 years from 15 April 2024. The repayment terms and interest rate will be individually agreed upon each draw-down.

Jiangxi Copper provided a corporate guarantee to the Company against this outstanding loan balances and the guarantee was released during the year ended 31 December 2025. Details of the guarantee of this loan is disclosed in note 21(d).

#### (c) Unsecured bank loan – RMB

The Company entered into another loan agreement with a bank for a loan facility of RMB150 million to support the Group’s construction and operating activities in April 2024. According to the loan agreement, the draw down period of the loan facility is 1 year from 17 April 2024. The repayment terms and interest rate will be individually agreed upon each draw-down. This loan facility is unsecured.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 21 BORROWINGS (Continued)

### (d) Guarantee

Jiangxi Copper provided a corporate guarantee to the Company against the outstanding loan balances of the Euro bank loan and Secured RMB bank loan, and a guarantee fee of 0.57% per annum on the guaranteed amount is payable to Jiangxi Copper. At the same time, Ever Trillion International Limited ("Ever Trillion"), a shareholder of the Company, provided a counter-guarantee to Jiangxi Copper by providing a charge of its shares in the Company to Jiangxi Copper Corporation Limited. CRCC International Investment Group Limited and CCECC (H.K.) Limited also provided a counter-guarantee to Jiangxi Copper Corporation Limited to the extent of their equity holding in the Company, in respect of the corporate guarantee provided by Jiangxi Copper.

The guarantee provided by Jiangxi Copper was released during the year ended 31 December 2025.

The Group's borrowings were repayable as follows:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Within 1 year	<b>146,043</b>	184,643
Between 1 and 2 years	<b>538,183</b>	201,599
Between 2 and 5 years	<b>581,256</b>	1,268,787
	<b>1,265,482</b>	1,655,029

## 22 TRADE PAYABLES

The credit periods granted by suppliers generally within 6 months.

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Trade payables denominated in:		
RMB	<b>31,546</b>	–
Tenge	<b>19,489</b>	–
	<b>51,035</b>	–

The carrying amounts of trade payables approximate their fair values.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 22 TRADE PAYABLES (Continued)

As at 31 December 2025 and 2024, the ageing analysis of the trade payables based on recognition date is as follows:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Up to 6 months	50,936	–
6 months to 1 year	99	–
	<b>51,035</b>	–

## 23 RECEIPT IN ADVANCE

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
– Related parties (note 28(b))	163,886	31,783
– Third parties	117,970	–
	<b>281,856</b>	31,783

Receipt in advance of the Group primarily represented advance payments received from customers for sales of tungsten concentrate while the underlying products are yet to be delivered. No revenue was recognised during year ended 31 December 2025 that was included in the receipt in advance balance at the beginning of the year.

## 24 FINANCIAL INSTRUMENTS BY CATEGORY

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
<b>Financial assets – at amortised cost</b>		
Trade receivables	163,714	–
Cash and cash equivalents	1,024,511	41,440
Other receivables	3,887	668
	<b>1,192,112</b>	42,108
<b>Financial liabilities – at amortised cost</b>		
Trade payables	51,035	–
Amounts due to shareholders	5,231	57,951
Borrowings	1,265,482	1,655,029
Other payables and accruals (excluding employee benefit payables, mineral extraction tax payables, other tax payable and asset retirement obligation)	195,712	99,627
	<b>1,517,460</b>	1,812,607

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 25 DEFERRED INCOME TAX

Deferred income taxes are calculated in full on temporary differences under the liability method using the tax rates which are expected to apply at the time of reversal of the temporary differences.

Deferred income tax assets and liabilities are analyzed as follows:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Deferred income tax assets:		
– to be recovered after more than 12 months	5,599	5,241
Deferred tax assets and liabilities that have been offset in the statement of financial position	(4,107)	(5,241)
<b>Net deferred income tax assets</b>	<b>1,492</b>	–
Deferred income tax liabilities:		
– to be recovered after more than 12 months	(35,921)	(5,241)
Deferred tax assets and liabilities that have been offset in the statement of financial position	4,107	5,241
<b>Net deferred income tax liabilities</b>	<b>(31,814)</b>	–

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 25 DEFERRED INCOME TAX (Continued)

The movements of the deferred income tax assets are as follows:

	Accruals HK\$'000	Difference on tax depreciation and book value of property, plant and equipment HK\$'000	Unrealised profits on inventories HK\$'000	Tax losses HK\$'000	Total HK\$'000
At 1 January 2024	2,655	–	–	1,730	4,385
Deferred tax credited to profit or loss	514	–	–	503	1,017
Currency translation differences	(97)	–	–	(64)	(161)
At 31 December 2024	3,072	–	–	2,169	5,241
Deferred tax credited to profit or loss	47	916	872	(1,338)	497
Currency translation differences	(197)	269	–	(211)	(139)
At 31 December 2025	2,922	1,185	872	620	5,599

The movements of the deferred income tax liabilities are as follows:

	Difference on tax base and book value of property, plant and equipment HK\$'000	Long-term payables HK\$'000	Total HK\$'000
At 1 January 2024	(2,775)	(1,610)	(4,385)
Deferred tax charged to profit or loss	(1,400)	382	(1,018)
Currency translation differences	106	56	162
At 31 December 2024	(4,069)	(1,172)	(5,241)
Deferred tax charged to profit or loss	(31,043)	1,058	(29,985)
Currency translation differences	(809)	114	(695)
At 31 December 2025	(35,921)	–	(35,921)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 26 CASH FLOW INFORMATION

### (a) Cash flows from operating activities

	Year ended 31 December	
	2025 HK\$'000	2024 HK\$'000
Profit/(loss) before income tax	365,318	(176,529)
Adjustments for:		
– Depreciation of property, plant and equipment ( <i>Note 13</i> )	74,638	1,845
– Amortisation of intangible assets ( <i>Note 14</i> )	208	–
– Interest income	(9,408)	(78)
– Interest expenses	53,752	16,918
– Foreign exchange (gains)/losses	(7,031)	84,813
– Write-off of property, plant and equipment	500	–
Changes in working capital:		
– Trade receivables	(163,714)	–
– Prepayments, other receivables and other assets	(77,184)	(21,291)
– Trade payables	51,013	–
– Other payables and accruals	86,663	12,326
– Increase in receipt in advance	250,073	31,783
– Increase in inventories	(114,461)	(12,941)
Cash generated from/(used in) in operations	510,367	(63,154)

### (b) Reconciliation of liabilities arising from financing activities

	Amounts due to shareholders HK\$'000	Borrowings HK\$'000	Interest payable for borrowings HK\$'000	Total HK\$'000
<b>At 1 January 2024</b>	32,268	1,619,933	1,698	1,653,899
Cash flows – principal	15,568	138,369	–	153,937
Cash flows – interest	–	–	(62,907)	(62,907)
Non-cash	10,115	(103,273)	62,796	(30,362)
<b>At 31 December 2024</b>	57,951	1,655,029	1,587	1,714,567
Cash flows – principal	(61,344)	(590,052)	–	(651,396)
Cash flows – interest	(3,250)	–	(51,741)	(54,991)
Non-cash	11,874	200,505	51,108	263,487
<b>At 31 December 2025</b>	5,231	1,265,482	954	1,271,667

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 26 CASH FLOW INFORMATION (Continued)

### (c) Reconciliation of the cash flow related to purchases of property, plant and equipment and subsurface use rights

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
<i>Additions to:</i>		
Property, plant and equipment (Note 13)	422,537	719,189
<i>Adjustments for:</i>		
Decrease in prepayment to contractors and relevant tax prepayment	(113,404)	(86,826)
Increase in construction payables	(83,726)	(20,889)
Capitalization of interest expenses	(106,691)	(179,691)
Discounting of construction payables	171	15,307
	<b>118,887</b>	<b>447,090</b>

(d) Cash outflow for short-term lease payments during the years ended 31 December 2025 and 2024 was approximately HK\$494,000 and HK\$898,000, respectively.

## 27 COMMITMENTS

### (a) Capital expenditures for property, plant and equipment

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Contracts had been entered into but not brought into the consolidated financial statements	55,214	336,736

### (b) Short-term lease commitments

The Group has short-term lease commitments related to its non-cancellable short-term leases for offices. The future aggregate minimum lease payments under these short-term leases not recognised in lease liabilities are as follows:

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Not later than 1 year	508	414

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 28 RELATED PARTY TRANSACTIONS

The following is a summary of significant related party transactions entered into in the ordinary course of business between the Group and its related parties and the balances arising from related party transactions in addition to the related party information shown elsewhere in the consolidated financial statements:

### (a) Names and relationships with related parties

The following companies are significant related parties of the Group that had transactions and/or balances with the Group for the years ended 31 December 2025 and 2024.

Name of related parties	Relationship
Liu Liqiang	Director of the Company
Liu Zijia	A beneficiary shareholder of the Company
Jiangxi Copper (Hong Kong) Investment Company Limited ("江西銅業(香港)投資有限公司")	A shareholder of the Company
Ever Trillion International Limited ("恒兆國際有限公司")	A shareholder of the Company
CCECC (H.K.) Limited ("中土工程(香港)有限公司")	A shareholder of the Company
CRCC International Investment Group Limited ("中國鐵建國際投資集團有限公司")	A shareholder of the Company
Jiangxi Copper Corporation Limited ("江西銅業集團有限公司")	The parent company of Jiangxi Copper (Hong Kong) Investment Company Limited, a shareholder of the Company
China Civil Engineering Construction Corporation ("中國土木工程集團有限公司")	The parent company of CCECC (H.K.) Limited, a shareholder of the Company
Zhuhai Huayue investment Company ("珠海市華粵投資有限公司")	An entity jointly controlled by certain directors of the Company
Jiangxi Copper Group Geological Prospecting Engineering Corporation Limited ("江西銅業集團地勘工程有限公司")	A fellow subsidiary of Jiangxi Copper (Hong Kong) Investment Company Limited, a shareholder of the Company
Jiangxi Copper Construction Supervision Consulting Corporation Limited ("江西銅業建設監理諮詢有限公司")	A fellow subsidiary of Jiangxi Copper (Hong Kong) Investment Company Limited, a shareholder of the Company
Jiangxi Copper Group (Lead Mountain) Beneficiation Chemicals Corporation Limited ("江西銅業集團(鉛山)選礦藥劑有限公司")	A fellow subsidiary of Jiangxi Copper (Hong Kong) Investment Company Limited, a shareholder of the Company
Jiangxi Copper Group (Dexing) Foundry Corporation Limited ("江西銅業集團(德興)鑄造有限公司")	A fellow subsidiary of Jiangxi Copper (Hong Kong) Investment Company Limited, a shareholder of the Company
Jiangxi Copper Group (Dexing) Protective Products Co., Ltd. ("江西銅業集團(德興)防護用品有限公司")	A fellow subsidiary of Jiangxi Copper (Hong Kong) Investment Company Limited, a shareholder of the Company
Jiangxi Copper Group (Yanshan) Plastic Co., Ltd. ("江西銅業集團(鉛山)塑業有限公司")	A fellow subsidiary of Jiangxi Copper (Hong Kong) Investment Company Limited, a shareholder of the Company
Jiangxi Copper Group (Yanshan) Yongtong New Industry Co., Ltd. ("江西銅業集團(鉛山)永銅新產業有限公司")	A fellow subsidiary of Jiangxi Copper (Hong Kong) Investment Company Limited, a shareholder of the Company

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 28 RELATED PARTY TRANSACTIONS (Continued)

### (b) Transactions and balance with related parties

#### (i) Contracts for construction and procurement of equipment and mining service entered with a related company

Details of the contracts for construction and procurement of equipment for the development of the tungsten mine in Kazakhstan and mining service entered with China Civil Engineering Construction Corporation as follows:

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
Contracts entered during the year	140,985	123,988
Construction services paid and payable	184,967	260,491
Payments for procurement of equipment	–	124,165
Payments for procurement of mining service	124,596	3,400

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Contracted but not brought into the consolidated financial statements	42,425	329,473
Construction payables	168,107	48,951
Trade payables	1,922	–
Prepayments for procurement of equipment and construction services	3,353	110,639

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 28 RELATED PARTY TRANSACTIONS (Continued)

### (b) Transactions and balance with related parties (Continued)

#### (ii) Other transaction with related companies

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
Rental expenses		
– Zhuhai Huayue investment Company	390	390
Purchases of goods		
– Jiangxi Copper Group (Lead Mountain) Beneficiation Chemicals Corporation Limited	54,220	1,676
– Jiangxi Copper Group (Dexing) Foundry Corporation Limited	16,463	859
– Jiangxi Copper Group (Dexing) Protective Products Corporation Limited	599	–
– Jiangxi Copper Group (Yanshan) Plastic Corporation Limited	865	–
– Jiangxi Copper Group (Yanshan) Yongtong New Industry Corporation Limited	220	–
Mine exploration and design service fee		
– Jiangxi Copper Group Geological Prospecting Engineering Corporation Limited	–	347

#### (iii) Included in trade payables

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
Jiangxi Copper Group (Lead Mountain) Beneficiation Chemicals Corporation Limited	21,218	3,242
Jiangxi Copper Group (Dexing) Foundry Corporation Limited	1,637	3,741
Jiangxi Copper Group (Yanshan) Plastic Co., Ltd.	451	–
	23,306	6,983

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 28 RELATED PARTY TRANSACTIONS (Continued)

### (b) Transactions and balance with related parties (Continued)

#### (iv) Included in other payables and accruals

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
<u>Loan from shareholders (Note i)</u>		
Jiangxi Copper (Hong Kong) Investment Company Limited	-	14,673
Ever Trillion	-	30,632
	-	45,305
<u>Payable to</u>		
Jiangxi Copper Corporation Limited (Note ii)	5,231	12,646
Amounts due to shareholders	5,231	57,951

Notes:

- (i) Prior to 8 September 2022, the amount due to shareholders was interest free. Pursuant to the shareholders loan agreement entered into among the shareholders and the Company on 8 September 2022, the shareholders loan carries interest payable quarterly at 4% per annum with effect from 16 June 2021.
- (ii) As at 31 December 2025 and 2024, payable to Jiangxi Copper Corporation Limited arose from guarantees payable for the financial guarantee provided to the Group's borrowings. The balance was unsecured, interest-free and repayable on demand. The guarantee provided was released in 2025.

#### (v) Receipt in advance with related parties

	As at December 31,	
	2025	2024
	HK\$'000	HK\$'000
Jiangxi Copper Corporation Limited	163,886	31,783

### (c) Key management compensation

Key management includes directors and the senior management of the Group. The compensation paid or payable to key management is shown below:

	Year ended 31 December	
	2025	2024
	HK\$'000	HK\$'000
Fee, wages, salaries and bonuses	9,946	8,913
Pension	745	658
Other social security costs, housing benefits	494	489
	11,185	10,060

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 29 EVENTS AFTER THE REPORTING PERIOD

Save for disclosed elsewhere in the consolidated financial statements, there were no other significant events after 31 December 2025 that require additional disclosure or adjustments.

## 30 COMPANY STATEMENT OF FINANCIAL POSITION

	As at 31 December	
	2025	2024
	HK\$'000	HK\$'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	8	12
Investments in subsidiaries	23,468	23,468
Amounts due from subsidiaries	–	1,962,692
<b>Total non-current assets</b>	<b>23,476</b>	1,986,172
<b>Current assets</b>		
Trade receivables	668	–
Amounts due from subsidiaries	1,891,502	23
Prepayments	1,477	11,089
Cash and cash equivalents	948,113	2,258
<b>Total current assets</b>	<b>2,841,760</b>	13,370
<b>Total assets</b>	<b>2,865,236</b>	1,999,542
<b>EQUITY</b>		
Share capital	1,778,823	465,653
Accumulated losses	(200,214)	(201,773)
<b>Total equity</b>	<b>1,578,609</b>	263,880
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Borrowings	1,119,439	1,470,386
<b>Current liabilities</b>		
Other payables and accruals	15,914	22,682
Borrowings	146,043	184,643
Amounts due to shareholders	5,231	57,951
<b>Total current liabilities</b>	<b>167,188</b>	265,276
<b>Total liabilities</b>	<b>1,286,627</b>	1,735,662
<b>Total equity and liabilities</b>	<b>2,865,236</b>	1,999,542
<b>Net current assets/(liabilities)</b>	<b>2,674,572</b>	(251,906)

The Company statement of financial position was approved by the Board of Directors on 25 March 2026 and were signed on its behalf by

**Liu Liqiang**  
Director

**Xie Wenbo**  
Director

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

## 30 COMPANY STATEMENT OF FINANCIAL POSITION (Continued)

### Accumulated losses of the Company

	Year ended 31 December	
	2025 HK\$'000	2024 HK\$'000
<b>Beginning of the year</b>	<b>(201,773)</b>	(257,691)
Profit and total comprehensive income for the year	<b>1,559</b>	55,918
<b>End of the year</b>	<b>(200,214)</b>	(201,773)

## 31 SUBSIDIARIES

Details of subsidiaries of the Company at 31 December 2025 and 2024 are as follows:

Name	Place of establishment/ business and nature of legal entity	Paid-in capital	Proportion of issued ordinary capital held As at December 31		Principal activities	Statutory auditors
			2025	2024		
<u>Directly held:</u>						
Jiaxin (Zhuhai Hengqin) Technology Services Co., Ltd. ("Zhuhai Jiaxin")	People's Republic of China/limited liability company	US\$ 3,000,000	<b>100%</b>	100%	Investment holding	N/A
Jiaxin International Resources Investment Limited S.à.r.l., ("Jiaxin Luxembourg")	Luxembourg/limited liability company	US\$ 20,000	<b>100%</b>	100%	Investment holding	N/A
<u>Indirectly held:</u>						
Aral-Kegen LLP ("Aral Kegen")	The Republic of Kazakhstan/limited liability partnership	KZT 151,200	<b>99.99%</b>	99.99%	Investment holding	N/A
Zhetisu Volframy LLP ("ZV")	The Republic of Kazakhstan/limited liability partnership	KZT 200,000	<b>97%</b>	97%	Mining in Kazakhstan	Pricewaterhouse-Coopers LLP

## FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last four financial years, as extracted from the audited financial statements, is set out below:

	Year ended 31 December			
	2025 HK\$'000	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000
Revenue	<b>1,063,048</b>	–	–	–
Gross profit	<b>519,984</b>	–	–	–
Profit/(loss) before income tax	<b>365,318</b>	(176,529)	(80,129)	(94,450)
Profit/(loss) for the year	<b>314,353</b>	(176,529)	(80,129)	(94,450)

	As of 31 December			
	2025 HK\$'000	2024 HK\$'000	2023 HK\$'000	2022 HK\$'000
Total non-current assets	<b>2,186,231</b>	1,772,955	1,413,340	550,403
Total current assets	<b>1,349,144</b>	91,893	488,114	105,524
Total current liabilities	<b>614,964</b>	360,841	67,464	222,758
Total non-current liabilities	<b>1,314,153</b>	1,517,094	1,687,624	402,123
Net assets/(liabilities)	<b>1,606,258</b>	(13,087)	146,366	31,046

## DEFINITIONS

In this report, unless the context otherwise requires, the following terms have the meanings below:

“AGM”	annual general meeting of the Company to be convened and held on 19 May 2026 at Zhuhai
“AIFC Exemption”	an exemption granted by the AIFC Constitutional Law to individuals and legal entities (irrespective of their tax residency) from Kazakhstan income tax on dividends (subject to, in respect of Kazakhstan tax resident individuals and tax non-residents, trading criteria) received on, and capital gains derived from the transfer of, securities listed on the AIX, until January 1, 2066
“AIX”	AIX (阿斯塔納國際交易所 · Astana International Exchange)
“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Boguty Project”	the geological exploration, mining of tungsten ore and construction of the processing facilities of the tungsten ore in Boguty, Kazakhstan by the Company
“CCECC”	China Civil Engineering Construction Corporation 中國土木工程集團有限公司
“CCECC HK”	China Civil Engineering Construction Corporation (H.K.) Limited 中國土木工程集團(香港)有限公司
“Company”	Jiaxin International Resources Investment Limited (佳鑫國際資源投資有限公司), a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Construction Services and Equipment Procurement Framework Agreement”	On 18 August 2025, the Group had entered into a construction services and related equipment procurement framework agreement with CCECC
“controlling shareholder”	has the meaning as ascribed to it under the Listing Rules
“Corporate Governance Code”	the corporate governance code set out in Part 2 to Appendix C1 of the Listing Rules
“CRCC”	China Railway Construction Corporation Limited 中國鐵建股份有限公司
“CRCCII”	China Railway Construction Corporation International Investment 中國鐵建國際投資有限公司
“Director(s)”	the director(s) of the Company
“ESG Committee”	the ESG committee of the Company

## DEFINITIONS

“EUR”	Euro, the lawful currency of the European Union
“Ever Trillion”	EVER TRILLION INTERNATIONAL LIMITED 恒兆國際有限公司
“Global Offering”	the offer of the Shares for subscription by the public as described in the Prospectus
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jiangxi Copper”	Jiangxi Copper Corporation Limited 江西銅業股份有限公司
“Jiangxi Copper Dexing Foundry”	江西銅業集團(德興)鑄造有限公司
“Jiangxi Copper HK”	江西銅業(香港)投資有限公司
“Jiangxi Copper Yanshan”	江西銅業集團(鉛山)選礦藥劑有限公司
“Jiaxin Zhuhai”	Jiaxin (Zhuhai Hengqin) Technical Services Co., Ltd. 佳鑫(珠海橫琴)技術服務有限公司
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	28 August 2025
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mineral Resources”	礦產資源量，地質上存在的礦產總量(含暫時不能經濟開採的)
“Mining Services Procurement Agreement”	On 17 October 2024, the Group had entered into a mining services procurement agreement with CCECC Kazakhstan Branch through open tender, pursuant to which Subsidiary ZV will procure stripping and mining work in the open pit mining from CCECC Kazakhstan Branch according to our needs in the production phase of the Boguty Project.
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Net Proceeds”	the aggregate net proceeds from the Listing and the exercise of the Over-allotment Option
“Nomination Committee”	the nomination committee of the Company
“Ore Reserves”	礦石儲量，地質上存在且已證實可經濟開採的部分
“Over-allotment Option”	the over-allotment option granted by the Company to allot and issue additional Shares under the Global Offering
“PRC”	the People’s Republic of China

## DEFINITIONS

“Production Materials Procurement Framework Agreements”	On 18 August 2025, the Group had entered into two production materials procurement framework agreements with Jiangxi Copper Dexing Foundry and Jiangxi Copper Yanshan
“Previous Year”	the year ended 31 December 2024
“Prospectus”	the prospectus of the Company dated 20 August 2025
“Related Equipment”	facilities and equipment installed during the construction and infrastructure mining, including the facilities and equipment for the mining processing system, mining waste system, ancillary and public system, the general layout and transportation system
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Scheelite Sales Agreement”	On 2 April 2025, Subsidiary ZV have entered into a restated scheelite sales agreement with Jiangxi Copper Hong Kong Company Limited (which was further amended by a supplemental agreement dated July 31, 2025 between the relevant parties), pursuant to which Subsidiary ZV will supply certain amount of scheelite concentrate to Jiangxi Copper Hong Kong Company Limited.
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SSU Code”	Code on Subsoil and Subsoil Use (哈薩克斯坦《地下資源和地下資源使用法》)
“SSU Contract”	Subsoil Use Contract (哈薩克斯坦地下資源使用合同)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary ZV”	Zhetisu Wolframyl LLP傑特蘇鎢業有限責任合夥公司
“Year”	the year ended 31 December 2025
“%”	per cent



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