TYSAN HOLDINGS LIMITED
泰昇集團控股有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code : 687)

Interim Report 2026

10 years+
商界展關懷
caringcompany
Awarded by The Hong Kong Council of Social Service
香港社會服務聯會頒發

Contents

Management Discussion and Analysis

The board (the "Board") of directors (the "Directors") of Tysan Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2026. During the period under review, the Group recorded a turnover of HK$1,151 million (period ended 30 June 2025: HK$1,150 million) and a profit attributable to ordinary equity holders of the Company of about HK$19 million (period ended 30 June 2025: profit of approximately HK$34 million), representing an earning of about HK0.57 cents per ordinary share of the Company (the "Share") (period ended 30 June 2025: earning of HK1.01 cents per Share).

Business Review

Foundation Piling

For the period under review, turnover of the Group's foundation piling segment was about HK$1,151 million (period ended 30 June 2025: HK$1,150 million) and the segment recorded a profit of about HK$24 million (period ended 30 June 2025: profit of HK$38 million).

The Group's major contracts on hand include a logistics development at Tsing Yi; commercial projects at 734 King's Road and Sai Yee Street; housing/residential projects at Kwu Tung South, Nga Tsin Wai Village, Sa Po Road, Cheung Sha Wan, Queen's Hill, Kwok Shui Road and Kai Tak Area 2A Site 2; a school at Tin Shui Wai and several community projects.

Prospects

The construction industry continues to face challenges in the later half of 2026. Tender flow for new projects remains muted despite a pick-up in the momentum of Hong Kong's property market. A substantial rebound in the property market, which is crucial in driving construction activity within the private sector, is still developing. At the moment, the public sector remains the main driving force of demand for the construction industry; in particular, the development of Northern Metropolis presents many opportunities in both the long-term and the short-term. Government initiatives such as the Northern Metropolis Development Bill, the establishment of the San Tin Technopole, the Northern Link and steady public housing supply are expected to drive significant growth in infrastructure and property works.

The Group will continue to remain vigilant in the short term while cautiously optimistic about the future. We are committed to continuous improvement in making our operations more efficient and effective so as to better equip the Group to seize any upcoming opportunities.

Financial Review

Financial position, liquidity and financial resources

As at 30 June 2026, the Group's cash on hand was about HK$974 million (31 December 2025: HK$1,044 million) while total assets and net assets were about HK$1,825 million (31 December 2025: HK$1,707 million) and HK$1,069 million (31 December 2025: HK$1,150 million), respectively. Total liabilities were about HK$756 million (31 December 2025: HK$557 million), out of which financial liabilities were about HK$315 million (31 December 2025: HK$269 million) and the remaining were mainly accruals, contract liabilities and current and deferred tax provision.

As at 30 June 2026, the Group had interest-bearing borrowings of about HK$38 million (31 December 2025: HK$80 million).

The Group's gearing ratio, calculated on the basis of net debt (including financial liabilities less cash on hand) divided by total equity of the Group, was Nil as at 30 June 2026 as the Group had a net cash position.

Funding and treasury policy

The Group continues to maintain a prudent funding and treasury policy and sustain a sound and good capital structure with healthy cash flows. Surplus funds are maintained in the form of deposits with leading banks. Borrowings are denominated in Hong Kong dollar and subject to floating interest rates. Currency exposure is being closely monitored and forward contracts will be considered as required.

Capital expenditure and capital commitments

During the six months ended 30 June 2026, the Group invested about HK$1 million on purchase of machinery and equipment. As at 30 June 2026, the Group had capital commitments in relation to purchase of property, plant and equipment of about HK$1 million. Capital expenditure is principally financed by internal resources.

Pledge of assets

As at 30 June 2026, an office premise of the Group with a carrying amount of about HK$95 million was pledged to a bank to secure the instalment loan granted to the Group.

Contingent liabilities

Contingent liabilities in relation to corporate guarantees provided by the Group to banks for issue of performance bonds was about HK$256 million as at 30 June 2026 (31 December 2025: HK$267 million). Save for the above, the Group did not have any other material contingent liabilities.

Management Discussion and Analysis

Remuneration Guidelines and Employment

The Group, including its subsidiaries in Hong Kong, Macau and Chinese Mainland, employed approximately 614 employees as at 30 June 2026. The Group's remuneration guidelines are primarily based on prevailing market salary levels and the performance of the respective business units and individuals concerned. Fringe benefits include provident fund, medical insurance and training. In addition, share options may also be granted in accordance with the terms of the Group's approved share option scheme.

Interim Dividend

The Board has resolved to declare an interim dividend of HK$0.03 (period ended 30 June 2025: HK$0.02) per Share for the six months ended 30 June 2026. The interim dividend will be payable on Friday, 25 September 2026 to shareholders whose names appear on the Company's register of members on Friday, 4 September 2026.

Closure of Register of Members

The register of members of the Company will be closed from Thursday, 3 September 2026 to Friday, 4 September 2026 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for entitlement of the interim dividend for the six months ended 30 June 2026, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 2 September 2026.

During the period under review and up to the date of this report, Tysan Holdings Limited (the "Company") has complied with the code provisions set out in the Corporate Governance Code contained in Appendix C1 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited save for the following deviations:

Code Provision C.1.5 stipulates that independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. Generally they should also attend general meetings to gain and develop a balanced understanding of the views of shareholders.

Code Provision F.1.3 stipulates that the chairman of the board should attend the annual general meeting. The chairman of the board should also invite the lead independent non-executive director (if any) and the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In the absence of any committee chairman, the chairman should invite another member of the committee or failing this their duly appointed delegate, to attend. These persons should be available to answer relevant questions at the annual general meeting.

Mr. Justin Wai, the Chairman of the board of directors of the Company (the "Board"), a non-executive director of the Company (the "Director(s)") and the chairman of the nomination committee of the Board (the "Nomination Committee"), did not attend the annual general meeting (the "AGM") of the Company held on 26 May 2026 due to other business commitments. In his absence, Mr. Fung Chiu Chak, Victor ("Mr. Fung"), the Vice Chairman and an executive Director, presided as the chairman of the AGM in accordance with the bye-laws of the Company.

However, there was a sufficient number of Directors, including executive Directors, non-executive Directors and independent non-executive Directors (including members of the Nomination Committee and the chairman and members of each of the audit committee (the "Audit Committee") and remuneration committee of the Board), presented at the AGM. The remaining members of the Nomination Committee were available at the AGM to answer any relevant questions (if any) regarding the Nomination Committee. This collective presence enabled the Board to gain and develop a balanced understanding of the views of the Company's shareholders and to respond to any shareholders' concerns at the AGM. The Board will continue to endeavour to ensure full attendance by Directors at future general meetings in accordance with the code provisions.

Audit Committee

As at the date of this report, the Audit Committee comprises four members, namely Mr. Li Kit Chee, Mr. Lung Chee Ming, George, Ms. Jennifer Kwok and Ms. Yang Jing who are independent non-executive Directors. The chairman of the Audit Committee is Mr. Li Kit Chee.

The primary duties of the Audit Committee are to review and supervise the financial reporting system, risk management and internal control systems of the Company and its subsidiaries (collectively, the "Group"), to review the Group's financial information, compliance and to provide advice and comments to the Board.

The unaudited condensed interim financial statements of the Group for the six months ended 30 June 2026 have been reviewed by the Audit Committee.

Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Listing Rules as the code of conduct regarding directors' securities transactions. Having made specific enquiry, all the Directors have confirmed that they have fully complied with the required standard set out in the Model Code for the period under review.

Corporate Governance

Continuing Connected Transactions

On 16 December 2025, the Company (for itself and on behalf of other members of the Group) entered into the master agreement (the "2025 Master Agreement") with Mr. Fung (for himself and on behalf of companies owned or controlled by Mr. Fung, collectively the "Fung Group") in respect of (i) the subcontracting of foundation works by the members of the Fung Group to the members of the Group; (ii) the subcontracting of building and construction works by the members of the Group to the members of the Fung Group or vice versa; or (iii) the subcontracting of mechanical and engineering works ("EM Works") by the members of the Group to the members of the Fung Group, for a term commencing from 1 January 2026 and ending on 31 December 2028, both days inclusive. Please refer to the announcement of the Company dated 16 December 2025 for details (the "2025 Master Agreement Announcement").

During the six months ended 30 June 2026, Tysan Building Construction Company Limited ("TBC"), being a member of the Fung Group, subcontracted foundation works of approximately HK$47.6 million to Tysan Foundation Geotechnical Limited ("TFGL"), a wholly-owned subsidiary of the Company. The utilisation of the annual caps under the 2025 Master Agreement for the six months ended 30 June 2026 was as follows:

	HK$' million (approx.)
1. Foundation works	24
2. Building and construction works	23.6
3. EM works	Nil

TFGL is a wholly-owned subsidiary of the Company, while TBC is controlled by Mr. Fung. Mr. Fung is an executive Director and he is also a shareholder of the Company who is indirectly interested in approximately 5% of the total issued share capital of the Company as at the date of this report. Mr. Fung and companies owned or controlled by Mr. Fung as to 30% or more are therefore connected persons of the Company pursuant to Chapter 14A of the Listing Rules. Thus, the transaction above constitutes a continuing connected transactions for the Company under the Listing Rules and is subject to the reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules.

Directors' and Chief Executive's Interests and Long Positions in Shares and Underlying Shares

As at 30 June 2026, the interests and long positions of the directors (the "Director(s)") of Tysan Holdings Limited (the "Company", together with its subsidiaries, the "Group") and chief executive of the Company ("Chief Executive") in the shares ("Shares") and underlying Shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange, was as follows:

Long position in Shares

Name of Director	Number of Shares indirectly beneficially owned
Mr. Fung Chiu Chak, Victor	168,380,000

Save as disclosed above, as at 30 June 2026, none of the Directors or Chief Executive had registered any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Other Information

Directors' and Chief Executive's Rights to Acquire Shares or Debentures

Share Option Scheme

The Company currently operates a share option scheme which was adopted on 3 December 2020 (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations.

At the special general meeting of the Company held on 3 December 2020 (the "SGM"), a resolution was approved by the shareholders of the Company that the total number of Shares which may be issued upon exercise of all share options (the "Share Options") to be granted under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the Shares in issue as at the date of the SGM. As at the date of the SGM, the maximum number of Shares which may be allotted and issued pursuant to the Share Option Scheme was 336,603,570 Shares, representing 10% of the total number of Shares in issue as at the date of the SGM (the "Scheme Mandate Limit").

As set out in the announcement of the Company dated 25 May 2021, the Share Options had a validity period of 48 months from the date of grant on 25 May 2021 until 24 May 2025. All 155,100,000 Share Options lapsed with effect from 25 May 2025. As at 1 January 2026 and 30 June 2026, there were no outstanding Share Options under the Share Option Scheme. During the period ended 30 June 2026, no Share Option was granted, exercised, cancelled or lapsed under the Share Option Scheme.

The number of Shares that may be issued under the Share Option Scheme as at 1 January 2026 and 30 June 2026 were both nil, and when divided by the weighted average number of Shares in issue were both 0%.

As at 1 January 2026 and 30 June 2026, the number of Share Options available for grant under the Scheme Mandate Limit were both 336,603,570 Shares.

Save for the above, at no time during the period for the six months ended 30 June 2026 were rights to acquire benefits by means of the acquisition of Shares or debentures of the Company granted to any Director or their respective spouses or minor children, or the Chief Executive or were any such rights exercised by them, or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate under the Share Option Scheme.

Substantial Shareholders' Interests in Shares and Underlying Shares

As at 30 June 2026, the following interests of more than 5% of the issued Share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in Shares

Name	Capacity	Number of Shares held	Approximate percentage of the Company's issued Share capital
Blackstone Group Management L.L.C.(1)	Interest of controlled corporation	2,356,146,781	70.00
Blackstone Holdings IV GP L.P.(1)	Interest of controlled corporation	2,356,146,781	70.00
Blackstone Holdings IV GP Limited Partner L.L.C.(1)	Interest of controlled corporation	2,356,146,781	70.00
Blackstone Holdings IV GP Management (Delaware) L.P.(1)	Interest of controlled corporation	2,356,146,781	70.00
Blackstone Holdings IV GP Management L.L.C.(1)	Interest of controlled corporation	2,356,146,781	70.00
Blackstone Holdings IV GP Sub L.P.(1)	Interest of controlled corporation	2,356,146,781	70.00
Blackstone Holdings IV L.P.(1)	Interest of controlled corporation	2,356,146,781	70.00
SCHWARZMAN Stephen A.(1)	Interest of controlled corporation	2,356,146,781	70.00
The Blackstone Group Inc.(1)	Interest of controlled corporation	2,356,146,781	70.00
Blackstone Real Estate Associates Asia II L.P.(2)	Interest of controlled corporation	2,291,316,850	68.07
Blackstone Real Estate Partners Asia II L.P.(2)	Interest of controlled corporation	2,291,316,850	68.07
BREP Asia II Holdings I (NQ) L.P.(2)	Interest of controlled corporation	2,291,316,850	68.07
BREP Asia II Holdings I (NQ) Pte. Ltd.(2)	Interest of controlled corporation	2,291,316,850	68.07
BREP Asia II L.L.C.(2)	Interest of controlled corporation	2,291,316,850	68.07
BREP Asia II Ltd.(2)	Interest of controlled corporation	2,291,316,850	68.07
Times Holdings I Limited(2)	Interest of controlled corporation	2,291,316,850	68.07
Times Holdings II Limited	Beneficial owner	2,291,316,850	68.07
Chen Wai Wai Vivien(3)	Executor or administrator	235,106,000	6.98
Chow Suk Han, Anna(3)	Executor or administrator	235,106,000	6.98
Lee Pui Ling, Angelina(3)	Executor or administrator	235,106,000	6.98
Chen's Group International Limited(4)	Interest of controlled corporation	235,106,000	6.98
Chen's Group Holdings Limited(4)	Interest of controlled corporation	235,106,000	6.98
Nan Fung International Holdings Limited(4)	Interest of controlled corporation	235,106,000	6.98
Nan Fung Group Holdings Limited(4)	Interest of controlled corporation	235,106,000	6.98
NF Investment Holdings Limited(4)	Interest of controlled corporation	235,106,000	6.98
Keymark Associates Limited(4)	Interest of controlled corporation	235,106,000	6.98
Gavast Estates Limited	Beneficial owner	235,106,000	6.98
中國交通建設股份有限公司(5)	Interest of controlled corporation	171,000,000	5.08
中國路橋工程有限責任公司(5)	Interest of controlled corporation	171,000,000	5.08
中交疏浚 (集團) 股份有限公司(5)	Interest of controlled corporation	171,000,000	5.08
香港海事建設有限公司 (now known as 香港海洋投資發展有限公司)	Beneficial owner	171,000,000	5.08
Fung Chiu Chak, Victor ("Mr. Fung")(6)	Interest of controlled corporation	168,380,000	5.00
Dragon's Eye Pacific Limited	Beneficial owner	168,380,000	5.00

Other Information

Substantial Shareholders' Interests in Shares and Underlying Shares *(Cont'd)*

Long positions in Shares *(Cont'd)*

Notes:

1. These parties were deemed to have interests in long positions in 2,356,146,781 Shares under the SFO by virtue of their equity interests in Tides Holdings II Ltd. and Times Holdings II Limited.

2. These parties were deemed to have interests in long positions in 2,291,316,850 Shares under the SFO by virtue of their equity interests in Times Holdings II Limited.

3. These parties were executors of estate of Chen Din Hwa and deemed to have interests in long positions in 235,106,000 Shares under the SFO by a trust holding equity interests in Gavast Estates Limited.

4. These parties were deemed to have interests in long positions in 235,106,000 Shares under the SFO by virtue of their equity interests in Gavast Estates Limited.

5. These parties were deemed to have interests in long positions in 171,000,000 Shares under the SFO by virtue of their equity interests in 香港海事建設有限公司(now known as香港海洋投資發展有限公司).

6. Mr. Fung was deemed to have interests in long positions in 168,380,000 Shares under the SFO by virtue of his equity interests in Dragon's Eye Pacific Limited.

Apart from the foregoing, as at 30 June 2026, no person, other than the Directors and Chief Executive, whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Long Positions in Shares and Underlying Shares" above, had registered any interest or short position in the Shares or underlying Shares that was required to be recorded pursuant to section 336 of the SFO.

Purchase, Sale or Redemption of Listed Securities of the Company

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

Consolidated Statement of Profit or Loss

	Notes	Six months ended 30 June 2026 HK$'000 (Unaudited)	2025 HK$'000 (Unaudited)
REVENUE	4	**1,150,747**	1,150,289
Cost of sales		**(1,112,306)**	(1,096,159)
Gross profit		**38,441**	54,130
Other income and gains	5	**21,249**	19,124
Administrative expenses		**(36,973)**	(34,924)
Other expenses, net		**(2,177)**	(1,729)
Finance costs		**(1,506)**	(2,639)
PROFIT BEFORE TAX	6	**19,034**	33,962
Income tax credit	7	**192**	179
PROFIT FOR THE PERIOD		**19,226**	34,141
Attributable to:			
Ordinary equity holders of the Company		**19,226**	34,141
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	9		
Basic		**HK0.57 cents**	HK1.01 cents
Diluted		**HK0.57 cents**	HK1.01 cents

Consolidated Statement of Comprehensive Income

	Six months ended 30 June	
	2026	2025
	HK$'000	*HK$'000*
	(Unaudited)	(Unaudited)
PROFIT FOR THE PERIOD	**19,226**	34,141
OTHER COMPREHENSIVE INCOME		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences:		
Exchange difference on translation of foreign operations	**840**	693
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	**840**	693
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	**20,066**	34,834
Attributable to:		
Ordinary equity holders of the Company	**20,066**	34,834

Consolidated Statement of Financial Position

	Notes	As at 30 June 2026 HK$'000 (Unaudited)	As at 31 December 2025 HK$'000 (Audited)
NON-CURRENT ASSETS			
Property, plant and equipment	10	**65,649**	84,193
Right-of-use assets		**91,164**	98,137
Deposits		**1,395**	1,395
Deferred tax assets		**3,040**	2,533
Total non-current assets		**161,248**	186,258
CURRENT ASSETS			
Inventories		**18,450**	25,283
Trade receivables	11	**158,962**	59,187
Contract assets		**478,017**	358,425
Prepayments, deposits and other receivables		**31,166**	25,635
Tax prepaid		**2,685**	2,685
Pledged time deposit		**–**	5,460
Time deposits with original maturity of over three months		**372,026**	410,251
Cash and cash equivalents		**602,302**	633,603
Total current assets		**1,663,608**	1,520,529
CURRENT LIABILITIES			
Trade and retention payables, accruals and provision	12	**604,976**	370,267
Other payables and receipts in advance		**2,913**	1,692
Contract liabilities		**85,740**	75,712
Interest-bearing bank borrowings		**4,873**	24,743
Lease liabilities		**12,277**	11,778
Tax payable		**2,589**	249
Total current liabilities		**713,368**	484,441
NET CURRENT ASSETS		**950,240**	1,036,088
TOTAL ASSETS LESS CURRENT LIABILITIES		**1,111,488**	1,222,346

Consolidated Statement of Financial Position

	Note	As at 30 June 2026 HK$'000 (Unaudited)	As at 31 December 2025 HK$'000 (Audited)
NON-CURRENT LIABILITIES			
Interest-bearing bank borrowings		**32,818**	55,246
Lease liabilities		**4,035**	9,536
Deferred tax liabilities		**5,410**	7,424
Total non-current liabilities		**42,263**	72,206
Net assets		**1,069,225**	1,150,140
EQUITY			
Equity attributable to ordinary equity holders of the Company			
Issued capital	13	**336,603**	336,603
Reserves		**732,622**	813,537
Total equity		**1,069,225**	1,150,140

Consolidated Statement of Changes in Equity

	Attributable to ordinary equity holders of the Company							
	Issued capital *HK$'000*	Share premium account *HK$'000*	Contributed surplus *HK$'000*	Share option reserve *HK$'000*	Statutory reserves *HK$'000*	Exchange fluctuation reserve *HK$'000*	Retained profits *HK$'000*	Total equity *HK$'000*
At 1 January 2026 (audited)	336,603	2,481*	638,344*	–*	2,188*	(9,711)*	180,235*	1,150,140
Profit for the period	–	–	–	–	–	–	19,226	19,226
Other comprehensive income for the period:								
Exchange difference on translation of foreign operations	–	–	–	–	–	840	–	840
Total comprehensive income for the period	–	–	–	–	–	840	19,226	20,066
2025 final dividend declared and paid (note 8)	–	–	(53,977)	–	–	–	(47,004)	(100,981)
At 30 June 2026 (unaudited)	336,603	2,481*	584,367*	–*	2,188*	(8,871)*	152,457*	1,069,225

Consolidated Statement of Changes in Equity

	Attributable to ordinary equity holders of the Company							
	Issued capital *HK$'000*	Share premium account *HK$'000*	Contributed surplus *HK$'000*	Share option reserve *HK$'000*	Statutory reserves *HK$'000*	Exchange fluctuation reserve *HK$'000*	Retained profits *HK$'000*	Total equity *HK$'000*
At 1 January 2025 (audited)	336,603	2,481	638,344	27,457	2,188	(10,782)	242,933	1,239,224
Profit for the period	–	–	–	–	–	–	34,141	34,141
Other comprehensive income for the period:								
Exchange difference on translation of foreign operations	–	–	–	–	–	693	–	693
Total comprehensive income for the period	–	–	–	–	–	693	34,141	34,834
Transfer of share option reserve upon the expiry of share options	–	–	–	(27,457)	–	–	27,457	–
2024 final dividend declared and paid	–	–	–	–	–	–	(84,151)	(84,151)
At 30 June 2025 (unaudited)	336,603	2,481	638,344	–	2,188	(10,089)	220,380	1,189,907

* These reserve accounts comprise the consolidated reserves of HK$732,622,000 (31 December 2025: HK$813,537,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

	Note	Six months ended 30 June 2026 *HK$'000* (Unaudited)	2025 *HK$'000* (Unaudited)
Cash flows from operating activities			
Profit before tax		**19,034**	33,962
Adjustments for:			
Finance costs		**1,506**	2,639
Finance costs included in cost of sales		**80**	41
Interest income		**(12,088)**	(14,266)
Loss on disposal and write-off of items of property, plant and equipment	6	**272**	430
Depreciation of property, plant and equipment	6	**19,665**	25,725
Depreciation of right-of-use assets	6	**8,099**	7,930
Loss on lease modification		**–**	6
Gain on lease modification included in cost of sales		**–**	(21)
Impairment/(write-back of impairment) of trade receivables	6	**52**	(785)
Impairment of contract assets	6	**88**	23
		36,708	55,684
Decrease/(increase) in inventories		**6,833**	(2,510)
Increase in trade receivables		**(99,827)**	(66,266)
Decrease/(increase) in contract assets		**(119,680)**	140,164
Increase in prepayments, deposits and other receivables		**(4,682)**	(405)
Increase/(decrease) in trade and retention payables, accruals and provision		**234,728**	(13,042)
Increase in other payables and receipts in advance		**1,221**	223
Increase in contract liabilities		**10,028**	23,758
Cash generated from operations		**65,329**	137,606
Taxes paid in the People's Republic of China:			
Hong Kong		**–**	(1,361)
Net cash flows from operating activities		**65,329**	136,245

Consolidated Statement of Cash Flows

	Six months ended 30 June	
	2026	2025
	HK$'000	*HK$'000*
	(Unaudited)	(Unaudited)
Cash flows from investing activities		
Interest received	**11,239**	15,533
Purchases of items of property, plant and equipment	**(1,443)**	(3,632)
Deposits paid for acquisition of items of property, plant and equipment	**–**	(758)
Proceeds from disposal of items of property, plant and equipment	**50**	13
Decrease in pledged time deposit	**5,460**	–
Decrease in non-pledged time deposits with original maturity of more than three months when acquired	**38,225**	13,138
Net cash flows from investing activities	**53,531**	24,294
Cash flows from financing activities		
Interest paid	**(1,010)**	(2,120)
Interest element of lease payments	**(500)**	(521)
New bank borrowings	**–**	90,000
Repayment of bank borrowings	**(42,393)**	(102,280)
Principal portion of lease payments	**(6,128)**	(5,965)
Dividend paid	**(100,981)**	(84,151)
Net cash flows used in financing activities	**(151,012)**	(105,037)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**(32,152)**	55,502
Cash and cash equivalents at beginning of period	**633,603**	731,489
Effect of foreign exchange rate changes, net	**851**	702
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**602,302**	787,693
Analysis of balances of cash and cash equivalents		
Cash and bank balances	**118,294**	268,225
Non-pledged time deposits with original maturity of less than three months when acquired	**484,008**	519,468
Cash and cash equivalents as stated in the interim condensed consolidated statement of financial position	**602,302**	787,693

Notes to Unaudited Condensed Interim Financial Statements

1. CORPORATE INFORMATION

Tysan Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda. The principal place of business of the Company is located at 20th Floor, One Island South, No.2 Heung Yip Road, Wong Chuk Hang, Hong Kong. The Company and its subsidiaries (the “Group”) is principally engaged in foundation piling and site investigation and property development and investment business. The Company’s shares (“Shares”) are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The immediate holding company of the Company is Times Holdings II Limited, which is incorporated in the Cayman Islands and ultimately controlled by The Blackstone Group Inc., a company listed on The New York Stock Exchange and considered as the ultimate holding company of the Company.

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

2.1 Basis of Preparation

The unaudited condensed interim financial statements for the six months ended 30 June 2026 have been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2025.

The unaudited condensed interim financial statements have been prepared under historical cost convention. The accounting policies used in the preparation of the unaudited condensed interim financial statements are consistent with those adopted in the consolidated financial statements for the year ended 31 December 2025, except for the changes in accounting policies made after the adoption of the amended HKFRS Accounting Standards as further detailed in note 2.2 below.

2.2 Amended HKFRS Accounting Standards adopted by the Group

In the current period, the Group has applied the following amended HKFRS Accounting Standards as issued by the HKICPA for the first time for the current period’s financial information.

Amendments to HKFRS 9 and HKFRS 7	*Amendments to the Classification and Measurement of Financial Instruments*
Amendments to HKFRS 9 and HKFRS 7	*Contracts Referencing Nature-dependent Electricity*
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7

The adoption of the amended HKFRS Accounting Standards has had no significant financial effect on the unaudited condensed interim financial statements of the Group.

3. SEGMENT INFORMATION

The Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provided. Operating segments are reported in a manner consistent with internal reporting to the Company's key management personnel.

For the six months ended 30 June 2026 and 2025

	Foundation piling		Property development and investment		Corporate and others		Consolidated	
	2026	2025	**2026**	2025	**2026**	2025	**2026**	2025
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
	(Unaudited)	(Unaudited)	**(Unaudited)**	(Unaudited)	**(Unaudited)**	(Unaudited)	**(Unaudited)**	(Unaudited)
Segment revenue:								
Sales to external customers	**1,150,747**	1,150,289	**–**	–	**–**	–	**1,150,747**	1,150,289
Other income and gains	**7,887**	3,729	**–**	–	**1,274**	1,129	**9,161**	4,858
Total segment revenue	**1,158,634**	1,154,018	**–**	–	**1,274**	1,129	**1,159,908**	1,155,147
Segment results	**23,737**	38,093	**(307)**	(434)	**(15,399)**	(15,804)	**8,031**	21,855
Interest income							**12,088**	14,266
Finance costs (other than interest on lease liabilities)							**(1,085)**	(2,159)
Profit before tax							**19,034**	33,962
Income tax credit							**192**	179
Profit for the period							**19,226**	34,141

4. REVENUE

An analysis of revenue is as follows:

	Six months ended 30 June 2026 HK$'000 (Unaudited)	Six months ended 30 June 2025 HK$'000 (Unaudited)
Revenue from contracts with customers	**1,150,747**	1,150,139
Revenue from other sources		
Gross rental income from machinery leasing	**–**	150
Total	**1,150,747**	1,150,289

Disaggregated Revenue Information for Revenue from Contracts with Customers

For the six months ended 30 June 2026

Segments	**Foundation piling** *HK$'000* **(Unaudited)**	**Property development and investment** *HK$'000* **(Unaudited)**	**Corporate and others** *HK$'000* **(Unaudited)**	**Total** *HK$'000* **(Unaudited)**
Types of services				
Construction services	**1,150,747**	**–**	**–**	**1,150,747**
Geographical markets				
Hong Kong	**1,150,747**	**–**	**–**	**1,150,747**
Timing of revenue recognition				
Services transferred over time	**1,150,747**	**–**	**–**	**1,150,747**

For the six months ended 30 June 2025

Segments	Foundation piling *HK$'000* (Unaudited)	Property development and investment *HK$'000* (Unaudited)	Corporate and others *HK$'000* (Unaudited)	Total *HK$'000* (Unaudited)
Types of services				
Construction services	1,150,139	–	–	1,150,139
Geographical markets				
Hong Kong	1,150,139	–	–	1,150,139
Timing of revenue recognition				
Services transferred over time	1,150,139	–	–	1,150,139

4. REVENUE *(Cont'd)*

Disaggregated Revenue Information for Revenue from Contracts with Customers *(Cont'd)*

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information:

For the six months ended 30 June 2026

Segments	**Foundation piling** *HK$'000* **(Unaudited)**	**Property development and investment** *HK$'000* **(Unaudited)**	**Corporate and others** *HK$'000* **(Unaudited)**	**Total** *HK$'000* **(Unaudited)**
Revenue from contracts with customers				
External customers	**1,150,747**	**–**	**–**	**1,150,747**

For the six months ended 30 June 2025

Segments	Foundation piling *HK$'000* (Unaudited)	Property development and investment *HK$'000* (Unaudited)	Corporate and others *HK$'000* (Unaudited)	Total *HK$'000* (Unaudited)
Revenue from contracts with customers				
External customers	1,150,139	–	–	1,150,139

5. OTHER INCOME AND GAINS

	Six months ended 30 June	
	2026 *HK$'000* **(Unaudited)**	2025 *HK$'000* (Unaudited)
Interest income	**12,088**	14,266
Scrap sales	**2,802**	3,560
Insurance claim	**3,698**	–
Subsidy income*	**113**	66
Foreign exchange gains, net	**2,355**	233
Write-back of impairment of trade receivables	**–**	785
Others	**193**	214
Total	**21,249**	19,124

* There are no unfulfilled conditions or contingencies relating to this income.

6. PROFIT BEFORE TAX

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

	Six months ended 30 June	
	2026	2025
	HK$'000	*HK$'000*
	(Unaudited)	(Unaudited)
Depreciation of property, plant and equipment	**19,665**	25,725
Depreciation of right-of-use assets	**8,099**	7,930
Loss on disposal and write-off of items of property, plant and equipment*	**272**	430
Impairment of financial and contract assets:		
Impairment/(write-back of impairment) of trade receivables*	**52**	(785)
Impairment of contract assets*	**88**	23
Foreign exchange differences, net*	**(2,355)**	(233)

* These amounts are included in "Other income and gains" or "Other expenses, net" in the consolidated statement of profit or loss.

7. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2025: 16.5%) on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK$2,000,000 (2025: HK$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2025: 8.25%) and the remaining assessable profits of this subsidiary are taxed at 16.5% (2025: 16.5%). Taxes on profits assessable elsewhere in the People's Republic of China (the "PRC") have been calculated at the applicable tax rates prevailing in the areas in which the Group operates.

	Six months ended 30 June	
	2026	2025
	HK$'000	*HK$'000*
	(Unaudited)	(Unaudited)
Current:		
Provision for tax in respect of profit for the period:		
PRC:		
Hong Kong	**2,340**	1,790
Deferred tax	**(2,532)**	(1,969)
Total tax credit for the period	**(192)**	(179)

8. DIVIDENDS

	Six months ended 30 June	
	2026	2025
	HK$'000	*HK$'000*
	(Unaudited)	(Unaudited)
Interim dividend – HK$0.03 (2025: HK$0.02) per ordinary share	**100,981**	67,321

Notes:

(a) A final dividend of HK$0.03 per ordinary share, totaling approximately HK$100,981,000, for the year ended 31 December 2025 was approved in the Company's Annual General Meeting on 26 May 2026 and was paid on 24 June 2026.

(b) An interim dividend in respect of six months ended 30 June 2026 of HK$0.03 per ordinary share, amounting to approximately HK$100,981,000 was approved at the board meeting on 19 August 2026. The interim dividend has not been recognised as a liability in the unaudited condensed interim financial statements.

9. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the period attributable to ordinary equity holders of the Company of HK$19,226,000 (2025: HK$34,141,000), and the number of ordinary shares of 3,366,035,709 (2025: 3,366,035,709) in issue during the period.

For the period ended 30 June 2026, no adjustment has been made to the basic earnings per share amount presented in respect of a dilution as the Group has no potentially dilutive ordinary shares in issue during the period.

For the period ended 30 June 2025, no adjustment has been made to the basic earnings per share amount presented in respect of a dilution as the impact of the share options did not have a dilutive effect on the basic earnings per share amount presented.

10. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group acquired property, plant and equipment with a cost of HK$1,443,000 (2025: HK$3,632,000). Property, plant and equipment with a net carrying amount of HK$322,000 were disposed of and written off by the Group during the six months ended 30 June 2026 (2025: HK$443,000) resulting in a net loss on disposal and written off of HK$272,000 (2025: loss of HK$430,000).

11. TRADE RECEIVABLES

The Group has established credit policies that follow local industry standards. The average normal credit periods offered to trade customers are within 30 days, and are subject to periodic review by management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

	As at 30 June 2026 *HK$'000* **(Unaudited)**	As at 31 December 2025 *HK$'000* (Audited)
Trade receivables	**159,701**	59,874
Impairment	**(739)**	(687)
Net carrying amount	**158,962**	59,187

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

	As at 30 June 2026 *HK$'000* **(Unaudited)**	As at 31 December 2025 *HK$'000* (Audited)
Within 90 days	**157,733**	58,526
91 to 180 days	**583**	–
181 to 365 days	**–**	–
Over 365 days	**646**	661
Total	**158,962**	59,187

12. TRADE AND RETENTION PAYABLES, ACCRUALS AND PROVISION

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

	As at 30 June 2026 ***HK$'000*** **(Unaudited)**	As at 31 December 2025 *HK$'000* (Audited)
Trade payables:		
Within 90 days	**196,383**	115,579
91 to 180 days	**250**	51
Over 180 days	**25**	24
Total trade payables	**196,658**	115,654
Retention payables	**61,211**	49,923
Accruals	**300,336**	197,273
Provision	**46,771**	7,417
Total	**604,976**	370,267

Trade payables are normally settled on 90-day terms. For retention payables in respect of construction contracts, the due dates are normally within one year after the completion of the construction work.

As at 30 June 2026, retention payables amounting to HK$49,927,000 (31 December 2025: HK$44,845,000) were expected to be repayable within twelve months after the end of the reporting period.

13. SHARE CAPITAL

	As at 30 June 2026 ***HK$'000*** **(Unaudited)**	As at 31 December 2025 *HK$'000* (Audited)
Authorised:		
6,000,000,000 ordinary shares of HK$0.10 each	**600,000**	600,000
Issued and fully paid:		
3,366,035,709 ordinary shares of HK$0.10 each	**336,603**	336,603

14. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the unaudited condensed interim financial statements were as follows:

	As at 30 June 2026	As at 31 December 2025
	HK$'000	*HK$'000*
	(Unaudited)	(Audited)
Guarantees in respect of performance bonds in relation to construction projects	**256,437**	266,679

15. COMMITMENTS

The Group had the following contractual commitments at the end of the reporting period:

	As at 30 June 2026	As at 31 December 2025
	HK$'000	*HK$'000*
	(Unaudited)	(Audited)
Property, plant and equipment	**1,005**	1,948

16. RELATED PARTY TRANSACTIONS AND BALANCES

Save as disclosed elsewhere in the unaudited condensed interim financial statements, the Group had the following transactions and balances with related parties:

(a) For the period ended 30 June 2026, compensation to key management personnel of the Group amounted to HK$21,664,000 (period ended 30 June 2025: HK$22,208,000).

(b) During the period ended 30 June 2026, Tysan Building Construction Company Limited ("TBC") subcontracted foundation works of approximately HK$47,554,000 to the Group. TBC is controlled by Mr. Fung Chiu Chak, Victor, an executive director of the Company. This transaction was entered into in accordance with the terms of the engagement.

Corporate Information

Board of Directors

Executive Directors

Mr. FUNG Chiu Chak, Victor *(Vice Chairman)*
Mr. LAU Kin Fai

Non-executive Directors

Mr. Justin WAI *(Chairman)*
Mr. CHO Wen Wai Mark
Mr. YUEN Pak Man
Ms. GU Ye
Ms. HOU Xiangjia

Independent Non-executive Directors

Mr. LUNG Chee Ming, George
Mr. LI Kit Chee
Ms. Jennifer KWOK
Ms. YANG Jing

Audit Committee

Mr. LI Kit Chee *(Chairman)*
Mr. LUNG Chee Ming, George
Ms. Jennifer KWOK
Ms. YANG Jing

Remuneration Committee

Mr. LUNG Chee Ming, George *(Chairman)*
Mr. Justin WAI
Mr. FUNG Chiu Chak, Victor
Mr. YUEN Pak Man
Mr. LI Kit Chee
Ms. Jennifer KWOK
Ms. YANG Jing

Nomination Committee

Mr. Justin WAI *(Chairman)*
Mr. FUNG Chiu Chak, Victor
Mr. YUEN Pak Man
Mr. LUNG Chee Ming, George
Mr. LI Kit Chee
Ms. Jennifer KWOK
Ms. YANG Jing

Financial Controller

Ms. YIP Pui Shan

Company Secretary

Ms. WONG Suk Han, Kitty

Auditor

Ernst & Young
Certified Public Accountants and
Registered Public Interest Entity Auditor

Legal Advisers

Conyers, Dill & Pearman
Reed Smith Richards Butler LLP

Principal Bankers

Agricultural Bank of China Limited, Hong Kong Branch
Bank of Communications (Hong Kong) Limited
China Construction Bank (Asia) Corporation Limited
Hang Seng Bank Limited
Shanghai Commercial Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

Registered Office

Richmond House, 12 Par-la-Ville Road
Hamilton HM 08
Bermuda

Head Office and Principal Place of Business

20th Floor, One Island South
No. 2 Heung Yip Road
Wong Chuk Hang
Hong Kong

Branch Share Registrar in Hong Kong

TRICOR INVESTOR SERVICES LIMITED
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

HKSE Stock Code

687

Website

www.tysan.com