



德祥地產集團有限公司\*

**ITC PROPERTIES GROUP LIMITED**

(Incorporated in Bermuda with limited liability)

Stock Code: 199

# 2025-2026 INTERIM REPORT

\* For identification purpose only

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors



**Mr. Cheung Hon Kit**  
(Chairman)



**Dr. Chan Kwok Keung, Charles**  
(Joint Vice Chairman)



**Mr. Chan Yiu Lun, Alan**



**Mr. Law Hon Wa, William**  
(Chief Financial Officer)



**Hon. Shek Lai Him, Abraham, GBS, JP**  
(Joint Vice Chairman)



**Mr. Ip Hon Wah**

### Non-executive Director



**Ms. Chau Mei Wah**



**Mr. Pang, Anthony Ming-tung**

\* Mr. Chan Chun Hung, Vincent has been appointed as an independent non-executive Director with effect from 26 November 2025.



# CORPORATE INFORMATION

## BOARD COMMITTEES

### Audit Committee

Mr. Pang, Anthony Ming-tung (*chairman*)  
Hon. Shek Lai Him, Abraham, *GBS, JP*  
Mr. Ip Hon Wah

### Remuneration Committee

Mr. Pang, Anthony Ming-tung (*chairman*)  
Hon. Shek Lai Him, Abraham, *GBS, JP*  
Mr. Ip Hon Wah

### Nomination Committee

Hon. Shek Lai Him, Abraham, *GBS, JP* (*chairman*)  
Mr. Cheung Hon Kit  
Mr. Ip Hon Wah  
Mr. Pang, Anthony Ming-tung  
Ms. Chau Mei Wah

### Corporate Governance Committee

Mr. Cheung Hon Kit (*chairman*)  
Mr. Ip Hon Wah  
Mr. Law Hon Wa, William

### Investment Committee

Mr. Cheung Hon Kit  
Dr. Chan Kwok Keung, Charles  
Mr. Chan Yiu Lun, Alan  
Mr. Law Hon Wa, William

### Environmental, Social and Governance Committee\*

Mr. Ip Hon Wah (*chairman*)  
Mr. Law Hon Wa, William  
Mr. Pang, Anthony Ming-tung

## COMPANY SECRETARY

Ms. Wong Siu Mun

## AUTHORISED REPRESENTATIVES

Mr. Cheung Hon Kit (*Alternate: Ms. Chuk Wai Yin*)  
Mr. Law Hon Wa, William (*Alternate: Ms. Wong Siu Mun*)

## LEGAL ADVISORS

Conyers Dill & Pearman (*as to Bermuda law*)  
Iu, Lai & Li (*as to Hong Kong law*)  
Vincent T. K. Cheung, Yap & Co. (*as to Hong Kong law*)  
Leong Hon Man, Advogado (*as to Macau law*)

## AUDITOR

Deloitte Touche Tohmatsu  
Certified Public Accountants  
*Registered Public Interest Entity Auditors*

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Bank of China Limited, Macau Branch  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

30/F., Bank of America Tower  
12 Harcourt Road  
Central  
Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

## WEBSITE

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

## STOCK CODE

Hong Kong Stock Exchange 199

\* Mr. Chan Chun Hung, Vincent has been appointed as a member with effect from 26 November 2025.

# INFORMATION FOR SHAREHOLDERS

## FINANCIAL CALENDAR

Announcement of 2025-2026 Interim Results	17 November 2025
Ex-Dividend Date for Interim Dividend	N/A
Book Closure Dates for Interim Dividend	N/A
Record Date for Interim Dividend Entitlement	N/A
Payment Date of Interim Dividend	N/A
Announcement of 2025-2026 Annual Results	June 2026

## CORPORATE COMMUNICATIONS

The English and Chinese versions of this interim report are now available in printed form and in accessible format on the website of the Company at [www.itcproperties.com](http://www.itcproperties.com).

If Shareholders and non-registered shareholders of the Company, who have selected to receive corporate communications of the Company in printed form, wish to change their elected language of all future corporate communications, they may at any time notify the Company by prior notice of at least seven days in writing to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, or by e-mail to [itcproperties-ecom@vistra.com](mailto:itcproperties-ecom@vistra.com) or by completing and returning the change request form which could be downloaded from the website of the Company.

## SHAREHOLDER ENQUIRIES

E-mail : [info@itcproperties.com](mailto:info@itcproperties.com)

Telephone : (852) 2835 9500

Fax : (852) 2858 2697

# FINANCIAL HIGHLIGHTS

Six months ended 30 September  
2025 2024

HK\$'million

## Revenue

Per condensed consolidated statement of profit or loss  
Property income and hotel revenue  
– share of associates and joint ventures

7 10

163 297

170 307

## Net loss

(144) (530)

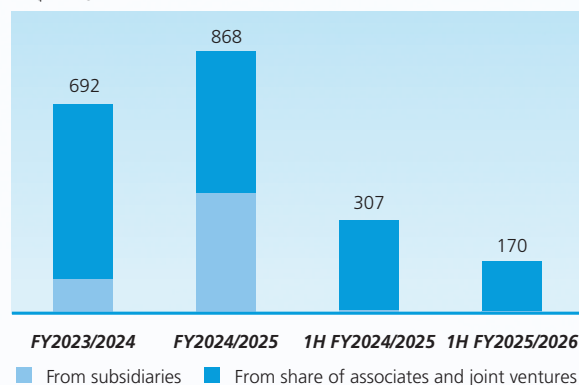
HK cents

## Basic loss per Share

(13) (56)

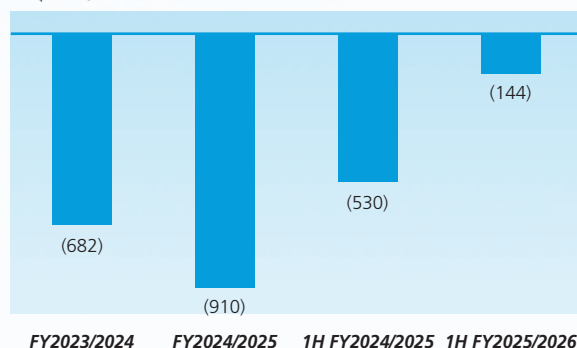
### Revenue

HK\$'million



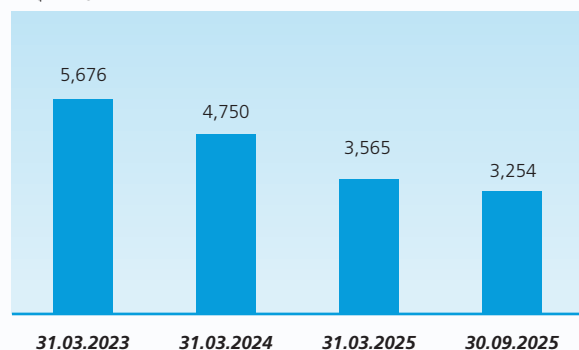
### Net Loss

HK\$'million



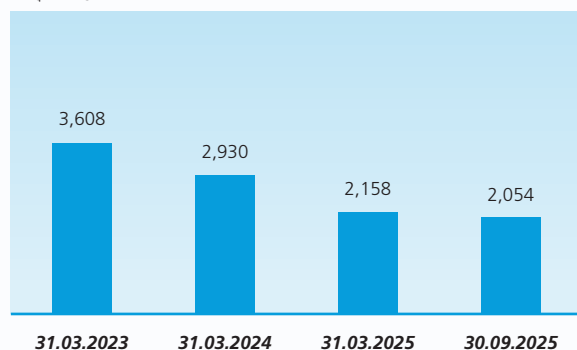
### Total Assets

HK\$'million



### Total Shareholders' Fund

HK\$'million



# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

Throughout the Period, the Group continued facing with the complicated and unstable business environment. The Group has been continuously reviewing its business model and enhancing its agility. As there was no disposal of property inventory during the Period, the Group's revenue remained at a low level of HK\$7.0 million, a slight decrease as compared with HK\$9.7 million for the last corresponding period.

As the property market remained subdued, particularly in the commercial segment, the Group continued recording a loss in property valuation for the Period. Such loss was lower than that recorded for the last corresponding period due to the absence of impairment losses on stock of properties recognised in cost of sales (30.9.2024: HK\$85.0 million) and the decrease in fair value of the Group's investment properties of HK\$27.0 million (30.9.2024: HK\$45.0 million) which was partly offset by the Group's share of a fair value loss of a commercial property in the PRC held by a joint venture of the Group of HK\$71.3 million (30.9.2024: HK\$43.9 million).

Following the reduction of operating costs resulted from the disposal of an overseas property in March 2025 and the ongoing implementation of stringent cost control initiatives across the Group, the administrative and general expenses of the Group for the Period decreased to HK\$55.2 million (30.9.2024: HK\$106.5 million). In addition, the loss of HK\$220.4 million on disposal of the Group's entire 50% equity interests in a joint venture, which indirectly owned a hotel property in Canada, recognised in the last corresponding period was absent in the Period.

As a result, the net loss attributable to owners of the Company for the Period decreased substantially to HK\$120.7 million, as compared with that of HK\$504.3 million for the last corresponding period.

The Board has resolved not to pay an interim dividend for the Period (2024: nil).

## Property

Segment loss for the Period decreased to HK\$119.7 million, as compared with that of HK\$229.3 million for the last corresponding period. As disclosed above, the loss was attributable to a decrease in fair value of investment properties of HK\$27.0 million and a share of decrease in fair value of a commercial property located in the PRC, which is held by a joint venture of the Group, of HK\$71.3 million for the Period.

### Macau

Grand Oasis in Cotai South is a luxury residential project developed by an associate of the Group. While the demand in the property market in Macau remains sluggish, the transaction volume for residential units of the project for the Period were slightly declined as compared with that for the last corresponding period. The contribution from this project to the Group decreased to HK\$10.8 million for the Period (30.9.2024: HK\$33.0 million).

### Hong Kong

During the Period, the Group entered into a sale and purchase agreement for disposing its entire 67% interest in the project located at Nos. 21, 23, 25, 27, 29 and 31 Sheung Heung Road, To Kwa Wan, to an independent third party at a consideration of HK\$361.8 million. Such disposal was completed in October 2025. It is estimated that the Group will record a gain on the disposal of HK\$0.8 million.

High Peak is a deluxe residential project located at No. 23 Po Shan Road, Mid-levels, in which the Group has 20% interests. During the Period, one deluxe residential unit was sold and handed over to the end buyer. This project continues to launch for sale and three deluxe residential units were sold subsequent to the end of the Period.

# MANAGEMENT DISCUSSION AND ANALYSIS

## ***The PRC***

Dabiao International Centre is a composite tower, comprising a commercial podium, offices and a hotel, situated in Guangzhou City and conveniently connected to the Changgang Metro Station. Its occupancy rate for the Period remained stable.

## ***Vancouver, Canada***

The residential redevelopment project at Alberni Street, in which the Group has 18% interests, is still in the course of obtaining the development and building permits from the local authority.

## **Hotel and Leisure**

For the Period, no revenue and profit were recorded in this segment (30.9.2024: loss of HK\$225.6 million) subsequent to the disposal of the Group's entire 50% interest in a hotel "The Westin Bayshore" in the last corresponding period from which a loss of HK\$220.4 million was recognised.

## ***Investment in Rosedale Hotel Beijing Co., Ltd., the PRC***

The Group has 20% equity interests in Rosedale Hotel Beijing Co., Ltd. (北京珀麗酒店有限責任公司) ("Rosedale Beijing"), a sino-foreign joint venture company established in the PRC, which held a piece of land located at No. 8, Jiang Tai Road West, Chaoyang District, Beijing, the PRC (the "Land").

As disclosed in the Company's annual report for the year ended 31 March 2025, the Group recognised a full impairment loss of HK\$136.2 million on its interest in Rosedale Beijing as at 31 March 2024. This decision was made based on several unfavorable factors, including the potential reclamation of the Land, the lack of co-operation from the major shareholder for land redevelopment and other uncertainties.

Although the Chaoyang District People's Court in Beijing (北京市朝陽區人民法院) has ruled in favour of the Group, the Group has not received adequate responses from Rosedale Beijing and its major shareholder up to the date of this interim report. After considering the above incidents, as the situations of Rosedale Beijing have not improved, the Board determined to assess the carrying amount of the Group's interest in Rosedale Beijing remained as nil as at 30 September 2025 (31.3.2025: nil).



# MANAGEMENT DISCUSSION AND ANALYSIS

Outlined below is a summary of the Group's interests in properties which are significant to the operations of the Group as at the date of this interim report:

Location	Usage	Group's interests (%)	Attributable gross floor area <sup>(note)</sup> (sq. ft.)
<b>Macau</b>			
One Oasis, Sky Oasis and Grand Oasis situated at Estrada de Seac Pai Van, Coloane	Residential/ Commercial	35.5	306,700
<b>Hong Kong</b>			
250 Hennessy situated at No. 250 Hennessy Road, Wanchai	Office/Car parks	100	55,600
High Peak situated at No. 23 Po Shan Road, Mid-levels	Residential	20	14,300
<b>The PRC</b>			
Portions of Dabiao International Centre situated at No. 362 Jiangnan Avenue South and No. 238 Changgang Zhong Road, Haizhu District, Guangzhou City	Commercial/ Office/Hotel/ Car parks	45	282,600
<b>Canada</b>			
Redevelopment project situated at 1444 Alberni Street, 711 Broughton Street and 740 Nicola Street, Vancouver, British Columbia	Residential/ Commercial	18	110,000
<b>Total</b>			769,200

Note: This represented the area under the existing use.

## Securities Investments

During the Period, the investment markets were volatile. As at 30 September 2025, market levels were higher than that as at 31 March 2025, and the Group recorded segment profit of HK\$14.8 million for the Period (30.9.2024: loss of HK\$15.8 million), mainly reflecting the unrealised gain from the increase in market prices.

As at 30 September 2025, the Group had equity and fund investments in aggregate of HK\$60.7 million, 46% being unlisted investment funds denominated in United States dollars and the remaining 54% being listed securities denominated in Hong Kong dollars.

## Finance

As at 30 September 2025, other loan receivables of the Group amounted to HK\$66.1 million (31.3.2025: HK\$79.1 million).

For the Period, the Group saw a segment profit of HK\$2.3 million (30.9.2024: loss of HK\$2.3 million), which was mainly attributable to an interest income of HK\$3.5 million (30.9.2024: HK\$5.1 million) which was offset by a loss allowance for expected credit loss of HK\$1.1 million (30.9.2024: HK\$7.4 million) provided on loan receivables (together with the outstanding interest accrued thereon) in accordance with the accounting policies adopted by the Group.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

The Group maintains a prudent funding and treasury policy with regard to its overall business operations.

As at 30 September 2025, the Group had total bank and other borrowings of HK\$752.7 million. After netting off cash and cash equivalents of HK\$17.4 million comparing with the shareholders' funds of the Group of HK\$2,054.0 million, the Group's net gearing ratio as at 30 September 2025 was 0.36 (31.3.2025: 0.41). Bank borrowings of HK\$691.6 million carried interest at floating rate and the other borrowings of HK\$61.1 million carried interest at fixed rate. The Group will closely monitor and manage its exposure to the interest rate fluctuations and will consider engaging hedging instruments as and when appropriate.

As at 30 September 2025, the Group's total borrowings amounting to HK\$752.7 million will be due for repayment in the coming twelve months, of which HK\$391.3 million was overdue. The Group is actively seeking new sources of financing and loan facilities, and will continue to closely monitor its liquidity and working capital requirements to ensure appropriate financing arrangements are made when necessary.

For overseas subsidiaries, associates, joint ventures and other investments with cash flows denominated in foreign currencies, the Group endeavours to establish a natural hedge for debt financing with an appropriate level of borrowings in the same currencies. In this respect, the borrowings of the Group and its associates and joint ventures, to which the Group has provided guarantees, are denominated in Hong Kong dollars and Canadian dollars. For the Period, an unrealised gain on exchange differences of HK\$20.9 million was credited as other comprehensive income, mainly arising from translations of operations in Canada and the PRC due to the appreciation of Canadian dollars and Renminbi. A majority of the Group's cash and cash equivalents are denominated in Hong Kong dollars and Renminbi while the Group's other assets and liabilities are denominated in Hong Kong dollars, Renminbi, Macau Pataca and Canadian dollars. Though no hedging instruments have been engaged, the Group will closely monitor its foreign exchange risk exposure.

For the Period, the Group reported a loss attributable to owners of the Company of HK\$120.7 million and as at 30 September 2025, the Group had net current liabilities of HK\$294.4 million. Also, as at 30 September 2025, the Group's aggregate bank and other borrowings amounted to HK\$752.7 million while the Group had cash and cash equivalents amounting to HK\$17.4 million. These conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern. To improve the Group's liquidity risk and financial position, the Group has been undertaking a number of plans and measures including the following:

(1) Disposal of properties

The Group will sell its properties as a strategic move in order to realise the tied-up capital and value. This strategy will allow the Group to efficiently manage its assets, potentially enhance its liquidity and provide additional financial resources.

(2) Maintaining business activities

The Group expects to continue to enhance its liquidity and operating cash flows for the next twelve months from selling stock of properties.

# MANAGEMENT DISCUSSION AND ANALYSIS

## (3) Seeking refinancing and new funding

The Group has been actively seeking for refinancing the existing facilities before maturity. Up to the date of this interim report, the Group has not received any demand for immediate repayment of its borrowing of HK\$391.3 million which had been overdue since April 2024. The Group continues to negotiate with the lenders of existing borrowings for refinancing and other investors/lenders for new funding.

## (4) Control on administrative and operating costs

The Group will continue to take active measures to control administrative and operating costs through various channels.

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of twelve months from the date of approval of the condensed consolidated financial statements. The Directors are of the opinion that, after taking into account the above-mentioned plans and measures, the liquidity needs of the Group will be managed, and the financial position of the Group will be improved. Also, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due within twelve months from the date of approval of the condensed consolidated financial statements. Accordingly, the Directors have, at the time of approving the condensed consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, the Directors continue to adopt the going concern basis of accounting in preparing the condensed consolidated financial statements of the Group.

## Pledge of Assets

As at 30 September 2025, the Group's general credit facilities granted by banks and other lender were secured by pledges of the Group's investment properties of HK\$390.0 million, property, plant and equipment of HK\$110.0 million, interests in associates and amounts due from associates of HK\$860.4 million, and other receivables of HK\$172.4 million.

## Contingent Liabilities

As at 30 September 2025, the Group provided corporate guarantees on a several basis with maximum liabilities of (i) HK\$84.6 million (31.3.2025: HK\$84.6 million) and HK\$141.0 million (31.3.2025: HK\$137.0 million) in respect of the banking facilities granted to two joint ventures (which were owned as to 50% and 18% by the Group respectively) with the outstanding amounts attributable to the Group's interests of HK\$41.3 million (31.3.2025: HK\$41.3 million) and HK\$86.5 million (31.3.2025: HK\$84.1 million); and (ii) HK\$191.7 million (31.3.2025: HK\$218.2 million) in respect of the banking facilities granted to an associate (which was owned as to 20% by the Group) with the outstanding amount attributable to the Group's interest of HK\$191.7 million (31.3.2025: HK\$218.2 million).

# MANAGEMENT DISCUSSION AND ANALYSIS

## PROSPECTS

Looking ahead, the global economy continues to recover, although weakening economic indicators signal ongoing challenges. While uncertainties from U.S. tariff actions persist, Hong Kong may be benefited from the anticipated global interest rate cuts. However, heightened trade tensions between the United States and China, growing geopolitical uncertainties, and the rise of trade protectionism will continue to pose significant challenges to both local and global economic recovery.

In response, the Group will continue to adopt a cautious approach, review its business strategies, refine its business model, and improve the efficiency and effectiveness of its operations. The Group will also focus on implementing stringent cash flow management, selling our property projects to realise tied-up capital, managing operating costs efficiently and seeking ways to enhance the value of our portfolio. These actions could enhance our liquidity and financial flexibility, enabling us to better navigate the current challenging business environment. Meanwhile, apart from our businesses in the PRC, Macau and Canada, we will cautiously explore potential property development projects opportunities and actively seek new funding from investors and the capital markets to support future growth.

## NUMBER OF EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2025, the total number of employees of the Group was 121 (31.3.2025: 119). Employees are remunerated according to their qualifications and experience, job nature and performance, and under the pay scales aligned with market conditions. Other benefits to employees include discretionary bonus, medical scheme, insurance coverage, share options and retirement benefit schemes.

## MOVEMENT IN ISSUED SHARES

During the Period, the Company did not issue nor cancel any Shares. As at 30 September 2025, there were 907,198,410 Shares and no treasury shares of the Company.

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## ADDITIONAL INFORMATION SUBSEQUENT TO THE DATE OF INTERIM REPORT

On 24 November 2025, the Company entered into a subscription agreement with a subscriber for issuing (pursuant to the general mandate of the Company) an aggregate of 100,800,000 new shares of the Company at HK\$0.7 per share. Details were disclosed in the announcements of the Company dated 25 November 2025, 8 December 2025 and 11 December 2025.



## OTHER INFORMATION

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

As at 30 September 2025, the interests and short positions of the Directors and chief executive of the Company and/or their respective close associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### The Company

Name of Director	Number of Shares held	Number of underlying shares held (Note 2)	Total	Percentage (Note 3)
Mr. Cheung Hon Kit ("Mr. HK Cheung")	48,800,000	2,600,000	51,400,000	5.66%
Dr. Chan Kwok Keung, Charles ("Dr. Charles Chan")	528,948,012 (Note 4)	–	528,948,012	58.30%
Mr. Chan Yiu Lun, Alan ("Mr. Alan Chan")	4,075,781	1,000,000	5,075,781	0.55%
Ms. Chau Mei Wah	11,952,564	–	11,952,564	1.31%
Hon. Shek Lai Him, Abraham, GBS, JP ("Mr. Abraham Shek")	322,347	500,000	822,347	0.09%
Mr. Ip Hon Wah ("Mr. HW Ip")	–	300,000	300,000	0.03%

Notes:

- Except Dr. Charles Chan, all the Directors were the beneficial owners having personal interests in the Shares and/or underlying shares of the Company disclosed above. All the interests disclosed above were long positions.
- This represented the aggregate number of share options granted to the Directors by the Company (being regarded as unlisted physically settled equity derivatives) under the Share Option Scheme. Details of the share options are disclosed in the section headed "Share Option Scheme" below.
- This represented the approximate percentage of the total number of Shares as at 30 September 2025.
- By virtue of Part XV of the SFO, Dr. Charles Chan was interested in and deemed to be interested in a total of 528,948,012 Shares as follows:
  - he was the beneficial owner having personal interests in 191,588,814 Shares;
  - he was deemed to have corporate interests in 76,186,279 Shares which were owned by the companies wholly owned by him; and
  - he was deemed to have family interests in 261,172,919 Shares which were owned by the companies wholly owned by his spouse, Ms. Ng Yuen Lan, Macy ("Ms. Macy Ng").

Details of (ii) and (iii) above are disclosed in the section headed "Interests of Substantial Shareholders and Other Persons" below.

Save as disclosed above, as at 30 September 2025, none of the Directors or chief executive of the Company and/or their respective close associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### SHARE OPTION SCHEME

On 10 September 2021, the Share Option Scheme was approved and adopted by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting. The primary purpose of the Share Option Scheme is to retain, reward, motivate and give incentives to eligible persons. The Share Option Scheme shall be valid and effective for a period of 10 years commencing from 10 September 2021 to 9 September 2031.

On 28 September 2021, the Company granted share options, of which a total of 16,320,000 share options were duly accepted by the grantees, under the Share Option Scheme with an exercise price of HK\$1.03 per share option. The period during which these share options can be exercised is from 1 April 2022 to 30 September 2025 (both dates inclusive), provided that 25% of the share options shall be exercisable during each of the periods (i) from 1 April 2022 to 30 September 2025 (both dates inclusive); (ii) from 1 October 2022 to 30 September 2025 (both dates inclusive); (iii) from 1 April 2023 to 30 September 2025 (both dates inclusive); and (iv) from 1 October 2023 to 30 September 2025 (both dates inclusive) pursuant to the Share Option Scheme. The vesting period of the share options is from the date of the grant until the commencement of the exercise period. Both the numbers of share options available for grant under the Share Option Scheme at the beginning and the end of the Period were 86,297,541.

The total number of new shares of the Company that may be issued in respect of all outstanding share options granted by the Company under the Share Option Scheme during the Period was 9,720,000, representing approximately 1.07% of the weighted average number of Shares for the Period which was equivalent to the total number of Shares as at 30 September 2025.

The movements of the share options during the Period were as follows:

Category and name of participant	Number of share options					Outstanding as at 30 September 2025
	Outstanding as at 1 April 2025	Granted during the Period	Exercised during the Period	Lapsed during the Period	Cancelled during the Period	
<b>Directors</b>						
Mr. HK Cheung	2,600,000	–	–	–	–	2,600,000
Mr. Alan Chan (Note 1)	1,000,000	–	–	–	–	1,000,000
Mr. Abraham Shek	500,000	–	–	–	–	500,000
Mr. HW Ip	300,000	–	–	–	–	300,000
<b>Sub-total</b>	<b>4,400,000</b>	–	–	–	–	<b>4,400,000</b>
<b>Employees (Note 2)</b>	<b>4,220,000</b>	–	–	–	–	<b>4,220,000</b>
<b>Other participants</b>						
Service provider (Note 3(i))	800,000	–	–	–	–	800,000
Related entity participant (Note 3(ii))	300,000	–	–	–	–	300,000
<b>Sub-total</b>	<b>1,100,000</b>	–	–	–	–	<b>1,100,000</b>
<b>Total</b>	<b>9,720,000</b>	–	–	–	–	<b>9,720,000</b>

## OTHER INFORMATION

Notes:

1. Mr. Alan Chan is also an associate (as defined in the Listing Rules) of the substantial shareholders of the Company.
2. This represented the aggregate number of share options held by former employees and existing employees.
3. These other participants are:
  - (i) a consultant of the Group, who held 800,000 outstanding share options; and
  - (ii) a senior executive of a principal associate of the Company, who held 300,000 outstanding share options. He is also a director of certain associates of the Company.

Save as disclosed above, there were no share options granted, exercised, lapsed or cancelled under the Share Option Scheme during the Period.

All the outstanding share options granted under the Share Option Scheme lapsed on 1 October 2025.

### INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS

As at 30 September 2025, so far as being known to the Directors or chief executive of the Company, the interests and short positions of the substantial shareholders of the Company or other persons (other than the Directors or chief executive of the Company) in the Shares and underlying shares of the Company, which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Name	Nature of interests	Capacity	Number of Shares held	Percentage (Note 2)
<b>(I) Substantial shareholders</b>				
Ms. Macy Ng	Corporate interests	Interest of controlled corporation	261,172,919	28.78%
	Family interests	Interest of spouse	267,775,093	29.52%
			528,948,012 (Note 3)	58.30%
Record High Enterprises Limited ("Record High")	Corporate interests	Interest of controlled corporation	261,172,919 (Note 3)	28.78%
Fortune Crystal Holdings Limited ("Fortune Crystal")	Personal interests	Beneficial owner	261,172,919 (Note 3)	28.78%
<b>(II) Other persons</b>				
ITC Holdings Limited ("ITC Holdings")	Corporate interests	Interest of controlled corporation	76,186,279 (Note 4)	8.39%
Galaxyway Investments Limited ("Galaxyway")	Personal interests	Beneficial owner	76,186,279 (Note 4)	8.39%

### Notes:

1. All the interests in the Shares disclosed above were long positions. Also, no underlying shares of the Company were held by the substantial shareholders of the Company and other persons stated above.
2. This represented the approximate percentage of the total number of Shares as at 30 September 2025.
3. Fortune Crystal owned 261,172,919 Shares and was a wholly-owned subsidiary of Record High which in turn was wholly owned by Ms. Macy Ng. As such, Record High and Ms. Macy Ng were deemed to be interested in the 261,172,919 Shares owned by Fortune Crystal by virtue of Part XV of the SFO.

In addition, Ms. Macy Ng was deemed to be interested in the 76,186,279 Shares owned by Galaxyway set out in Note 4 below and the 191,588,814 Shares beneficially owned by Dr. Charles Chan, an executive Director and Joint Vice Chairman of the Company, by virtue of her being the spouse of Dr. Charles Chan for the purpose of Part XV of the SFO.

Accordingly, Ms. Macy Ng was deemed to be interested in a total of 528,948,012 Shares by virtue of Part XV of the SFO.

4. Galaxyway owned 76,186,279 Shares and was a wholly-owned subsidiary of ITC Holdings which in turn was wholly owned by Dr. Charles Chan. As such, ITC Holdings and Dr. Charles Chan were deemed to be interested in the 76,186,279 Shares owned by Galaxyway by virtue of Part XV of the SFO.

Save as disclosed above, as at 30 September 2025, the Company had not been notified of any other interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

### 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 during the Period.

### REVIEW OF INTERIM RESULTS

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group, including a review of the interim results for the Period, and discussed financial reporting and internal control matters. The interim results for the Period have not been audited nor reviewed by the Company's auditor, Deloitte Touche Tohmatsu.

### COMPLIANCE WITH CG CODE

The Company is committed to maintaining high standard of corporate governance practices and procedures and complying with the statutory and regulatory requirements with an aim to maximising the values and interests of the Shareholders as well as enhancing the transparency and accountability to the stakeholders of the Company.

Throughout the Period, the Company has complied with all the code provisions of the applicable CG Code and applied the principles contained therein, except that the role of the "chief executive" is vacant. The responsibilities for the operations and business development of the Group are shared by the executive Directors. The Board is of the view that as there is a clear division of responsibilities amongst the executive Directors, the current structure is effective in facilitating the operations and business development of the Group and enabling the Board to discharge its responsibilities satisfactorily. In addition, the independent non-executive Directors contribute valuable views and proposals independently for the Board's deliberation and decisions.



## OTHER INFORMATION

### COMPLIANCE WITH MODEL CODE

The Company has adopted the Model Code as its own code of conduct for Directors in their dealings in the securities of the Company. In response to specific enquiries made by the Company, all the Directors confirmed that they complied with the required standards set out in the Model Code throughout the Period.

### CHANGES IN INFORMATION ON DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in information on the Directors since the date of the 2024-2025 annual report of the Company and up to the date of this interim report were set out below:

- (i) Mr. Abraham Shek resigned as an independent non-executive director of China Resources Building Materials Technology Holdings Limited, a listed company in Hong Kong, with effect from 24 October 2025.
- (ii) Ms. Chau Mei Wah ceased to be a fellow member of the Hong Kong Institute of Certified Public Accountants of her own accord.
- (iii) There were changes to the directorships of each of Mr. HK Cheung, Mr. Alan Chan and Mr. Law Hon Wa, William in certain members of the Group.

Save as disclosed above, there are no other changes in information on the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

On behalf of the Board

**Cheung Hon Kit**

*Chairman*

Hong Kong, 17 November 2025

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	NOTES	Six months ended 30 September	
		2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Revenue	3	<b>7,042</b>	9,697
Property income		<b>3,522</b>	4,631
Direct cost for property income		<b>(2,696)</b>	(87,164)
Gross profit (loss) for property income		<b>826</b>	(82,533)
Interest revenue from loan financing		<b>3,520</b>	5,066
Net fair value gain (loss) on financial instruments	4	<b>15,228</b>	(15,108)
Other income, gains and losses		<b>9,792</b>	9,580
(Recognition) reversal of impairment losses under expected credit loss model, net	21	<b>(1,134)</b>	14,366
Loss on disposal of interest in a joint venture	12	–	(220,408)
Decrease in fair value of investment properties	10	<b>(27,000)</b>	(45,000)
Administrative and general expenses		<b>(55,221)</b>	(106,503)
Finance costs	5	<b>(37,852)</b>	(65,870)
Share of results of associates		<b>12,193</b>	25,841
Share of results of joint ventures		<b>(64,777)</b>	(49,068)
Loss before taxation		<b>(144,425)</b>	(529,637)
Taxation	6	–	(43)
Loss for the period	7	<b>(144,425)</b>	(529,680)
Loss for the period attributable to:			
Owners of the Company		<b>(120,671)</b>	(504,298)
Non-controlling interests		<b>(23,754)</b>	(25,382)
		<b>(144,425)</b>	(529,680)
Loss per share	9		
– Basic (HK dollar)		<b>(0.13)</b>	(0.56)
– Diluted (HK dollar)		<b>(0.13)</b>	(0.56)

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	Six months ended 30 September	
	2025	2024
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the period	<b>(144,425)</b>	(529,680)
<b>Other comprehensive income (expense)</b>		
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translation of foreign operations	<b>20,917</b>	22,630
Exchange differences arising on translation of associates and joint ventures	<b>(2,387)</b>	(1,337)
Reclassification of cumulative translation reserve upon disposal of a foreign operation	–	29,182
Other comprehensive income for the period	<b>18,530</b>	50,475
Total comprehensive expense for the period	<b>(125,895)</b>	(479,205)
Total comprehensive expense for the period attributable to:		
Owners of the Company	<b>(104,407)</b>	(457,443)
Non-controlling interests	<b>(21,488)</b>	(21,762)
	<b>(125,895)</b>	(479,205)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 SEPTEMBER 2025

	NOTES	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
<b>Non-current assets</b>			
Property, plant and equipment		121,266	133,812
Investment properties	10	390,000	417,000
Equity and fund investments	11	27,782	28,486
Interests in joint ventures	12	58,042	56,885
Amounts due from joint ventures	12	683,000	718,548
Interests in associates	13	1,020,109	1,007,916
Amount due from an associate	13	52,268	46,002
Other non-current assets		18,209	18,260
		<b>2,370,676</b>	<b>2,426,909</b>
<b>Current assets</b>			
Stock of properties	14	400,900	390,300
Other loan receivables	15	66,068	79,105
Debtors, deposits and prepayments	16	330,574	566,228
Amounts due from associates	13	35,657	35,657
Equity and fund investments	11	32,890	19,463
Cash and cash equivalents		17,392	47,652
		<b>883,481</b>	<b>1,138,405</b>
<b>Current liabilities</b>			
Creditors, deposits and accrued charges	17	283,507	288,752
Amount due to a joint venture	12	20,773	20,773
Tax payables		118,495	117,278
Lease liabilities		2,349	8,513
Bank and other borrowings	18	752,715	759,571
		<b>1,177,839</b>	<b>1,194,887</b>
<b>Net current liabilities</b>		<b>(294,358)</b>	<b>(56,482)</b>
<b>Total assets less current liabilities</b>		<b>2,076,318</b>	<b>2,370,427</b>



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 SEPTEMBER 2025

	NOTES	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
<b>Non-current liabilities</b>			
Lease liabilities		<b>707</b>	2,251
Bank and other borrowings	18	–	166,670
		<b>707</b>	168,921
		<b>2,075,611</b>	2,201,506
<b>Capital and reserves</b>			
Share capital	19	<b>9,072</b>	9,072
Reserves		<b>2,044,955</b>	2,149,362
Equity attributable to owners of the Company		<b>2,054,027</b>	2,158,434
Non-controlling interests		<b>21,584</b>	43,072
		<b>2,075,611</b>	2,201,506

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	Attributable to owners of the Company											Non-controlling interests	Total
	Share capital	Share premium	Contributed surplus	Capital redemption reserve	Share-based payment reserve	Investment revaluation reserve	Other reserve	Special reserve	Translation reserve	Accumulated losses	Sub-total		
	HK\$'000	HK\$'000	HK\$'000 (note i)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000 (note ii)	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2024 (audited)	9,072	3,322,578	113,020	9,899	1,546	(323,235)	3,348	(8,908)	(105,233)	(91,981)	2,930,106	138,654	3,068,760
Loss for the period	-	-	-	-	-	-	-	-	-	(504,298)	(504,298)	(25,382)	(529,680)
Exchange differences arising on translation of foreign operations	-	-	-	-	-	-	-	-	19,010	-	19,010	3,620	22,630
Exchange differences arising on translation of associates and joint ventures	-	-	-	-	-	-	-	-	(1,337)	-	(1,337)	-	(1,337)
Reclassification of cumulative translation reserve upon disposal of a foreign operation	-	-	-	-	-	-	-	-	29,182	-	29,182	-	29,182
Total comprehensive income (expense) for the period	-	-	-	-	-	-	-	-	46,855	(504,298)	(457,443)	(21,762)	(479,205)
Transfer on lapse of share options	-	-	-	-	(168)	-	-	-	-	168	-	-	-
Acquisition of additional interests in a subsidiary	-	-	-	-	-	-	(3,348)	-	-	-	(3,348)	2,947	(401)
At 30 September 2024 (unaudited)	9,072	3,322,578	113,020	9,899	1,378	(323,235)	-	(8,908)	(58,378)	(596,111)	2,469,315	119,839	2,589,154
At 1 April 2025 (audited)	9,072	3,322,578	113,020	9,899	1,350	(323,235)	(13,725)	(8,908)	(46,850)	(904,767)	2,158,434	43,072	2,201,506
Loss for the period	-	-	-	-	-	-	-	-	-	(120,671)	(120,671)	(23,754)	(144,425)
Exchange differences arising on translation of foreign operations	-	-	-	-	-	-	-	-	18,651	-	18,651	2,266	20,917
Exchange differences arising on translation of associates and joint ventures	-	-	-	-	-	-	-	-	(2,387)	-	(2,387)	-	(2,387)
Total comprehensive income (expense) for the period	-	-	-	-	-	-	-	-	16,264	(120,671)	(104,407)	(21,488)	(125,895)
At 30 September 2025 (unaudited)	9,072	3,322,578	113,020	9,899	1,350	(323,235)	(13,725)	(8,908)	(30,586)	(1,025,438)	2,054,027	21,584	2,075,611

## Notes:

- The contributed surplus of the Group represents the credit arising from capital reduction pursuant to the capital reorganisation on 13 March 2010.
- Special reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired and the nominal amount of the share capital of the Company issued as consideration under the group reorganisation in prior years.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	NOTE	Six months ended 30 September	
		2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Loss before taxation		(144,425)	(529,637)
Adjustments for:			
Decrease in fair value of investment properties		27,000	45,000
Depreciation of property, plant and equipment		7,651	7,890
Finance costs		37,852	65,870
Loss on disposal of interest in a joint venture		–	220,408
Impairment losses on property, plant and equipment		7,293	11,525
Share of results of associates		(12,193)	(25,841)
Share of results of joint ventures		64,777	49,068
Other adjustments		(12,045)	(17,846)
Operating cash flows before movements in working capital		(24,090)	(173,563)
Decrease in stock of properties		–	102,685
Movements in other working capital items		(29,695)	11,956
Cash used in operations		(53,785)	(58,922)
Interest received		152	392
Income tax refunded (paid)		26	(43)
Net cash used in operating activities		(53,607)	(58,573)
Net cash from investing activities			
Compensation on resumption of land use rights		237,571	–
Proceeds from settlement of consideration receivable for disposal of a joint venture		32,597	–
Proceeds from redemption of an unlisted investment fund		2,525	–
Interest received		152	392
Repayment from joint ventures		17	25,121
Proceeds from disposal of property, plant and equipment		–	261,066
Proceeds from disposal of a joint venture		–	34,538
Refund of refundable earnest money	21	–	21,739
Proceeds from disposal of a subsidiary		–	11,280
Withdrawal of restricted bank balance		–	1,976
Placement of restricted bank balance		–	(13,684)
Investments in joint ventures		(966)	(1,205)
Advances to an associate		(6,266)	(9,200)
Advances to joint ventures		(8,066)	(7,798)
		257,564	324,225

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	NOTE	Six months ended 30 September	
		2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Net cash used in financing activities			
Repayment of bank and other borrowings	18	(193,548)	(438,425)
Interest paid		(47,050)	(56,150)
Repayment to non-controlling interests		(11,940)	–
Repayment of lease liabilities, including related interests		(4,573)	(3,900)
Net cash outflow on acquisition of non-controlling interest		–	(20,290)
Advances from non-controlling interests		–	3,151
New bank and other borrowings raised	18	19,000	248,000
		<b>(238,111)</b>	<b>(267,614)</b>
Net decrease in cash and cash equivalents		<b>(34,154)</b>	<b>(1,962)</b>
Cash and cash equivalents at the beginning of the period		<b>47,652</b>	<b>24,743</b>
Effect of foreign exchange rate changes		<b>3,894</b>	<b>(5,559)</b>
Cash and cash equivalents at the end of the period, represented by bank balances and cash		<b>17,392</b>	<b>17,222</b>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix D2 to the Listing Rules.

In preparing the condensed consolidated financial statements, the Directors have given careful consideration to the future liquidity, the financial position and the available sources of financing of the Group in assessing the Group’s ability to continue as a going concern. During the six months ended 30 September 2025, the Group reported a loss of HK\$144,425,000 and, as of that date, the Group’s current liabilities exceeded its current assets by HK\$294,358,000. As at 30 September 2025, the Group’s aggregate bank and other borrowings amounted to HK\$752,715,000 which were due for settlement within twelve months and were classified as current liabilities while the Group had cash and cash equivalents amounting to HK\$17,392,000. As further set out in Note 18, as at 30 September 2025, certain of the Group’s bank borrowings with carrying amounts of HK\$391,300,000 was overdue.

In view of the above circumstances, in order to continue mitigating the Group’s liquidity risk and financial position, the Group has undertaken the following plans and measures on an ongoing basis:

- (i) Disposal of properties  
The Group will sell its properties as a strategic move in order to realise the tied-up capital and value. This strategy will allow the Group to efficiently manage its assets, potentially enhance its liquidity and provide additional financial resources.
- (ii) Maintaining business activities  
The Group expects to continue to enhance its liquidity and operating cash flows for the next twelve months from selling stock of properties.
- (iii) Seeking refinancing and new funding  
The Group has been actively seeking for refinancing the existing facilities before maturity. Up to the date of approval of the condensed consolidated financial statements, the Group has not received any demand for immediate repayment of its borrowing of HK\$391,300,000 which had been overdue since April 2024. The Group continues to negotiate with the lenders of existing borrowings for refinancing and other investors/lenders for new funding.
- (iv) Control on administrative and operating costs  
The Group will continue to take active measures to control administrative and operating costs through various channels.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 1. BASIS OF PREPARATION *(Continued)*

The Directors have reviewed the Group's cash flow projections prepared by management, which cover a period of twelve months from the date of approval of the condensed consolidated financial statements. The Directors are of the opinion that, after taking into account the above-mentioned plans and measures, the liquidity needs of the Group will be managed and the financial position of the Group will be improved. Also, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due within twelve months from the date of approval of the condensed consolidated financial statements. Accordingly, the Directors have, at the time of approving the condensed consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, the Directors continue to adopt the going concern basis of accounting in preparing the condensed consolidated financial statements of the Group.

Significant uncertainties exist as to whether the Group will be able to achieve its plans and measures as described above. If the above-mentioned plans and measures could not be implemented successfully as planned, the Group would be unable to finance its operations or meet its financial obligations as and when they fall due during its ordinary course of business. The above events and conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern and adjustments might have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to reclassify non-current liabilities as current liabilities with consideration of the contractual terms, or to recognise a liability for contractual commitments that may have become onerous, where appropriate. The effects of these adjustments have not been reflected in the condensed consolidated financial statements.

## 2. MATERIAL ACCOUNTING POLICY INFORMATION

The condensed consolidated financial statements have been prepared on the historical cost basis, except for investment properties and certain financial instruments that are measured at fair values, as appropriate.

Other than additional accounting policies resulting from the application of amendments to HKFRS Accounting Standards, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2025 are the same as those presented in the Group's annual consolidated financial statements for the year ended 31 March 2025.

### Application of amendments to HKFRS Accounting Standards

In the current interim period, the Group has applied the following amendments to HKFRS Accounting Standards issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual period beginning on 1 April 2025 for the preparation of the condensed consolidated financial statements:

Amendments to HKAS 21

Lack of Exchangeability

The application of the amendments to HKFRS Accounting Standards in the current interim period has had no material impact on the Group's financial position and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 3. SEGMENT INFORMATION

### Disaggregation of revenue

	Six months ended 30 September	
	2025	2024
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
<b>Revenue from contracts with customers:</b>		
<i>Property</i>		
Revenue from building management fee income		
– recognised over time	710	239
Revenue from properties commission income		
– recognised at a point in time	726	1,545
	<b>1,436</b>	<b>1,784</b>
<b>Revenue from other sources:</b>		
Fixed lease income	2,086	2,847
Interest revenue from loan financing	3,520	5,066
	<b>5,606</b>	<b>7,913</b>
<b>Total revenue</b>	<b>7,042</b>	<b>9,697</b>

The segment information reported externally was analysed on the basis of the goods and services delivered or provided by the Group's operating divisions and is consistent with the internal information that is regularly reviewed by the executive Directors, the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of performance. This is also the basis of organisation in the Group, whereby the management has chosen to organise the Group around differences in products and services.

The Group's reportable and operating segments are as follows:

Property	–	development of, selling of and investment in properties
Hotel and leisure	–	investment in hotels
Securities investments	–	trading and investment of securities
Finance	–	provision of loan financing services

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 3. SEGMENT INFORMATION (Continued)

### Disaggregation of revenue (Continued)

Information regarding these segments is reported below:

For the six months ended 30 September 2025 (unaudited)

	Segment revenue HK\$'000 (note (a))	Operating (loss) profit HK\$'000	Share of results of associates HK\$'000	Share of results of joint ventures HK\$'000	Finance costs HK\$'000	Segment results: (loss) profit before taxation HK\$'000 (note (b))
Property (note (c))	3,522	(37,814)	12,193	(64,722)	(29,371)	(119,714)
Securities investments	–	14,759	–	–	–	14,759
Finance	3,520	2,306	–	–	–	2,306
SEGMENT TOTAL	7,042	(20,749)	12,193	(64,722)	(29,371)	(102,649)
Unallocated	–	(33,240)	–	(55)	(8,481)	(41,776)
GROUP TOTAL	7,042	(53,989)	12,193	(64,777)	(37,852)	(144,425)

For the six months ended 30 September 2024 (unaudited)

	Segment revenue HK\$'000 (note (a))	Operating loss HK\$'000	Loss on disposal of interest in a joint venture HK\$'000	Share of results of associates HK\$'000	Share of results of joint ventures HK\$'000	Finance costs HK\$'000	Segment results: loss before taxation HK\$'000 (note (b))
Property (note (c))	4,631	(164,613)	–	25,841	(37,422)	(53,140)	(229,334)
Hotel and leisure	–	(11)	(220,408)	–	(5,203)	–	(225,622)
Securities investments	–	(15,801)	–	–	–	–	(15,801)
Finance	5,066	(2,342)	–	–	–	–	(2,342)
SEGMENT TOTAL	9,697	(182,767)	(220,408)	25,841	(42,625)	(53,140)	(473,099)
Unallocated	–	(37,365)	–	–	(6,443)	(12,730)	(56,538)
GROUP TOTAL	9,697	(220,132)	(220,408)	25,841	(49,068)	(65,870)	(529,637)



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 3. SEGMENT INFORMATION (Continued)

### Disaggregation of revenue (Continued)

Notes:

- (a) Segment revenue as set out above comprises income from leases, properties commission income, building management fee income and loan financing income. All segment revenue is from external customers.
- (b) The aggregate of the segment results as set out above comprises the (loss) profit before taxation from each segment without allocation of certain other income, gains and losses, certain administrative and general expenses, share of results of certain joint ventures and certain finance costs.
- (c) The segment revenue of property segment included income from leases, properties commission income and building management fee income. During the six months ended 30 September 2025, the segment result of property segment included decrease in fair value of investment properties of HK\$27,000,000 (six months ended 30 September 2024: HK\$45,000,000), impairment losses of certain property, plant and equipment of HK\$7,293,000 (six months ended 30 September 2024: HK\$11,525,000) and share of decrease in fair value of investment properties, net of tax, of RMB65,507,000 (equivalent to HK\$71,280,000) (six months ended 30 September 2024: decrease in fair value of investment properties, net of tax, of RMB40,425,000 (equivalent to HK\$43,940,000)) of a joint venture included in share of results of joint ventures.

The CODM assesses the performance of the operating segments based on the (loss) profit before taxation of the group entities engaged in the respective segment activities which represents the segment results. Financial information provided to the CODM is measured in a manner consistent with the accounting policies adopted in the preparation of the condensed consolidated financial statements.

### Segment assets and liabilities

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

	Segment assets		Segment liabilities	
	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Property	3,007,976	3,255,597	832,189	963,248
Hotel and leisure	36,361	67,938	1,555	1,993
Securities investments	60,676	47,953	476	951
Finance	98,131	111,683	49	48
Segment total	3,203,144	3,483,171	834,269	966,240
Unallocated:				
Cash and cash equivalents	17,392	47,652	–	–
Bank and other borrowings	–	–	325,299	364,351
Others	33,621	34,491	18,978	33,217
Total	3,254,157	3,565,314	1,178,546	1,363,808

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 3. SEGMENT INFORMATION *(Continued)*

### Segment assets and liabilities *(Continued)*

For the purposes of monitoring segment performance and allocating resources among segments:

- all assets are allocated to operating segments other than certain property, plant and equipment, certain other non-current assets, certain debtors, deposits and prepayments of the corporate offices, interests in certain joint ventures, amounts due from certain joint ventures and cash and cash equivalents; and
- all liabilities, including tax payables, are allocated to operating segments other than certain lease liabilities, certain bank and other borrowings, certain creditors, deposits and accrued charges and certain tax payables.

## 4. NET FAIR VALUE GAIN (LOSS) ON FINANCIAL INSTRUMENTS

	Six months ended 30 September	
	2025	2024
	HK\$'000 (unaudited)	HK\$'000 (unaudited)
Net increase (decrease) in fair values of financial assets at fair value through profit or loss ("FVTPL") held at the end of the reporting period	<b>15,228</b>	(15,108)

## 5. FINANCE COSTS

	Six months ended 30 September	
	2025	2024
	HK\$'000 (unaudited)	HK\$'000 (unaudited)
Interest on bank and other borrowings	<b>37,651</b>	65,468
Interest on lease liabilities	<b>201</b>	402
	<b>37,852</b>	65,870

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 6. TAXATION

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Hong Kong Profits Tax:		
Current tax	–	–
Canadian Corporate Tax:		
Current tax	–	43
	<u>–</u>	<u>43</u>

Hong Kong Profits Tax of the qualified entity of the Group was calculated in accordance with the two-tiered profits tax rates regime (i.e. the first HK\$2 million of profits of a qualifying group entity to be taxed at 8.25%, and profits above HK\$2 million to be taxed at 16.5%), while the profits of group entities not qualifying for the two-tiered profits tax rates regime continued to be taxed at a flat rate of 16.5%.

Taxation arising in other jurisdictions was calculated at the rates prevailing in the relevant jurisdictions.

## 7. LOSS FOR THE PERIOD

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Loss for the period has been arrived at after charging (crediting):		
Cost of inventories recognised as an expense (including write-down of stock of properties of HK\$nil (six months ended 30 September 2024: HK\$84,951,000))	–	84,951
Depreciation of property, plant and equipment	7,651	7,890
Impairment losses of property, plant and equipment (included in administrative and general expenses)	7,293	11,525
Loss on disposal of property, plant and equipment	–	276
Bank interest income	(152)	(392)
Other interest income	(7,775)	(10,172)

## 8. DISTRIBUTION

The Board decided not to declare an interim dividend for the six months ended 30 September 2025 (six months ended 30 September 2024: nil).

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 9. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	Six months ended 30 September 2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
<b>Loss:</b>		
Loss for the period attributable to owners of the Company for the purpose of basic and diluted loss per share	<b>(120,671)</b>	(504,298)

	Six months ended 30 September 2025 (unaudited)	2024 (unaudited)
<b>Number of shares:</b>		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	<b>907,198,410</b>	907,198,410

The effect of the exercise of the Company's share options (as disclosed in Note 20) was not taken into consideration for computing the diluted loss per share for the six months ended 30 September 2025 and 2024 as the exercise price of those share options was higher than the average market price for shares.

## 10. INVESTMENT PROPERTIES

The valuation for the investment properties has been arrived at on the basis of valuation carried out on the reporting dates by an independent firm of professional valuer. A decrease in fair value of investment properties of HK\$27,000,000 has been recognised in the condensed consolidated statement of profit or loss for the six months ended 30 September 2025 (six months ended 30 September 2024: HK\$45,000,000).

The key inputs used in valuing the investment properties as at 30 September 2025 and 31 March 2025 are as follows:

Category	Fair value hierarchy	Fair value as at 30.9.2025 HK\$'000 (unaudited)	Fair value as at 31.3.2025 HK\$'000 (audited)	Valuation technique	Key unobservable inputs	Range	Relationship of unobservable inputs to fair value
Commercial properties in Hong Kong	Level 3	<b>390,000</b>	417,000	Direct Comparison Method based on comparable market transactions of similar properties with adjustments to reflect the conditions and locations of the subject properties	Adjusted price per square foot taking into account of conditions and locations of the subject properties	HK\$7,671 to HK\$9,143 (31 March 2025: HK\$7,639 to HK\$9,397)	The higher the adjusted price per square foot, the higher the fair value



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 11. EQUITY AND FUND INVESTMENTS

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Listed equity securities in Hong Kong (note (a))	32,890	19,463
Unlisted investment in the PRC (note (b))	–	–
Unlisted investment funds in overseas	27,782	28,486
	<b>60,672</b>	47,949
Analysed as:		
Current	32,890	19,463
Non-current	27,782	28,486
	<b>60,672</b>	47,949
Classified as:		
FVTPL	60,672	47,949

Notes:

- (a) The fair values of the listed securities are determined based on the closing prices quoted in active markets in Hong Kong except for the suspended listed securities as disclosed in Note 22.
- (b) The unlisted investment represents the Group's 20% equity interests in Rosedale Beijing which was previously classified as an associate.

During the six months ended 30 September 2025, the Group re-assessed its ability to exercise significant influence over Rosedale Beijing. Following the re-assessment, the Board is of the view that the Group's significant influence over Rosedale Beijing remained constrained. The fair value measurement of Rosedale Beijing as at 30 September 2025 is set out in Note 22.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 12. INTERESTS IN JOINT VENTURES/AMOUNTS DUE FROM (TO) JOINT VENTURES

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Cost of unlisted investment in joint ventures	644,849	645,111
Share of post-acquisition results and other comprehensive expense, net of dividend	(586,807)	(588,226)
	58,042	56,885
Amounts due from joint ventures at amortised cost (note (a))	824,221	793,574
Less: Allowance for credit loss	(11,022)	(11,022)
Less: Share of post-acquisition losses that are in excess of cost of investment	(130,199)	(64,004)
	683,000	718,548
Amounts due from joint ventures measured at FVTPL	67,077	67,076
Less: Share of post-acquisition losses that are in excess of cost of investment	(67,077)	(67,076)
	—	—
	683,000	718,548
Amount due to a joint venture (note (b))	(20,773)	(20,773)

Notes:

(a) The amounts were non-trade in nature, unsecured, interest-free and repayable on demand, except for an amount of Canadian dollars ("CAD") 22,748,000 (equivalent to HK\$127,252,000) (31 March 2025: CAD22,108,000 (equivalent to HK\$120,157,000)) which carried interest at a fixed rate of 15% (31 March 2025: 15%) per annum, and would be repayable on 1 March 2026. The Directors are of the view that the Group will not demand for repayment within the next twelve months from the end of the current reporting period. Thus, the amounts are classified as non-current.

(b) The amount was non-trade in nature, unsecured, non-interest bearing and repayable on demand.

All of the Group's joint ventures are accounted for using the equity method in these condensed consolidated financial statements.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 12. INTERESTS IN JOINT VENTURES/AMOUNTS DUE FROM (TO) JOINT VENTURES *(Continued)*

Details of the Group's material joint ventures at the end of the reporting period are as follows:

Name of entity	Place of incorporation/ establishment	Class of shares held	Value of issued and fully paid share capital	Proportion of ownership interest held by the Group		Proportion of voting power held		Principal activity
				30.9.2025 %	31.3.2025 %	30.9.2025 %	31.3.2025 %	
1488 Alberni Development Holdings Limited Partnership ("1488 Alberni LPDH") (note (i))	Canada	N/A	N/A	18	18	18	18	Property development
1488 Alberni Investment Limited Partnership ("1488 Alberni LPI") (note (i))	Canada	N/A	N/A	18	18	18	18	Property development
Guangzhou Jiang Nan Property Co., Ltd. ("Jiang Nan Property") (note (ii))	The PRC	Registered capital	Renminbi 72,624,000	75	75	75	75	Property holding
Bayshore Ventures JV Ltd. (note (iii))	British Virgin Islands	Ordinary	CAD115,200,000	–	–	–	–	Investment holding

Notes:

- (i) The Group is able to exercise joint control over the relevant activities of 1488 Alberni LPDH and 1488 Alberni LPI, being limited partnerships established in British Columbia, Canada, as the major decisions regarding the relevant activities of 1488 Alberni LPDH and 1488 Alberni LPI require unanimous consent of their respective shareholders according to the shareholders' agreements.
- (ii) The principal activity of Jiang Nan Property is holding of investment properties in Guangzhou City, the PRC. According to the shareholder agreement of Jiang Nan Property dated 11 April 2012, the board of directors of Jiang Nan Property comprises four directors. Two of them were appointed by the wholly-owned subsidiary of More Cash Limited ("More Cash") and the other two were appointed by another joint venture partner and the major decisions regarding the relevant activities were decided by simple majority of directors' voting. Therefore, More Cash has no control over Jiang Nan Property but has joint control over Jiang Nan Property.
- (iii) The principal activities of its subsidiaries are holding of a hotel property and hotel operation in Vancouver, Canada. During the six months ended 30 September 2024, the Group disposed of its entire 50% equity interests in Bayshore Ventures JV Ltd. to the joint venture partner, who was an independent third party, at a consideration of CAD18,500,000 (equivalent to HK\$106,781,000). The disposal resulted in a loss on disposal of interest in a joint venture of HK\$220,408,000.

The above table lists the joint ventures of the Group which, in the opinion of the Directors, principally affected the results for the period or formed a substantial portion of the net assets of the Group.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 13. INTERESTS IN ASSOCIATES/AMOUNTS DUE FROM ASSOCIATES

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Cost of unlisted investment in associates	506,899	512,147
Share of post-acquisition results and other comprehensive income, net of dividend or other return	513,210	495,769
	<b>1,020,109</b>	<b>1,007,916</b>
Amounts due from associates (note)	<b>87,925</b>	<b>81,659</b>

Note: The amounts due from associates were non-trade in nature, unsecured and non-interest bearing. As at 30 September 2025, except for an amount of HK\$52,268,000 (31 March 2025: HK\$46,002,000) which was not expected to be received within twelve months from the end of the reporting period, the remaining balances of HK\$35,657,000 (31 March 2025: HK\$35,657,000) had no fixed repayment date.

All of the Group's associates are accounted for using the equity method in these condensed consolidated financial statements.

Details of the Group's material associates at the end of the reporting period are as follows:

Name of entity	Place of incorporation/ establishment	Class of shares/ capital held	Nominal value of issued and fully paid share capital	Proportion of ownership interest held by the Group		Proportion of voting power held		Principal activity
				30.9.2025 %	31.3.2025 %	30.9.2025 %	31.3.2025 %	
Orient Town Limited ("Orient Town")	Hong Kong	Ordinary	HK\$700	45	45	45	45	Investment holding (note (i))
Empresa de Fomento Industrial e Comercial Concórdia, S.A. ("Concordia")	Macau	Quota capital (note (ii))	Macau Patacas 100,000,000	8.7 (note (iii))	8.7 (note (iii))	8.7 (note (iii))	8.7 (note (iii))	Property development
True Fame Enterprises Limited	British Virgin Islands	Ordinary	US\$1,000	20	20	20	20	Investment holding (note (iv))

Notes:

- (i) The principal activities of its subsidiaries are mainly property development and property management in Macau.
- (ii) Quota capital represents the Portuguese equivalence of registered capital as Portuguese is the official language of Macau.
- (iii) As at 30 September 2025 and 31 March 2025, Orient Town held 59.5% effective interests in Concordia and a wholly-owned subsidiary of the Company held 8.7% direct interests in Concordia, thereby leading to the Group holding an effective equity interest of 35.5% in Concordia.
- (iv) The principal activities of its subsidiaries are mainly property development in Hong Kong.

The above table lists the associates of the Group which, in the opinion of the Directors, principally affected the results for the period or formed a substantial portion of the net assets of the Group.



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 14. STOCK OF PROPERTIES

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Properties under development for sale	354,300	354,300
Completed properties held for sale	46,600	36,000
	<b>400,900</b>	<b>390,300</b>

At 30 September 2025, stock of properties included an amount of HK\$nil (31 March 2025: HK\$354,300,000), which is expected to be realised after more than twelve months from the end of the reporting period.

During the six months ended 30 September 2025, the Group's non-wholly owned subsidiary entered into a sale and purchase agreement for disposing of a property in Hong Kong, with a carrying amount of HK\$354,300,000, to an independent third party at a consideration of HK\$361,800,000. The disposal was completed in October 2025. The Group will have an estimate gain on the disposal of approximately HK\$800,000.

## 15. OTHER LOAN RECEIVABLES

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Unsecured fixed-rate loan receivables (note (a))	405,084	405,084
Secured fixed-rate loan receivable (note (b))	29,923	38,929
Unsecured variable-rate loan receivable (note (c))	29,236	33,248
	<b>464,243</b>	<b>477,261</b>
Less: Allowance for credit loss	<b>(398,175)</b>	<b>(398,156)</b>
	<b>66,068</b>	<b>79,105</b>
Analysed as:		
Current	<b>66,068</b>	<b>79,105</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 15. OTHER LOAN RECEIVABLES *(Continued)*

The Group is principally engaged in provision of loan financing services in Hong Kong which is carried out by ITC Properties Finance Limited ("ITCPF"), an indirect wholly-owned subsidiary of the Company, with money lenders licence granted under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group sources its customers, who are either individuals or private companies, through ongoing business relationships with the Group or Directors.

Before granting any new loans and approving credit limits, the Group carries out a detailed review of the credit quality of the borrowers. Under the risk assessment and approval process, the Group conducts an in-depth due diligence to (i) assess the borrowers' background by conducting background searches, (ii) understand the purposes of the loans by discussing with the borrowers about their businesses, operation and financial status, and (iii) assess their repayment ability by evaluating the sources of funds for repayment, the availability and value of collaterals, if any, and any other pertinent information. For loans that are secured with collaterals, the Group will further assess the pledged assets based on their market values and marketability, and the rights to repossess the assets. This assessment is essential for determining the terms of the loans. All new loans are approved by the directors of ITCPF.

Exposure to credit risk is managed through regular analysis of the ability of borrowers to meet the loan principal and interest repayment obligations. The Group performs ongoing evaluation of collectability in assessing the ultimate realisation of other loan receivables. The dedicated team implements monitoring procedures, which allows the Group to evaluate the potential losses. If the other loan receivables and/or the related interest receivables become overdue, the Group initiates actions such as issuing reminder letters and legal demand letters to address the situation. The dedicated team ensures appropriate follow-up actions are undertaken to recover the overdue debts, thereby minimising the potential credit risk.

In addition, the Group performs ongoing evaluation of loss rates in assessing expected credit loss ("ECL"), including the repayment history, financial conditions, current creditworthiness and underlying collaterals, if any, of each borrower and the forward-looking information.

The Group performs impairment assessment under ECL model by individual assessment. The Group recognises impairment loss on other loan receivables by applying the ECL model to individual exposures by considering the financial background of the debtors and measuring the impairment loss based on the probability of default and loss given default with reference to international credit-rating agencies' data, if applicable, adjusted for forward looking factors. The measurement of ECL is a function of the exposure at default, probability of default and loss given default, which involves key estimates from the management. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information which has been incorporated into the determination of expected credit losses, including the use of macroeconomic information. The management has assessed the impact of economic environment on default rate by taking into consideration the gross domestic growth rate under different situations, including economic upturn and downturn.

The credit policy is dynamically reviewed and updated to reflect the current credit environment, business landscape and economic conditions, in order to minimise the credit risk of the Group.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 15. OTHER LOAN RECEIVABLES *(Continued)*

Notes:

- (a) At 30 September 2025, one of the fixed-rate loan receivables was HK\$nil (31 March 2025: HK\$nil), net of credit loss allowance for ECL of HK\$320,000,000 (31 March 2025: HK\$320,000,000). It represented the unsecured and unlisted loan notes issued by a company incorporated in Bermuda prior to the delisting of its shares from the Stock Exchange and carried interest at a fixed rate of 9.5% per annum (31 March 2025: fixed rate of 9.5% per annum) and were due to repay on 27 November 2019. Such company was ordered to be wound up by the High Court of Hong Kong in June 2020 and its shares were delisted from the Stock Exchange with effect from 8 February 2021. The other fixed-rate loan receivables of HK\$51,410,000 (31 March 2025: HK\$51,410,000), net of credit loss allowance for ECL of HK\$33,674,000 (31 March 2025: HK\$33,674,000), were unsecured, carried interest at fixed rates ranging from 7% to 12% per annum (31 March 2025: fixed rates ranging from 7% to 12% per annum) and were repayable on demand.
- (b) At 30 September 2025, the Group's secured fixed-rate loan receivable of HK\$nil (31 March 2025: HK\$9,025,000), net of credit loss allowance for ECL of HK\$29,923,000 (31 March 2025: HK\$29,904,000), was secured by two residential properties and carparks in Hong Kong, carried interest at a fixed rate of 7% per annum (31 March 2025: fixed rate of 7% per annum) and was repayable on 13 September 2024. During the six months ended 30 September 2025, the borrower has partially repaid the secured fixed-rate loan receivable and related interest receivable by transferring the two residential properties and carparks in Hong Kong.
- (c) At 30 September 2025, the Group's unsecured variable-rate loan receivable of HK\$14,658,000 (31 March 2025: HK\$18,670,000), net of credit loss allowance for ECL of HK\$14,578,000 (31 March 2025: HK\$14,578,000), was unsecured, carried interest at a variable rate of Hong Kong Prime Rate plus 2% per annum (31 March 2025: variable rate of Hong Kong Prime Rate plus 2% per annum) and was repayable on demand.

The above loan receivables are accounted for as financial assets carried at amortised cost. At 30 September 2025, there were 5 borrowers (31 March 2025: 5 borrowers) and the effective interest rate of the variable-rate loan receivables was 7.18% per annum (31 March 2025: 7.61% per annum). The management of the Group has concluded that an additional impairment loss of HK\$19,000 (six months ended 30 September 2024: HK\$6,361,000) under ECL model for other loan receivables was recognised during the six months ended 30 September 2025.

## 16. DEBTORS, DEPOSITS AND PREPAYMENTS

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Trade debtors	1,360	915
Refundable earnest money (note (a))	22,376	21,740
Consideration receivables	57,162	91,797
Compensation receivable on resumption of land use rights	172,413	404,452
Other debtors, deposits and prepayments (note (b))	77,263	47,324
	<b>330,574</b>	<b>566,228</b>

Notes:

- (a) This represented the amount paid by the Group for the possible acquisition of interests in properties located in Canada.
- (b) The other debtors, deposits and prepayments mainly represented interest receivables generated from other loan receivables.

The Group's credit terms are negotiated at terms determined and agreed with its trade customers. The Group allows an average credit period of 60 days (31 March 2025: 60 days) to its trade customers.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 16. DEBTORS, DEPOSITS AND PREPAYMENTS *(Continued)*

The following is an aged analysis of trade debtors, net of loss allowance, presented based on the invoice date at the end of the reporting period:

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Trade debtors aged:		
0 – 60 days	560	615
61 – 90 days	100	300
Over 90 days	700	–
	<b>1,360</b>	<b>915</b>

Under ECL model, the management of the Group has concluded that an additional impairment allowance of HK\$1,115,000 for other loan interest receivables (six months ended 30 September 2024: impairment allowance of HK\$1,012,000 for other loan interest receivables and a reversal of impairment allowance of HK\$21,739,000 for refundable earnest money) included in debtors, deposits and prepayments were recognised for the six months ended 30 September 2025.

## 17. CREDITORS, DEPOSITS AND ACCRUED CHARGES

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Creditors, deposits and accrued charges	<b>283,507</b>	<b>288,752</b>

At 30 September 2025, other creditors, deposits and accrued charges include advances from non-controlling interests of HK\$209,670,000 (31 March 2025: HK\$221,080,000) which are non-trade in nature, unsecured, interest-free and repayable on demand.

## 18. BANK AND OTHER BORROWINGS

During the six months ended 30 September 2025, the Group has drawn new bank and other borrowings of HK\$19,000,000 (six months ended 30 September 2024: HK\$248,000,000) and repaid bank and other borrowings of HK\$193,548,000 (six months ended 30 September 2024: HK\$438,425,000).

As at 30 September 2025, certain of the Group's bank borrowings with carrying amounts of HK\$391,300,000 were overdue. Up to the date of approval of these condensed consolidated financial statements, the Group has not received any demand for immediate repayment of all or part of the outstanding amount of the bank borrowings.

As at 30 September 2025, the range of effective interest rate of bank borrowings was from 5.92% to 13.13% (31 March 2025: 5.83% to 13.25%).



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 19. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each		
Authorised:		
At 1 April 2024 (audited), 30 September 2024 (unaudited), 1 April 2025 (audited) and 30 September 2025 (unaudited)	40,000,000,000	400,000
Issued and fully paid:		
At 1 April 2024 (audited), 30 September 2024 (unaudited), 1 April 2025 (audited) and 30 September 2025 (unaudited)	907,198,410	9,072

## 20. SHARE OPTION SCHEME

On 10 September 2021, the Share Option Scheme was approved and adopted by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting. The primary purpose of the Share Option Scheme is to retain, reward, motivate and give incentives to eligible persons. The Share Option Scheme shall be valid and effective for a period of 10 years commencing from 10 September 2021 to 9 September 2031.

On 28 September 2021, the Company granted a total of 16,660,000 share options to the eligible participants to subscribe for the shares of the Company under the Share Option Scheme with vesting period ranging from 0.5 year to 2 years. A total of 16,320,000 share options were duly accepted by the grantees. No share option expense was recognised for the six months ended 30 September 2025 and 30 September 2024.

The fair values of the share options granted to Directors, employees and other participants on 28 September 2021 were HK\$1,175,000, HK\$990,000 and HK\$152,000, respectively. The fair values were determined at the grant date on the basis of a valuation carried out by an independent professional valuer using Binomial Model and the following data and assumptions were used to calculate the fair values of the share options as at the grant date:

Closing price of the shares on the date of grant	HK\$1.01
Exercise price	HK\$1.03
Expected volatility	26.85%
Expected option life	4 years
Risk-free rate	0.66%
Expected dividend yield	3.96%

The expected volatility measured at the standard deviation is based on the historical data of the daily share price movement of the Company.

The value of a share option varies with different variables of certain subjective assumptions.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 20. SHARE OPTION SCHEME (Continued)

The following table sets out the details of the Company's share options held by Directors, employees and other participants under the Share Option Scheme, and movements in such holdings during the current period and prior year:

					Number of share options						
					Outstanding as at 1.4.2024	Exercised during the year	Cancelled/ lapsed during the year	Outstanding as at 31.3.2025	Exercised during the period	Cancelled/ lapsed during the period	Outstanding as at 30.9.2025
Date of grant	Vesting proportion	Vesting period	Exercise period	Exercise price per share (subject to adjustment) <i>HK\$</i>							
Directors:											
28.9.2021	25%	28.9.2021 – 31.3.2022	1.4.2022 – 30.9.2025	1.03	1,100,000	–	–	1,100,000	–	–	1,100,000
	25%	28.9.2021 – 30.9.2022	1.10.2022 – 30.9.2025	1.03	1,100,000	–	–	1,100,000	–	–	1,100,000
	25%	28.9.2021 – 31.3.2023	1.4.2023 – 30.9.2025	1.03	1,100,000	–	–	1,100,000	–	–	1,100,000
	25%	28.9.2021 – 30.9.2023	1.10.2023 – 30.9.2025	1.03	1,100,000	–	–	1,100,000	–	–	1,100,000
Employees:											
28.9.2021	25%	28.9.2021 – 31.3.2022	1.4.2022 – 30.9.2025	1.03	1,405,000	–	(350,000)	1,055,000	–	–	1,055,000
	25%	28.9.2021 – 30.9.2022	1.10.2022 – 30.9.2025	1.03	1,405,000	–	(350,000)	1,055,000	–	–	1,055,000
	25%	28.9.2021 – 31.3.2023	1.4.2023 – 30.9.2025	1.03	1,405,000	–	(350,000)	1,055,000	–	–	1,055,000
	25%	28.9.2021 – 30.9.2023	1.10.2023 – 30.9.2025	1.03	1,405,000	–	(350,000)	1,055,000	–	–	1,055,000
Other participants (note):											
28.9.2021	25%	28.9.2021 – 31.3.2022	1.4.2022 – 30.9.2025	1.03	275,000	–	–	275,000	–	–	275,000
	25%	28.9.2021 – 30.9.2022	1.10.2022 – 30.9.2025	1.03	275,000	–	–	275,000	–	–	275,000
	25%	28.9.2021 – 31.3.2023	1.4.2023 – 30.9.2025	1.03	275,000	–	–	275,000	–	–	275,000
	25%	28.9.2021 – 30.9.2023	1.10.2023 – 30.9.2025	1.03	275,000	–	–	275,000	–	–	275,000
					11,120,000	–	(1,400,000)	9,720,000	–	–	9,720,000
Exercisable at the end of year/period					11,120,000			9,720,000			9,720,000
Weighted average exercise price per share (HK\$)					1.03	N/A	1.03	1.03	N/A	N/A	1.03

Note:

The other participants are:

- (i) a consultant of the Group, who held 800,000 outstanding share options; and
- (ii) a senior executive of a principal associate of the Company, who held 300,000 outstanding share options. He is also a director of certain associates of the Company.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 21. RECOGNITION (REVERSAL) OF IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET

	Six months ended 30 September	
	2025	2024
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Recognition (reversal) of impairment losses recognised in respect of:		
– other loan receivables (Note 15)	19	6,361
– other loan interest receivables included in debtors, deposits and prepayments (Note 16)	1,115	1,012
– refundable earnest money included in debtors, deposits and prepayments (Note 16)	–	(21,739)
	<b>1,134</b>	<b>(14,366)</b>

The basis of determining the inputs and assumptions and the estimation techniques used in the condensed consolidated financial statements for the six months ended 30 September 2025 are the same as those used in the preparation of the Group's consolidated financial statements for the year ended 31 March 2025.

## 22. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

### Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: fair value measurements are those derived from inputs, other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: fair value measurements are those derived from unobservable inputs for the asset or liability.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 22. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS *(Continued)*

### Fair value of the Group's financial assets that are measured at fair value on a recurring basis *(Continued)*

Set out below is the information about how the fair values of the Group's financial instruments that are measured at fair value are determined, including the valuation techniques and inputs used:

Financial assets	Fair value as at		Fair value hierarchy	Valuation technique and key inputs	Significant unobservable inputs	Relationship of unobservable inputs to fair value
	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)				
<b>Financial assets at FVTPL</b>						
Listed equity securities in Hong Kong	<b>32,890</b>	19,463	Level 1	Quoted closing prices in an active market	N/A	N/A
Listed equity securities in Hong Kong (note (iii))	–	–	Level 3	N/A	N/A	N/A
Unlisted investment funds in overseas (note (i))	<b>27,782</b>	28,486	Level 3	note (ii)	Net asset value (note (ii))	An increase in the net asset value would result in an increase in fair value, and vice versa
Unlisted equity investment in the PRC (note (iv))	–	–	Level 3	Discounted cash flows	Operating cash flows	An increase in the operating cash flows would result in an increase in fair value, and vice versa
<b>Financial asset at fair value through other comprehensive income</b>						
Listed equity securities in Hong Kong (note (iii))	–	–	Level 3	N/A	N/A	N/A
Unlisted equity securities in overseas (note (i))	–	–	Level 3	Market approach which uses relevant information generated by certain companies with comparable businesses	Minority and marketability discount	A significant increase in the minority and marketability discount would result in a significant decrease in fair value, and vice versa



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 22. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

**Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)**

Notes:

- (i) Reconciliation of Level 3 fair value measurement of financial assets is as follows:

	Financial assets at FVTPL
	Unlisted investment funds HK\$'000
At 1 April 2024 (audited)	34,942
Total losses, recognised in:	
– profit or loss	(5,264)
At 30 September 2024 (unaudited)	29,678
At 1 April 2025 (audited)	28,486
Redemption	(2,525)
Total gains, recognised in:	
– profit or loss	1,821
At 30 September 2025 (unaudited)	27,782
Unrealised losses, recognised in profit or loss or other comprehensive income for the six months ended 30 September 2024 (unaudited)	(5,264)
Unrealised gains, recognised in profit or loss or other comprehensive income for the six months ended 30 September 2025 (unaudited)	458

- (ii) The fair values of the unlisted investment funds in overseas as at 30 September 2025 and 31 March 2025 are determined with reference to the net asset value of the unlisted equity and partnership investments which are the deemed resale price of the investments provided by the external counter-parties. The Directors have determined that the reported net asset values represent fair values of these investments. A 5% increase/decrease in the net asset value per share holding all other variables constant would increase/decrease the carrying amounts of the unlisted investment funds in overseas by HK\$1,389,000 (31 March 2025: HK\$1,424,000).
- (iii) As a result of the winding up and delisting of the related equity securities, the management considered the fair values of such unlisted equity securities to be zero as at 30 September 2025 and 31 March 2025.
- (iv) After taking into account the expected cash flows from the investee after the resolution of various litigations and disputes involving the investee and its major shareholder, expected terminal value of the investment, estimated economic life of the underlying assets, and expected proceeds from disposal of the investee, if any, the Directors are of the opinion that the fair value as at 30 September 2025 and 31 March 2025 is insignificant.

There was no other transfer amongst Level 1, Level 2 and Level 3 for both periods.

The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on a discounted cash flow analysis.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair values.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 23. CAPITAL AND OTHER COMMITMENTS

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of:		
– construction of property, plant and equipment	642	642
– equity and fund investments	34,146	34,120
	<b>34,788</b>	34,762
Other commitment:		
– stock of properties	–	10,500
	<b>34,788</b>	45,262

## 24. FINANCIAL GUARANTEE CONTRACTS

At the end of the reporting period, the Group has entered into financial guarantee contracts by provision of corporate guarantees in respect of the credit facilities granted by the banks to its joint ventures and an associate, with the respective granted amounts as follows:

	30.9.2025 HK\$'000 (unaudited)	31.3.2025 HK\$'000 (audited)
a 20% owned associate	191,730	218,160
a 50% owned joint venture	84,641	84,641
a 18% owned joint venture in Canada	140,969	136,962
	<b>417,340</b>	439,763

The amounts disclosed above represent the aggregate amounts that could be required to be paid if the guarantees were called upon in entirety as at 30 September 2025, of which HK\$19,510,000 (31 March 2025: HK\$343,481,000) have been utilised by the joint ventures/associate.

The ECL for outstanding financial guarantees is assessed to be immaterial as at 30 September 2025 and 31 March 2025.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

## 25. RELATED PARTY DISCLOSURES

### (i) Related party transactions:

During the period, the Group entered into the following transactions with related parties:

Related party	Nature of transaction	Six months ended 30 September	
		2025	2024
		HK\$'000 (unaudited)	HK\$'000 (unaudited)
<b>Joint ventures:</b>			
1488 Alberni LPDH (as defined in Note 12)	Interest income	7,386	9,663
1488 Alberni LPI (as defined in Note 12)	Interest income	389	509
<b>Associate:</b>			
Macau Properties Holdings Limited	Rental income	587	587
<b>Other related company:</b>			
Hi Park Limited ("Hi Park") (note)	Licence fee income	310	300
	Rental income and		
	management fee income	145	587
	Short-term lease expense	10	12

Note: Mr. Cheung Hon Kit, an executive Director, is a shareholder of Hi Park.

### (ii) Compensation of key management personnel:

The remuneration of key management personnel, representing the Directors, during the period was as follows:

	Six months ended 30 September	
	2025 HK\$'000 (unaudited)	2024 HK\$'000 (unaudited)
Short-term benefits	6,851	6,851
Equity-settled share-based payment expense	—	—
	<b>6,851</b>	<b>6,851</b>

The remuneration of Directors is determined by the remuneration committee, with reference to the prevailing market conditions, their duties and responsibilities and time spent on the affairs of the Group as well as their performance.

In this interim report, the following expressions have the following meanings unless otherwise specified:

Board	the board of Directors
CG Code	the corporate governance code as set out in Part 2 of Appendix C1 to the Listing Rules
close associate	has the same meaning ascribed thereto in the Listing Rules
Company	ITC Properties Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 199)
Director(s)	the director(s) of the Company
Group	collectively, 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 PRC
Listing Rules	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
Macau	the Macau Special Administrative Region of the PRC
Model Code	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
Period	the six months ended 30 September 2025
PRC	the People's Republic of China, and for the purpose of this interim report, excluding Hong Kong, Macau and Taiwan
SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
Share(s)	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company (excluding treasury shares of the Company, if any)
Share Option Scheme	the share option scheme of the Company adopted on 10 September 2021
Shareholder(s)	holder(s) of the Share(s)
sq. ft.	square feet



## DEFINITIONS

Stock Exchange	The Stock Exchange of Hong Kong Limited
substantial shareholder	has the same meaning ascribed thereto in the Listing Rules
treasury share	has the same meaning ascribed thereto in the Listing Rules
%	per cent.

*In case of any inconsistency, the English version of this interim report shall prevail over the Chinese version.*



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