资源控股
RESOURCES HOLDINGS

Peking University Resources (Holdings) Company Limited
北大資源(控股)有限公司

(Incorporated in Bermuda with limited liability)
(Stock code: 00618)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2025

The board (the "Board") of directors (the "Directors") of Peking University Resources (Holdings) Company Limited (the "Company") is pleased to announce the audited consolidated results and financial position of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2025 together with the comparative figures for the year ended 31 March 2024.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 March 2025

	Notes	**Year ended 31 March 2025** *RMB'000*	Year ended 31 March 2024 *RMB'000*
REVENUE	5	**1,618,544**	1,440,982
Cost of sales		**(1,671,550)**	(1,310,193)
Gross (loss)/profit		**(53,006)**	130,789
Other gains and losses, net	5	**326,874**	515,933
Selling and distribution expenses		**(121,756)**	(68,041)
Administrative expenses		**(233,687)**	(166,637)
Impairment of inventories recognised, net		**(7,459)**	(1,674)
Impairment of properties for sale recognised, net			
– under development		**(208,125)**	(167,883)
– completed		**(412,352)**	(28,166)
Fair value loss on financial assets at fair value through profit or loss		**(5,500)**	(2,000)
Other expenses		**(1,614,239)**	(842,654)
Share of results of a joint venture		**(537)**	–
Finance costs	6	**(126,749)**	(112,434)
LOSS BEFORE TAXATION	7	**(2,456,536)**	(742,767)
Taxation	8	**(63,076)**	(7,475)
LOSS FOR THE YEAR		**(2,519,612)**	(750,242)
(Loss)/profit attributable to:			
Owners of the Company		**(2,339,899)**	(785,629)
Non-controlling interests		**(179,713)**	35,387
		(2,519,612)	(750,242)
		RMB cents	*RMB cents* (restated)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	9		
Basic and diluted		**(85.99)**	(32.93)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2025

	Year ended 31 March 2025 *RMB'000*	Year ended 31 March 2024 *RMB'000*
LOSS FOR THE YEAR	**(2,519,612)**	(750,242)
OTHER COMPREHENSIVE INCOME		
Item that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of non-Mainland China entities' operations	**20,146**	19,649
	20,146	19,649
Item that will not be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of financial statements of the Company	**41,936**	74,679
	41,936	74,679
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	**62,082**	94,328
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**(2,457,530)**	(655,914)
Total comprehensive (loss)/income attributable to:		
Owners of the Company	**(2,277,817)**	(691,301)
Non-controlling interests	**(179,713)**	35,387
	(2,457,530)	(655,914)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2025

	Notes	**31 March 2025** *RMB'000*	31 March 2024 *RMB'000*
NON-CURRENT ASSETS			
Property, plant and equipment		**57,382**	53,718
Investment properties		**1,423,234**	1,387,261
Right-of-use assets		**19,967**	17,814
Other intangible assets		**15,364**	13,839
Investment in a joint venture		**149,463**	–
Financial assets at fair value through profit or loss		**89,700**	94,200
Goodwill		**38,597**	38,597
Prepayments, other receivables and other assets		**70,192**	170,454
Deferred tax assets		**69,405**	55,048
Total non-current assets		**1,933,304**	1,830,931
CURRENT ASSETS			
Properties for sale			
– under development		**3,298,197**	3,689,574
– completed		**2,577,405**	3,732,430
Inventories		**141,984**	89,555
Trade and bills receivables	11	**190,656**	224,598
Prepayments, other receivables and other assets		**1,410,164**	1,051,808
Restricted cash		**59,736**	13,856
Cash and cash equivalents		**601,400**	890,197
Total current assets		**8,279,542**	9,692,018
CURRENT LIABILITIES			
Trade and bills payables	12	**938,115**	1,285,623
Other payables and accruals		**2,188,408**	2,377,655
Provisions		**2,835,817**	1,328,338
Contract liabilities		**858,830**	896,949
Interest-bearing bank and other borrowings		**1,566,119**	636,377
Lease liabilities		**12,124**	9,761
Tax payable		**1,010,576**	1,141,813
Total current liabilities		**9,409,989**	7,676,516
NET CURRENT (LIABILITIES)/ASSETS		**(1,130,447)**	2,015,502
TOTAL ASSETS LESS CURRENT LIABILITIES		**802,857**	3,846,433

	31 March 2025	31 March 2024
	RMB'000	*RMB'000*
NON-CURRENT LIABILITIES		
Interest-bearing bank and other borrowings	**201,140**	1,111,680
Lease liabilities	**8,314**	8,624
Deferred tax liabilities	**196,301**	218,387
Total non-current liabilities	**405,755**	1,338,691
Net assets	**397,102**	2,507,742
EQUITY		
Share capital	**24,853**	898,647
Reserves	**(1,281,059)**	135,857
Equity attributable to owners of the Company	**(1,256,206)**	1,034,504
Non-controlling interests	**1,653,308**	1,473,238
Total equity	**397,102**	2,507,742

NOTES

For the year ended 31 March 2025

1. GENERAL INFORMATION

Peking University Resources (Holdings) Company Limited (the "Company") was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda and Room 2303, 23/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong, respectively.

The Company is an investment holding company and, together with its subsidiaries (together with the Company, the "Group"), are principally engaged in medical and pharmaceutical retail, e-commerce and distribution of appliances and information products, property development as well as property investment and management in Mainland China (the "PRC"), Singapore and Hong Kong.

In the opinion of the directors of the Company, the Company has no controlling party.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Company have been prepared in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and by the disclosure requirements of Hong Kong Companies Ordinance.

Going concern basis

The Group recorded a net loss of approximately RMB2,519,612,000 for the year ended 31 March 2025. As at 31 March 2025, the Group's current liabilities exceeded its current assets by approximately RMB1,130,447,000, of which approximately RMB510,354,000 of interest-bearing bank and other borrowings were in default ("Defaulted Loans"). Such that, the lenders have the right to demand immediate repayment of the entire outstanding balance as at 31 March 2025. As at 31 March 2025, the Group's cash and cash equivalents amounted to RMB601,400,000 only.

In view of such circumstances, the directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern for at least twelve months subsequent to 31 March 2025. Certain measures and plans are being undertaken or will be undertaken by the Group to mitigate the liquidity pressure and to improve its financial position which include, but are not limited to, the following:

(a) The Group has entered into the Partnership Agreement (the "Partnership") with Suzhou Aoze Enterprise Management Co., Ltd. ("Suzhou Aoze") and Chongqing Jingjiahui Industry Co., Ltd. ("Chongqing Jingjiahui") by injecting the entire shareholding interest in the On Tai International Investment Group (Hong Kong) Limited ("Disposal Company") and its subsidiaries ("Disposal Group") into the Partnership, which was engaged in the Property Development business (the "Disposal") of the Group. The Defaulted Loans and the provisions of the Disposal Group will no longer be consolidated in the consolidated financial statements of the Group after the completion of the Disposal, which will significantly improve the financial position of the Group;

(b) In addition, to address its liquidity needs, the Group has actively engaged in negotiations with lenders and suppliers for extension of repayment for loans and payables, and implemented various strategies to generate positive operating cash flows over the next twelve months from the date of these consolidated financial statements. These strategies include enhancing income from the Group's medical and pharmaceutical retail and e-commerce operations, expanding the sale of consumer electronics and health food products online and distributes relevant products, and strengthening efforts in collecting outstanding trade receivables.

The directors are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due at least within the next twelve months from the date of these consolidated financial statements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Notwithstanding the above, material uncertainties exist as to whether the Directors will be able to achieve their plans and measures, as the going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the successful fulfilment of the following conditions:

(a) successfully complete the Disposal; and

(b) successfully obtain extension on loans and payables.

Should the Group fail to achieve the above plans and measures, it might not be able to continue as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further financial liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

3. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, 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 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	*Lease Liability in a Sale and Leaseback*
Amendments to HKAS 1	*Classification of Liabilities as Current or Non-current* (the "2020 Amendments")
Amendments to HKAS 1	*Non-current Liabilities with Covenants* (the "2022 Amendments")
Amendments to HKAS 7 and HKFRS 7	*Supplier Finance Arrangements*

Except as described below, the application of the amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Impacts on application of Amendments to HKAS 7 and HKFRS 7 Supplier Finance Arrangements

The Group has applied the amendments for the first time in the current year. The amendments add a disclosure objective to HKAS 7 Statement of Cash Flows stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows.

In addition, HKFRS 7 Financial Instruments: Disclosures was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk.

In accordance with the transition provision, the entity is not required to disclose comparative information for any reporting periods presented before the beginning of the annual reporting period in the first year of application as well as the information required by HKAS 7:44 (b)(ii) and (b)(iii) above as at the beginning of the annual reporting period in which the entity first applies those amendments.

The application of the amendments in the current year had no material impact on the consolidated financial statements.

New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

HKFRS 18	*Presentation and Disclosure in Financial Statements*[3]
HKFRS 19	*Subsidiaries without Public Accountability: Disclosures*[3]
Amendments to HKFRS 9 and HKFRS 7	*Amendments to the Classification and Measurement of Financial Instruments*[2]
Amendments to HKFRS 9 and HKFRS 7	*Contracts Referencing Nature-dependent Electricity*[2]
Amendments to HKFRS 10 and HKAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
Amendments to HKAS 21	*Lack of Exchangeability*[1]
Annual Improvements to HKFRS Accounting Standards – Volume 11	*Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7*[2]

[1] Effective for annual periods beginning on or after 1 January 2025
[2] Effective for annual periods beginning on or after 1 January 2026
[3] Effective for annual/reporting periods beginning on or after 1 January 2027
[4] No mandatory effective date yet determined but available for adoption

Except for the new and amendments to HKFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management defined performance measures in the notes to the consolidated financial statements and improve aggregation and disaggregation of information to be disclosed in the consolidated financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7.

Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

4. OPERATING SEGMENT INFORMATION

The executive directors of the Company (the "Executive Directors") are regarded as the chief operating decision-maker. The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. Operating segments were determined based on these reports.

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

(a) the medical and pharmaceutical retail segment provide Chinese medical, pharmaceutical retail and consultation services;

(b) e-commerce and distribution segment sells consumer electronics, health food products online and distributes relevant products;

(c) the property development segment sells properties; and

(d) the property investment and management segment lease properties and provide property management services.

The Executive Directors monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted (loss)/profit before taxation. The adjusted (loss)/profit before taxation is measured consistently with the Group's loss before taxation except that interest income, non-lease-related finance costs as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude restricted cash, cash and cash equivalents, deferred tax assets and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, income tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

For the year ended 31 March 2025

	Medical and pharmaceutical retail *RMB'000*	E-commerce and distribution *RMB'000*	Property development *RMB'000*	Property investment and management *RMB'000*	Total *RMB'000*
Segment revenue, other gains and losses, net					
Revenue from external customers*	190,761	711,857	605,232	110,694	1,618,544
Other gains and losses, net	330	38	356,555	(35,283)	321,640
	191,091	711,895	961,787	75,411	1,940,184
Segment (loss)/profit	(122)	13,521	(2,184,256)	(132,979)	(2,303,836)
Bank interest income					5,234
Corporate and unallocated expenses					(31,185)
Finance costs					(126,749)
Loss before taxation					(2,456,536)
Segment assets	312,370	1,919,430	5,649,597	5,974,499	13,855,896
Elimination of inter-segment receivables					(4,463,289)
Corporate and other unallocated assets					820,239
Total assets					10,212,846
Segment liabilities	453,371	963,998	5,890,254	3,997,274	11,304,897
Elimination of inter-segment payables					(4,463,289)
Corporate and other unallocated liabilities					2,974,136
Total liabilities					9,815,744

	Medical and pharmaceutical retail *RMB'000*	E-commerce and distribution *RMB'000*	Property development *RMB'000*	Property investment and management *RMB'000*	Total *RMB'000*
Other segment information					
Impairment of trade and bills receivables (recognised)/reversed, net	**(701)**	**(1,547)**	**–**	**939**	**(1,309)**
Impairment of financial assets included in prepayments, other receivables and other assets recognised, net	**(2,835)**	**(44)**	**(2,986)**	**(5,162)**	**(11,027)**
Impairment of inventories recognised, net	**–**	**(7,459)**	**–**	**–**	**(7,459)**
Impairment of properties for sale recognised, net					
– under development	**–**	**–**	**(208,125)**	**–**	**(208,125)**
– completed	**–**	**–**	**(412,352)**	**–**	**(412,352)**
Loss on disposal of property, plant and equipment	**–**	**–**	**–**	**(507)**	**(507)**
Fair value loss on investment properties, net	**–**	**–**	**(14)**	**(71,054)**	**(71,068)**
Fair value gain on transfers from properties for sale – completed to investment properties	**–**	**–**	**–**	**81,782**	**81,782**
Depreciation	**12,480**	**1,288**	**3,752**	**5,462**	**22,982**
Amortisation	**63**	**–**	**–**	**–**	**63**
Capital expenditure#	**6,079**	**11**	**10**	**35,893**	**41,993**
Other expenses					
– Penalty on loan defaults	**–**	**–**	**42,087**	**–**	**42,087**
– Tax overdue charge	**–**	**–**	**37,760**	**–**	**37,760**
– Provision for expected guarantee liability	**–**	**–**	**1,675,687**	**–**	**1,675,687**
– Provision for litigation	**–**	**–**	**(168,208)**	**–**	**(168,208)**

* Revenue reported represents revenue generated from external customers. There were no inter-segment sales for the year.

\# Capital expenditure consists of additions to property, plant and equipment and investment properties.

For the year ended 31 March 2024

	Medical and pharmaceutical retail *RMB'000*	E-commerce and distribution *RMB'000*	Property development *RMB'000*	Property investment and management *RMB'000*	Total *RMB'000*
Segment revenue, other gains and losses, net					
Revenue from external customers*	87,812	621,395	558,202	173,573	1,440,982
Other gains and losses, net	395	377	223,010	285,810	509,592
	88,207	621,772	781,212	459,383	1,950,574
Segment profit/(loss)	3,798	30,785	(117,302)	(29,759)	(112,478)
Bank interest income					6,341
Corporate and unallocated expenses					(524,196)
Finance costs					(112,434)
Loss before taxation					(742,767)
Segment assets	383,257	4,310,439	14,691,294	11,474,486	30,859,476
Elimination of inter-segment receivables					(22,451,581)
Corporate and other unallocated assets					3,115,054
Total assets					11,522,949
Segment liabilities	297,718	2,022,438	11,638,803	9,348,419	23,307,378
Elimination of inter-segment payables					(22,451,581)
Corporate and other unallocated liabilities					8,159,410
Total liabilities					9,015,207

	Medical and pharmaceutical retail *RMB'000*	E-commerce and distribution *RMB'000*	Property development *RMB'000*	Property investment and management *RMB'000*	Total *RMB'000*
Other segment information					
Impairment of trade and bills receivables (recognised)/reversed, net	(344)	1,130	18	(2,656)	(1,852)
Impairment of financial assets included in prepayments, other receivables and other assets reversed/(recognised), net	1,490	458	(31,645)	898	(28,799)
Impairment of inventories recognised, net	–	(1,674)	–	–	(1,674)
Impairment of properties for sale recognised, net					
– under development	–	–	(167,883)	–	(167,883)
– completed	–	–	(28,166)	–	(28,166)
Loss on disposal of property, plant and equipment	–	–	(27)	–	(27)
Fair value gain on investment properties, net	–	–	–	9,417	9,417
Depreciation	15,729	465	3,577	3,449	23,220
Capital expenditure#	1,606	94	726	9,400	11,826
Fair value gain on transfer from properties for sale – completed to investment properties	–	–	–	64,250	64,250
Other expenses					
– Penalty on loan defaults	–	–	35,360	–	35,360
– Tax overdue charge	–	–	61,018	–	61,018
– Provision for expected guarantee liability	–	–	290,574	–	290,574
– Provision for litigation	–	–	453,491	–	453,491

* Revenue reported represents revenue generated from external customers. There were no inter-segment sales for the year.

Capital expenditure consists of additions to property, plant and equipment and investment properties.

Geographic information

(a) ***Revenue from external customers***

	Medical and pharmaceutical retail *RMB'000*	E-commerce and distribution *RMB'000*	Property development *RMB'000*	Property investment and management *RMB'000*	Total *RMB'000*
Year ended 31 March 2025					
Mainland China	**177,097**	**711,857**	**605,232**	**110,694**	**1,604,880**
Singapore	**13,664**	**–**	**–**	**–**	**13,664**
	190,761	**711,857**	**605,232**	**110,694**	**1,618,544**
Year ended 31 March 2024					
Mainland China	78,674	621,395	558,202	173,573	1,431,844
Singapore	9,138	–	–	–	9,138
	87,812	621,395	558,202	173,573	1,440,982

The revenue information above is based on the locations of the customers.

(b) ***Non-current assets***

	31 March 2025 ***RMB'000***	31 March 2024 *RMB'000*
Mainland China	**1,717,487**	1,625,950
Hong Kong	**1,424**	1,338
Singapore	**1,327**	1,959
	1,720,238	1,629,247

The non-current asset information above is based on the locations of the assets and excludes financial instruments, deferred tax assets, goodwill and other intangible assets.

Information about major customers

Revenue from customers of corresponding years contributing over 10% of the total revenue of the Group are as follow:

	2025 ***RMB'000***	2024 *RMB'000*
Customer A – revenue from e-commerce and distribution	**290,483**	402,819

5. REVENUE, OTHER GAINS AND LOSSES, NET

An analysis of the Group's revenue is as follows:

	Year ended 31 March 2025 *RMB'000*	Year ended 31 March 2024 *RMB'000*
Revenue from contracts with customers		
Medical and consultation services	**15,774**	9,353
Pharmaceutical retail income	**174,987**	78,459
Sale of properties	**605,232**	625,720
Sale of appliances and information products	**711,857**	621,395
Property management services	**21,207**	17,744
	1,529,057	1,352,671
Revenue from other sources		
Gross rental income	**89,487**	88,311
	1,618,544	1,440,982
Timing of revenue recognition		
At point in time	**1,492,076**	1,325,574
Over time	**36,981**	27,097
	1,529,057	1,352,671

Information about the Group's performance obligations in relation to revenue from contracts with customers is summarised below:

Sale of properties

The performance obligation is satisfied when the construction of the relevant property has been completed and the property has been delivered to the customer pursuant to the sales agreements. Payment in advance from customers is normally required and the remaining balance is settled no later than the delivery date of the property or in some circumstances, settled within an agreed period upon the delivery of the property as determined on a case-by-case basis.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2025 and 31 March 2024 are as follows:

	31 March 2025 *RMB'000*	31 March 2024 *RMB'000*
Amounts expected to be recognised as revenue		
Within one year	**87,043**	624,737
In the second year	**671,287**	149,031
	758,330	773,768

The amounts disclosed above do not include variable consideration which is constrained.

Sale of appliances and information products

The performance obligation is satisfied upon delivery of goods and payment is generally due in three to six months from delivery, except for new customers, where payment in advance is normally required. Some contracts provide customers with a right of return which gives rise to variable consideration subject to constraint.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2025 and 31 March 2024 are as follows:

	31 March 2025	31 March 2024
	RMB'000	*RMB'000*
Amounts expected to be recognised as revenue		
Within one year	**27,152**	2,395
In the second year	**383**	–
	27,535	2,395

An analysis of other gains and losses, net is as follows:

	Year ended	Year ended
	31 March 2025	31 March 2024
	RMB'000	*RMB'000*
Other income		
Management and consultancy service fee income	**21,266**	6,528
Bank interest income	**5,234**	6,341
Government grants *(note (i))*	**337**	124
Others	**2,515**	23,749
	29,352	36,742
Gains and losses		
Gain on disposal of subsidiaries	**65,194**	1,202,668
Gain on waiver of other payables	**175,784**	–
Loss on disposal of property, plant and equipment	**(507)**	(27)
Gain on disposal of investment properties	**59,141**	673
Recognition of impairment loss on trade and bills receivables, net	**(1,309)**	(1,852)
Recognition of impairment loss on financial assets included in prepayments, other receivables and other assets, net	**(11,027)**	(28,799)
Loss on irrecoverable receivables	**–**	(430,742)
Fair value gain on transfers from properties for sale – completed to investment properties	**81,782**	64,250
Fair value (loss)/gain on investment properties, net	**(71,068)**	9,417
Loss on resumption of land parcels *(note (ii))*	**–**	(336,594)
Others	**(468)**	197
	297,522	479,191
	326,874	515,933

Notes:

(i) Various government grants have been received for investments in certain regions in the PRC in which the Company's subsidiaries operate. There are no unfulfilled conditions or contingencies relating to these grants.

(ii) Refer to the announcement of the Company on 25 September 2023, two land parcels owned by an indirect subsidiary of the Company were resumed by the Kaifeng Bureau of Natural Resources and Planning without compensation, therefore, loss on resumption of RMB336,594,000 was recognised in the profit or loss for the year ended 31 March 2024.

6. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 March 2025 *RMB'000*	Year ended 31 March 2024 *RMB'000*
Interest on interest-bearing bank and other borrowings	**126,888**	111,049
Interest expense arising from lease contracts	**1,296**	2,463
Total interest expense	**128,184**	113,512
Less: Interest capitalised	**(1,435)**	(1,078)
	126,749	112,434

7. LOSS BEFORE TAXATION

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

	Year ended 31 March 2025 *RMB'000*	Year ended 31 March 2024 *RMB'000*
Cost of inventories sold	**775,972**	794,349
Cost of properties sold	**895,578**	515,844
Cost of sales	**1,671,550**	1,310,193
Auditor's remuneration	**2,538**	2,474
Depreciation of property, plant and equipment	**7,892**	5,330
Depreciation of right-of-use assets	**15,090**	17,890
Amortisation of other intangible assets	**63**	–
Other expenses *(note (i))*		
– Penalty on loan defaults	**42,087**	35,360
– Tax overdue charge	**37,760**	61,018
– Provision for expected guarantee liability	**1,675,687**	290,574
– Provision for litigation	**(168,208)**	453,491
– Others	**26,913**	2,211
	1,614,239	842,654
Lease payments not included in the measurement of lease liabilities	**1,051**	2,608
Employee benefit expenses (including the directors' remuneration) *(note (iii)):*		
Wages and salaries	**91,947**	112,296
Share-based payment	**19,012**	5,466
Pension scheme contributions *(note (ii))*	**13,129**	16,884
	124,088	134,646

Notes:

(i) These items are included in "Other expenses" in the consolidated statement of profit or loss.

(ii) At 31 March 2025 and 31 March 2024, the Group had not forfeited contributions available to reduce its contributions to the pension schemes in future years.

(iii) The employee benefit expenses shown above did not include employees' wages and salaries and employees' pension scheme contributions that were included in properties for sale – under development amounted to approximately RMB1,118,000 (2024: RMB1,348,000) and RMB172,000 (2024: RMB513,000) respectively.

8. TAXATION

	Year ended 31 March 2025 *RMB'000*	Year ended 31 March 2024 *RMB'000*
Current tax:		
– Hong Kong profits tax	**–**	132
– PRC corporate income tax	**2,492**	(790)
– PRC LAT	**72,325**	3,567
	74,817	2,909
Under-provision in prior years:		
PRC corporate income tax	**24,702**	–
Deferred tax charge	**(36,443)**	4,566
	63,076	7,475

Hong Kong profits tax

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first Hong Kong dollar ("HK$") 2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying entity is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million.

Singapore corporate income tax

Singapore corporate income tax is calculated at 17% on the taxable profits of the Group's Singapore subsidiaries for the year. No provision for taxation in Singapore has been made as no taxable profit subject to Singapore corporate income tax for both years.

PRC corporate income tax

PRC corporate income tax has been provided at the rate of 25% on the taxable profits of the Group's PRC subsidiaries for both reporting periods.

PRC LAT

According to the requirements of the Provisional Regulations of the PRC on Land Appreciation Tax (the "LAT") (中華人民共和國土地增值稅暫行條例) effective from 1 January 1994 and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT (中華人民共和國土地增值稅暫行條例實施細則) effective from 27 January 1995, all gains arising from a transfer of real estate property in the PRC effective from 1 January 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures, including borrowing costs and all property development expenditures.

9. LOSS PER SHARE

(a) Basic loss per share

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

	Year ended 31 March 2025	Year ended 31 March 2024 (restated)
Earnings for the purpose of basic loss per share		
Loss for the year attributable to owners of the Company *(RMB'000)*	**(2,339,899)**	(785,629)
Number of shares for the purpose of basic loss per share		
Weighted average number of ordinary shares during the year *('000)*	**2,720,979**	2,385,751

The weighted average number of ordinary shares for the purpose of basic loss per share has been adjusted retrospectively for the Share Consolidation since 1 April 2023.

(b) Diluted loss per share

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

(i) Loss for the purpose of diluted loss per share

	Year ended 31 March 2025 ***RMB'000***	Year ended 31 March 2024 *RMB'000*
Loss for the year attributable to owners of the Company for the purpose of calculating basic and diluted loss per share	**(2,339,899)**	(785,629)

(ii) ***Weighted average number of ordinary shares***

	Year ended 31 March 2025 *'000*	Year ended 31 March 2024 *'000* (restated)
Weighted average number of ordinary shares for the purpose of basic loss per share	**2,720,979**	2,385,751
Effect of dilution – share option *(note)*	**350,727**	357,914
Weighted average number of ordinary shares for the purpose of diluted loss per share	**3,071,706**	2,743,665

The weighted average number of ordinary shares for the purpose of basic loss per share has been adjusted retrospectively for the Share Consolidation since 1 April 2023.

Note: The computation of diluted loss (2024: loss) per share does not assume conversion of the Company's outstanding share options since their assumed exercise would result in decrease in loss per share (2024: decrease in loss per share).

10. DIVIDENDS

No dividends have been declared and paid by the Company during the year ended 31 March 2025 (For the year ended 31 March 2024: Nil).

11. TRADE AND BILLS RECEIVABLES

	31 March 2025 ***RMB'000***	31 March 2024 *RMB'000*
Trade and bills receivables	**195,496**	228,152
Impairment loss on trade receivables	**(4,840)**	(3,554)
	190,656	224,598

As at 31 March 2025, certain trade receivables with aggregate carrying amount of RMB48,697,000 (31 March 2024: RMBNil) were pledged to financial institutions to secured loan granted to the Group.

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. Trade receivables are settled in accordance with the terms of the respective contracts. The credit period is generally three to six months. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivables. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables, less loss allowance recognised, based on the invoice date and net of loss allowance, is as follows:

	31 March 2025	31 March 2024
	RMB'000	*RMB'000*
Within 6 months	**100,119**	116,266
7 to 12 months	**47,642**	40,631
13 to 24 months	**42,895**	67,651
	190,656	224,548

12. TRADE AND BILLS PAYABLES

	31 March 2025	31 March 2024
	RMB'000	*RMB'000*
Trade and bills payables	**938,115**	1,285,623

An ageing analysis of the trade and bills payables as at 31 March 2025, based on the invoice date is as follows:

	31 March 2025	31 March 2024
	RMB'000	*RMB'000*
Within 6 months	**103,716**	506,005
Over 6 months	**834,399**	779,618
	938,115	1,285,623

The trade payables are non-interest-bearing and are normally settled on terms of 45 to 90 days.

The following is an extract of the independent auditor's report on the consolidated financial statements for the year ended 31 March 2025:

OPINION

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTIES RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements, which states that the Group reported a net loss of approximately RMB2,519,612,000 for the year ended 31 March 2025. As at 31 March 2025, the current liabilities exceed its current assets by approximately RMB1,130,447,000, of which RMB510,354,000 of the interest-bearing bank and other borrowings was defaulted, while as at 31 March 2025, its cash and cash equivalents amounted to RMB601,400,000 only. These conditions, along with other matters as set forth in note 2 to the consolidated financial statements, indicate the existence of material uncertainties which may cast doubt over the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of Matter

We draw attention to note 52 of the consolidated financial statements, which describes the estimated financial effects to the Group in relation to the disposal of certain subsidiaries subsequent to 31 March 2025. Our opinion is not modified regarding this matter.

MANAGEMENT DISCUSSION AND ANALYSIS

MARKET REVIEW

During 2024, the global economy continued to grow at a low to medium pace, with increased uncertainties in the economy arising from impediments to globalisation, escalating geopolitical conflicts and the restructuring of industrial chains. China's economy withstood the downward pressure from numerous internal and external difficulties and challenges, while the national economy operated at a generally stable level with constantly developing new-quality productive forces. A series of incremental policies was launched to effectively boost social confidence, and the economy rebounded significantly. Gross domestic product calculated at constant prices reached RMB128.2 trillion, which grew by 5.0% over the previous year. The disposable income per capita grew by 5.1%. The total retail sales of social consumer goods amounted to RMB48.8 trillion, representing a growth of 3.5% over the previous year.

Medical and Pharmaceutical Retail

Since the beginning of 2024, industry profits have decreased due to the impact of overall consumer downgrading. The size of the prescription drug market declined slightly, with negative growth in the offline market and double-digit growth maintained in the online market. In May 2024, the Department of Pharmaceutical Pricing and Tendering and Procurement of the National Healthcare Security Administration issued the Letter on Launching the Special Action of "Visiting Online Stores, Checking Pharmaceutical Prices, Comparing Data and Enhancing Governance" (《關於開展"上網店，查藥價，比數據，抓治理"專項行動的函》), to further deepen the reform of the medical and healthcare system, strengthen the supervision of pharmaceutical prices, and give full play to the price identification function of various channels such as retail pharmacies and online pharmacies, so as to advance the governance of unfair high prices and discriminatory high prices, guide enterprises to independently and reasonably set their prices, and promote the innovative development of the pharmaceutical industry in terms of quality. In June 2024, the General Office of the State Council issued a circular on Deepening the Reform of the Medical and Healthcare System: Key Tasks for 2024 (《深化醫藥衛生體制改革2024年重點工作任務》), which specifies the key tasks of the medical reform in 2024, and explores the establishment of a mechanism for unified and efficient policy synergy, information connectivity and communication, and supervision and coordination of healthcare, medical insurance and medicines. The National Administration of Traditional Chinese Medicine (NATCM) issued a circular on the Action Plan for Standardization of Chinese Medicine (2024–2026) (《中醫藥標準化行動計劃(2024–2026年)》), which aims to promote the high-quality development of Chinese medicine standardization and facilitate the heritage and innovative development of Chinese medicine. In August 2024, the State Council issued the Opinions on Promoting High-Quality Development of Consumption of Services (《關於促進服務消費高質量發展的意見》). In particular, in terms of developing and expanding the new modes of healthcare consumption, it proposed to promote the development of "Internet + Healthcare", support the development of large and small time-honored brand enterprises in the traditional Chinese medicine industry, and enhance the functions of retail pharmacies in the areas of health promotion and nutritional care. In October 2024, the National Healthcare Security Administration issued the Notice of the Office of the National Healthcare Security Administration on Regulating the Management of Outpatient Prescription of Medicines under the Medical Insurance Scheme (《國家醫療保障局辦公室關於規範醫保藥品外配處方管理的通知》), which specifies that, in order to provide better protection for the participants' medical treatment and purchase of medicines, the State will comprehensively deploy the establishment of a mechanism for outpatient financial assistance for employees and their protection under a mutual relief scheme, improve and refine the mechanism for the protection with the medicines for "two diseases" of the urban and rural residents, and support the "dual-channel" supply of the negotiated medicines, and simultaneously accelerate the construction of electronic prescription centers for the purpose of medical insurance.

The pharmaceutical retail industry continues to expand under the policy dividend and technological support, but still faces challenges such as regional imbalance, cost pressure and model innovation. On the one hand, with the gradual regulatory upgrade at all levels in China, the compliance level of the pharmaceutical retail industry has continued to improve, the supervision of medical insurance prices has become more stringent, the transparency of market prices is increasingly higher, and the competition in the traditional retail industry tends to be more intense; on the other hand, the government provides stronger support for traditional Chinese medicine, and there are favoring policy supporting the transformation of traditional pharmacies into traditional Chinese medicine mode. In summary, there is a trend of the retail industry for the innovative practice of "pharmacy + clinic" and Internet + medical services, and gradually the mode of diversified community health service ecosystem under multi-industry integration through expanding presence of Chinese medicine clinics, community clinics, physical examination centers and other retail types. The pharmaceutical retail industry will develop in the direction of larger-scale of diversification and lifestyle.

E-commerce and Distribution Business

In recent years, China's consumer market has been developing in a diversified and rational manner. Against this backdrop, the e-commerce industry has successfully entered a stage of high-quality development. New business models are emerging in the industry, with content e-commerce, social e-commerce and real-time retailing rapidly emerging as the core drivers for the industry's continued growth by virtue of their innovative operation modes and consumption scenarios. From the perspective of consumer groups, different types of consumers show differentiated consumer preferences. The middle class and young consumers are more concerned about improving their quality of life, pursuing personalized consumption experience and have a strong demand for new and unique products and services, while mass consumers are more inclined to select familiar brands, highly concerned about brand reputation and the sense of value brought by the products, and inclined to purchase goods with high price-performance ratio and reliable quality.

While the industry was developing at a rapid pace, the government actively improved the relevant supporting laws and regulations to support the rapid development of the industry. In 2024, the General Administration of Market Supervision gave full play to its coordinating function and vigorously promoted the implementation of the E-Commerce Law of the People's Republic of China (《中華人民共和國電子商務法》), the Measures for the Supervision and Administration of Online Transactions (《網絡交易監督管理辦法》), and the Regulations for the Implementation of the Law of the People's Republic of China on Protection of the Rights and Interests of Consumers (《中華人民共和國消費者權益保護法實施條例》) to regulate the e-commerce market in a number of dimensions and protect the legitimate rights and interests of consumers and business operators. In December 2024, the Provisional Measures for Law Enforcement, Coordination and Investigation In Relation To Online Transactions (《網絡交易執法協查暫行辦法》) were launched, which further emphasizes the improvement of law enforcement, coordination and investigation mechanism for online transactions, and effectively resolves the difficulties in cross-regional law enforcement, thereby creating a favorable policy environment for the healthy development of the platform economy.

In the face of the complex and volatile external environment, the government launched a sustained "trade-in" incentive policy in 2024 to promote the development of the digital consumer economy, thereby facilitating the recovery and prosperity of the consumer market. Under the strong impetus of the policy, China's online retail market achieved a fast growth. In 2024, national online retail sales amounted to RMB15.5 trillion, representing an increase of 7.2% over the previous year. Among these, national online sales of physical commodities amounted to RMB13.1 trillion, representing an increase of 6.5%. In the first quarter of 2025, national online retail sales amounted to RMB3.6 trillion, representing an increase of 7.9% over the previous year. Among these, national online sales of physical commodities amounted to RMB3.0 trillion, representing a year-on-year increase of 5.7%.

Real Estate Business

In 2024, there are continuous and increasing policy support for the real estate industry, and the market gradually moved towards stabilization after an intensive adjustment. At the meeting of the Political Bureau of the CPC Central Committee held on 26 September 2024, it proposed for the first time to "halt the downtrend and promote the stabilization of the real estate market", releasing a strong signal for stabilizing the real estate market in the current downward cycle. Subsequently, "four cancellations, four reductions, two increases" and other policy packages have been frequently launched, removing the purchase and sale restriction policies, reducing the percentage of down payment and interest rates of housing mortgage, increasing the supply of affordable housing and the scale of the transformation of urban villages and other core measures. Coupling with the effective promotion under ancillary policies such as acquisition and reservation of the inventories of commodity housing and the revitalization of the inventories of idle land, market confidence has been significantly boosted. At the inception of the fourth quarter of 2024, market trade activity recovered significantly, and the decline in the sales of commodity housing for the year reduced month-on-month.

At the data level, the sales of commodity housing in China during 2024 amounted to approximately RMB9.7 trillion, and the sales area of commodity housing amounted to approximately 0.97 billion square meters, representing a decrease of 17.1% and 12.9% respectively, as compared to that of 2023. New construction area of properties in China was 740 million square meters, representing a decrease of 23.0% year-on-year. The investment in real estate development in China amounted to approximately RMB10.0 trillion, representing a decrease of 10.6% as compared to that of 2023. In the first quarter of 2025, the sales volume of commodity housing nationwide amounted to RMB2.1 trillion with a sales area of 220 million square meters, representing a decrease of 2.1% and 3.0% respectively year-on-year. New construction area of properties in China was 130 million square meters, representing a decrease of 24.4% year-on-year. The investment in real estate development in China amounted to approximately RMB2.0 trillion, representing a decrease of 9.9% year-on-year. Currently, the real estate market is continuing its downturn and bottoming cycle and there is a need for the further accumulation in the recovery momentum of the industry.

OPERATING REVIEW

Medical and Pharmaceutical Retail

The Group acquired 56% equity interest in Wuhan Yekaitai Pharmaceutical Chain Co., Ltd.* (武漢葉開泰藥業連鎖有限公司) ("Yekaitai Pharmaceutical") in August 2023, and acquired the remaining 44% equity shares in Yekaitai Pharmaceutical in November 2023. The Group has upgraded and revamped its traditional pharmacies, commenced the model of pharmacy + Chinese medicine outpatient, and upgraded some of its pharmacies to the "big health + model of pharmacy + Chinese medicine + peripheral Chinese pharmaceuticals" such as Chinese herbal tea and Chinese medicine cuisine. Since the acquisition of Yekaitai Pharmaceutical, we have upgraded a total of 9 pharmacies + Chinese medicine stores and opened a new Yekaitai Pharmaceutical Chinese-medicine hospital in Hangzhou. Leveraging the brand advantage of Yekaitai Pharmaceutical, the hospital will integrate traditional Chinese medicine with modern healthcare concepts, and adhere to the "big healthcare +" service system of "chronic disease healthcare and medical care" integrating Chinese and Western medicine. It will set up six major departments, including traditional Chinese medicine, dermatology, pediatrics, integrated Chinese and Western medicine, medical and surgery. As of March 2025, the Group operated a total of 47 chain stores, 11 Chinese medicine clinics, 3 dermatology clinics and online pharmacies. The Chinese-medicine outpatient clinics provide customers with diversified services such as medicine and rehabilitation, physiotherapy and medication consultancy. With the launch of a variety of projects, store traffic and sales have increased significantly.

During the year ended 31 March 2025 (the "Reporting Year"), the medical and pharmaceutical retail business of the Group recorded a turnover of approximately RMB190.8 million (year ended 31 March 2024: RMB87.8 million), representing an increase of 117.3% as compared to the year ended 31 March 2024. The segment recorded a loss of RMB0.1 million (year ended 31 March 2024: a profit of RMB3.8 million).

* *For identification purposes only*

During the Reporting Year, the turnover of the medical and pharmaceutical retail business grew steadily with keen market demand. Nonetheless, the preliminary costs of the newly added clinics during the year resulted in a mild loss for the year. The Group will focus on cost control and optimize various cost drivers in an effort to achieve sustainable profitability for the business.

E-commerce and Distribution

Since 2023, the Group has commenced a strategic transformation from a traditional IT distributor to an e-commerce platform, gradually downsizing its distribution business to concentrate the core resources on the development of its e-commerce business. With a focus on developing e-commerce business of electronics consumer products and health food products, the Group has successfully facilitated the expansion of the online market for renowned domestic brands such as Joyoung (九陽), Huawei (華為), Xiaomi (小米), Yihai Kerry Arawana (金龍魚) and AoDong (敖東), and accumulated valuable experience in brand management in practice, forging its core competitiveness in terms of data insight, marketing and operation and execution. In terms of platform layout, the Group has fully participated in various mainstream e-commerce ecosystems such as Jingdong (京東), Taobao(淘寶), Pinduoduo (拼多多) and vip.com (唯品會), thereby creating multi-format trade models and realizing all-dimensional channel exposure, promotion and sales to consumers for products. In the face of the fashionable wavefront of content marketing, the Group has precisely kept abreast of the market trend and operated in-depth emerging social content platforms such as Douyin (抖音), Xiaohongshu (小紅書), Kuaishou (快手) and WeChat Video Channel. Riding on its accurate analysis of consumer psychology as well as strong data insights and user profiling capabilities, the Group has created tailored content to cater to the tonality and user preferences of different platforms. Accordingly, it made use of scenario-based narratives to connect consumers and the brand with emotional links, thus achieving resonance-based communication and promoting an overwhelming growth in brand influence. The Group has efficiently boosted the commercialization of brands and fostered a differentiated competitive advantage through full-domain coordination between e-commerce ecosystems and content platforms.

During the Reporting Year, the e-commerce and distribution business of the Group recorded a turnover of approximately RMB711.9 million, representing an increase of 14.6% as compared to the Corresponding Period (year ended 31 March 2024: RMB621.4 million). The segment recorded a profit of RMB13.5 million (year ended 31 March 2024: RMB30.8 million).

The e-commerce and distribution business improved its structure by adjusting its product mix and introducing new product lines, resulting in an increase in segment turnover. At the same time, due to the increase in initial selling expenses, the profit recorded by the segment decreased as compared to the Corresponding Period. The Group will continue to optimize its business and inventory management to proactively respond to challenges and ensure a healthy development.

Real Estate Business

Property Development

During the Reporting Year, the turnover of the Group's property development business increased by 8.4% to approximately RMB605.2 million (year ended 31 March 2024: RMB558.2 million). The segment recorded a loss of approximately RMB2,184.3 million (year ended 31 March 2024: a loss of approximately RMB117.3 million). The segment loss was due to the decrease in gross profit of properties sold and the increase in provision for expected guarantee liabilities.

As at 31 March 2025, the Group had 11 property development projects across 7 cities in Mainland China. The total area of the properties held for sale, properties under development and area pending construction amounted to approximately 1,914,553 square meters. During the Reporting Year, the Group actively promoted the delivery guarantee work under the changes in the industry; contracted sales of properties and contracted gross floor area ("GFA") amounted to approximately RMB627.28 million and approximately 84,792 square meters, respectively, with an average selling price of approximately RMB7,398 per square meter.

Project List

As at 31 March 2025

Project Name	Project Location	Planning and Development	Planned GFA *(sq.m)*	Equity Share	Expected Year of Completion
Yihe Emerald Mansion	Yuxi, Yunnan	Residential/ Commercial	456,507	100%	2026 (under construction)
Wei Ming 1898	Kaifeng, Henan	Residential/ Commercial	384,569	100%	2025 (under construction)
580 Project	Chongqing	Residential/ Commercial	434,167	100%	N/A
Boya Binjiang	Foshan, Guangdong	Residential/ Commercial	909,598	51%	Completed
Zijing Mansion	Chongqing	Residential/ Commercial	209,632	100%	Completed
Boya	Chongqing	Residential/ Commercial	499,947	43%	Completed
Jiangshan Mingmen	Chongqing	Residential/ Commercial	706,601	100%	Completed
Yuelai	Chongqing	Residential/ Commercial	425,947	43%	Completed

Project Name	Project Location	Planning and Development	Planned GFA *(sq.m)*	Equity Share	Expected Year of Completion
Boya City Plaza	Chengdu, Sichuan	Commercial/Office	144,008	25%	Completed
Wei Ming Mansion	Hangzhou, Zhejiang	Residential/ Commercial	193,736	94%	Completed
Shanshui Nianhua	Wuhan, Hubei	Residential/ Commercial	278,437	70%	Completed

Note: Expected year of completion is not available for 580 project as it is still in the planning phase, and has neither received the planning approval nor commenced the construction.

On 7 May 2025, the Company (as subordinated limited partner) entered into a partnership agreement with Suzhou Aoze (as general partner) and Chongqing Jingjiahui (as preferred limited partner). The capital contribution was completed by the Company by way of injecting the entire shareholding interest in the Disposal Company to the Partnership. Each of the subsidiaries of the Disposal Company comprises all of the above real estate development projects in the development stage. Upon completion of the transaction, the Group will no longer own any real estate development projects which are in the development stage.

Property Investment and Management

During the Reporting Year, the turnover of property investment and management business decreased by 36.2% to approximately RMB110.6 million (year ended 31 March 2024: RMB173.6 million). The segment recorded a loss of approximately RMB133.0 million (year ended 31 March 2024: loss of RMB29.8 million). The decrease in segment revenue was mainly attributed to the fact that the segment recorded revenue from sale of properties of approximately RMB67.5 million in the year ended 31 March 2024 (the "Corresponding Period"). The segment loss was mainly due to the decrease in the fair value gain on investment properties during the Reporting Year to approximately RMB10.7 million (year ended 31 March 2024: RMB73.7 million) and the decrease in gross profit on rented GFA during the Reporting Year.

FINANCIAL REVIEW

Overall Performance

During the Reporting Year, the Group recorded a loss of approximately RMB2,519.6 million (year ended 31 March 2024: a loss of RMB750.2 million). The loss during the Reporting Year was mainly attributable to the combined effects of the following factors:

a. an increase in revenue of the Group by approximately RMB177.5 million to approximately RMB1,618.5 million (year ended 31 March 2024: RMB1,441.0 million), which was due to the increase in revenue from property development business by RMB47.0 million, the increase in revenue from e-commerce and distribution business by RMB90.5 million, the increase in revenue from the medical and pharmaceutical retail business by RMB103.0 million and decrease in revenue from property investment and management business by approximately RMB63.0 million;

b. the gross profit decreased by approximately RMB183.8 million to a loss of approximately RMB53.0 million (year ended 31 March 2024: a profit of RMB130.8 million), which was mainly due to the decrease in gross profit of properties delivered arising from the decline in property selling price;

c. a net provision of approximately RMB620.5 million for the impairment of properties for sale was made in the Reporting Year (year ended 31 March 2024: RMB196.0 million), which increased by approximately RMB424.5 million compared to the impairment of properties for sale recognised in the Corresponding Period as a result of the continued downturn in the property market in 2024, leading to a significant decrease in the net realizable value of certain properties;

d. other expenses of approximately RMB1,614.2 million (year ended 31 March 2024: RMB842.7 million) was made, which was mainly attributable to the provision for expected guarantee liabilities by the Group to subsidiaries of Hong Kong Huzi Limited which was subsequently disposed of by the Group on 25 March 2022 with the guarantees continuing in effect, as well as the related litigations;

e. an increase in finance costs by approximately RMB14.3 million year-on-year to approximately RMB126.7 million during the Reporting Year (year ended 31 March 2024: RMB112.4 million), which was attributable to the more interest-bearing bank borrowing utilised during the Reporting Year as new loans brought in December 2023; and

f. an increase in taxation by approximately RMB55.6 million to approximately RMB63.1 million (year ended 31 March 2024: RMB7.5 million) as a result of an increase in corporate income tax and land appreciation tax in the PRC during the Reporting Year.

The loss attributable to the owners of the Company for the Reporting Year was approximately RMB2,339.9 million (year ended 31 March 2024: loss of approximately RMB785.6 million) and the loss attributable to non-controlling interests of the Group was RMB179.7 million (year ended 31 March 2024: profit of RMB35.4 million).

Basic and diluted loss per share attributable to owners of the Company for the Reporting Year were approximately RMB85.99 cents (year ended 31 March 2024: loss of RMB32.93 cents).

Liquidity, Financial Resources and Capital Commitments

During the Reporting Year, the Group generally financed its operations with internally generated resources and banking facilities provided by its principal bankers in the PRC. As at 31 March 2025, the Group had interest-bearing bank and other borrowings of approximately RMB1,767.3 million (31 March 2024: RMB1,748.1 million), of which approximately RMBNil (31 March 2024: RMB5 million) was floating interest bearing and RMB1,767.3 million (31 March 2024: RMB1,743.1 million) were fixed interest bearing. The borrowings, which were subject to little seasonality, consisted of mainly bank loans, trust loans and loans from Peking University Founder Group Limited ("Peking Founder") (北大方正集團有限公司), and borrowings from financial institutions. All interest-bearing bank and other borrowings are denominated in RMB, with approximately RMB1,566.1 million (31 March 2024: RMB636.4 million) repayable within one year, approximately RMB201.2 million (31 March 2024: RMB781.7 million) repayable within two years and approximately RMBNil (31 March 2024: RMB330.0 million) repayable within three years. The Group's banking facilities were secured by guarantee given by Peking Founder and Peking University Resources Group Co., Ltd. (北大資源集團有限公司) (each of them is a former controlling shareholder of the Company), and certain properties held for sale of the Group, investment properties, equity interests of certain subsidiaries of the Group, and assignment of return arising from the Group's certain properties under development and properties held for sale. The decrease in other payables and accruals by 8.0% to approximately RMB2,188.4 million (31 March 2024: RMB2,377.7 million) was due to partial repayment of other payables.

As at 31 March 2025, the Group recorded total assets of approximately RMB10,212.8 million (31 March 2024: RMB11,522.9 million), total liabilities of approximately RMB9,815.7 million (31 March 2024: RMB9,015.2 million), non-controlling interests of approximately RMB1,653.3 million (31 March 2024: RMB1,473.2 million) and deficit attributable to owners of the Company of approximately RMB1,256.2 million (31 March 2024: surplus attributable to owners of the Company of approximately RMB1,034.5 million). The Group's net asset value per share as at 31 March 2025 was RMB10.6 cents (31 March 2024: restated RMB96.8 cents). The decrease in net asset value per share was attributable to the loss for the Reporting Year.

As at 31 March 2025, the Group had total cash and cash equivalents and restricted cash of approximately RMB661.1 million (31 March 2024: RMB904.1 million). As at 31 March 2025, the Group's gearing ratio, measured on the basis of total borrowings as a percentage of total equity, was 4.45 (31 March 2024: 0.70) while the Group's current ratio was 0.88 (31 March 2024: 1.26).

As at 31 March 2025, the capital commitments for contracted, but not provided for, properties under development were approximately RMB766.0 million (31 March 2024: RMB1,655.9 million).

Treasury policies

The Group adopts conservative treasury policies and controls tightly over its cash and risk management. The Group's cash and cash equivalents are held mainly in Hong Kong Dollars "HK$", RMB and United States Dollars "U.S. dollars". Surplus cash is generally placed in short term deposits denominated in HK$, RMB and U.S. dollars.

Market risk

The Group's assets are predominantly in the form of land under development, properties under development, properties held for sale and investment properties. In the event of a severe downturn in the property market in China, these assets may not be readily realised.

Interest rate risk

The Group's exposure to the risk for changes in market interest rates relates primarily to the Group's interest- bearing bank and other borrowings. The Group has not used derivative financial instruments to hedge any interest rate risk. The Group manages its interest cost using variable rate bank borrowings and other borrowings.

Foreign exchange risk

The Group operates mainly in Mainland China and Hong Kong. For the operations in Mainland China, most of its revenues and expense are measured in RMB. For the operations in Hong Kong, most of the transactions are denominated in HK$ and U.S. dollars. The values of RMB against the U.S. dollars and other currencies may fluctuate and is affected by, among other things, changes in the PRC's political and economic conditions. The conversion of foreign currencies into RMB is subject to the rules and regulations of the foreign exchange controls promulgated by the Chinese government. The Group has minimal exposure to exchange rate fluctuation. No financial instrument was used for hedging purposes.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank and other borrowings. Cash flows are closely monitored on an ongoing basis.

Charges on Assets

As at 31 March 2025, properties held for sale of approximately RMB634.5 million (31 March 2024: RMB1,342.0 million), investment properties of approximately RMBNil (31 March 2024: RMB295.8 million), accounts receivable of approximately RMB48.7 million (31 March 2024: RMBNil), bank deposits of approximately RMB59.7 million (31 March 2024: RMB13.9 million), certain equity interests of certain subsidiaries and the assignment of returns arising from certain properties under development and properties held for sale of the Group were pledged to banks and other financial institutions to secure general banking facilities and loans granted, as deposits for construction of the relevant properties and as guarantees deposits for certain mortgage loans granted by banks to purchasers of the Group's properties.

Contingent Liabilities

As at 31 March 2025, the Group had contingent liabilities as follows:

(1) The Group had contingent liabilities relating to guarantees mainly in respect of mortgage facilities granted by certain banks to certain purchasers of the Group's properties amounting to approximately RMB850.2 million (31 March 2024: RMB915.3 million). Pursuant to the terms of the guarantees, in the event of default in mortgage payments by these purchasers, the Group is liable for repayment of the outstanding mortgage principals owed by the defaulting purchasers together with the accrued interest and penalty to the banks, while the Group is entitled to take over the legal titles and possession of the relevant properties. The guarantees shall be discharged upon: (i) issuance of real estate ownership certificates which are generally issued within three months after the purchasers take possession of the relevant properties; and (ii) repayment of the mortgage loans by the purchasers of the properties, whichever is earlier.

    The Group considers that in the event of default by the purchasers of the properties, the net realisable value of the relevant properties will be sufficient to cover the repayment of the outstanding mortgage principals together with the accrued interest and penalty and therefore no provision has been made in respect of such guarantees in the financial statements.

(2) The Group had outstanding litigations as detailed in "Major litigations" below.

MAJOR LITIGATIONS

As at 31 March 2025, the Group has been involved in the following significant legal proceedings and has been proactively responding to such legal proceedings:

(1) In August 2021, Minmetals International Trust Co., Ltd (五礦國際信託有限公司) ("Minmetals International"), filed a civil complaint in the Intermediate People's Court of Xining, Qinghai Province against a subsidiary of HK Huzi, Dongguan Yihui Property Co., Limited* (東莞億輝地產有限公司) ("Dongguan Yihui"), and the Company's subsidiaries, Yuxi Runya Property Company Limited* (玉溪潤雅置業有限公司) ("Yuxi Runya") and Chongqing Yingfeng Property Co., Ltd.* (重慶盈豐地產有限公司) ("Chongqing Yingfeng"), in respect of the outstanding debts with principal amount of approximately RMB1,458.5 million. In February 2022, the Intermediate People's Court of Xining, Qinghai Province issued a civil judgement, which ruled that (i) Dongguan Yihui and Yuxi Runya shall jointly repay to Minmetals International the principal amount of the borrowings of approximately RMB1,458.5 million together with the related interest and the other costs, and (ii) Minmetals International has the priority of the compensation from the proceeds of auction and sale of the collateral provided by Yuxi Runya and Chongqing Yingfeng.

Yuxi Runya has appealed the judgement to the Higher People's Court of Qinghai Province. In July 2022, the Higher People's Court of Qinghai Province issued a civil judgement, ruling that the appeal of Yuxi Runya was dismissed and the first instance judgement was upheld. Currently, Minmetals International has filed an application for enforcement with the Intermediate People's Court of Xining; Minmetals International, Dongguan Yihui, Yuxi Runya and Chongqing Yingfeng are actively negotiating for the settlement of the repayment plan under this litigation. Details of the litigation are set out in the announcement of the Company dated 30 September 2022.

(2) In August 2021, Minmetals International filed a civil complaint in the Intermediate People's Court of Xining, Qinghai Province against Wuhan Tianhe Jinrui Property Development Company Limited* (武漢天合錦瑞房地產開發有限公司) ("Wuhan Tianhe"), Peking University Resources Group Investment Company Limited* (北大資源集團投資有限公司) ("Resources Investment"), both of which were subsidiaries of HK Huzi, as well as Yuxi Runya, in respect of the outstanding entrusted loans with principal of RMB620.0 million. In February 2022, the Intermediate People's Court of Xining, Qinghai Province issued a civil judgement, which ruled that Wuhan Tianhe and Yuxi Runya shall jointly repay to Minmetals International the outstanding principal of RMB620.0 million together with the related interest and other costs and Minmetals International has the priority of compensation from the proceeds of auction and sale of the collateral provided by Wuhan Tianhe and Resources Investment. Wuhan Tianhe

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appealed the judgement to the Higher People's Court of Qinghai Province. In July 2022, the Higher People's Court of Qinghai Province issued a civil judgement, ruling that the appeal of Wuhan Tianhe was dismissed and the first instance judgement was upheld. Currently, Minmetals International, Wuhan Tianhe, Yuxi Runya and Resources Investment are actively negotiating for the settlement of the outstanding debts under this litigation. Details of the litigation are set out in the announcement of the Company dated 30 September 2022.

(3) Western Trust Co., Ltd* (西部信託有限公司) ("Western Trust") filed a civil complaint in the Intermediate People's Court of Xi'an, Shaanxi Province against Zhejiang Resources, in respect of the outstanding debts in relation to a loan provided to Zhejiang Resources with principal amount of approximately RMB300.0 million at interest of approximately 10.4% per annum which is secured by a land parcel in Yuhang District, Hangzhou as collateral for a term of three years, together with interest and penalty of approximately RMB389.4 million. On 1 April 2022, the court issued a first instance judgement in favour of the plaintiff, which ruled that Zhejiang Resources shall repay the outstanding principal together with interest and penalty, and the plaintiff has the right to the proceeds of auction and sale of the land parcel collateral as payment for the judgement sum. Subsequently, Zhejiang Resources and Western Trust both appealed to the Higher People's Court of Shaanxi Province. In March 2023, the Higher People's Court of Shaanxi Province issued a civil judgement, which ruled that Zhejiang Resources shall repay the outstanding principal together with interest and penalty, and the plaintiff has the right to the proceeds of auction and sale of the land parcel collateral as payment for the judgement sum. Western Trust has applied to the Intermediate People's Court of Xi'an, Shaanxi Province for enforcement of the effective judgement; and Zhejiang Resources is actively negotiating with Western Trust for the settlement of the repayment plan under this litigation.

(4) The Intermediate People's Court of Guiyang, Guizhou Province* (貴州省貴陽市中級人民法院) issued a judgement on 31 March 2023 in respect of a civil legal proceeding against Kaifeng Boyuan Real Estate Development Co., Ltd.* (開封博元房地產開發有限公司) ("Kaifeng Boyuan") and Chongqing Yingfeng, each an indirect subsidiary of the Company, among other co-defendants. According to the judgement, it was alleged by the plaintiff, Beijing Deyu Yuantong Technology Co., Ltd.* (北京德隅源通科技有限公司), that Kaifeng Boming Real Estate Development Co., Ltd.* (開封博明房地產開發有限公司) ("Kaifeng Boming") obtained a loan from Huaneng Guicheng Trust Corp., Ltd.* (華能貴誠信託有限公司) ("Huaneng Trust") in 2019 for a principal amount of RMB1 billion secured by, among others, the pledge of certain land parcels held by Kaifeng Boyuan, and the share charge of the entire equity interest in Kaifeng Boyuan held by Chongqing Yingfeng. Kaifeng Boming failed to repay the loan and the outstanding principal is RMB590.0 million. Huaneng Trust subsequently transferred the loan and security to the plaintiff, who initiated the litigation against the defendants.

* *For identification purposes only*

The judgement ruled that, among others: (i) Kaifeng Boming shall repay the plaintiff the outstanding principal of RMB590.0 million together with interest and default interest; (ii) the plaintiff has the priority in respect of the compensation from the proceeds of auction and sale of certain land parcels held by Kaifeng Boyuan; (iii) the plaintiff has the priority in respect of the compensation from the proceeds of auction and sale of the entire equity interest in Kaifeng Boyuan held by Chongqing Yingfeng; and (iv) Kaifeng Boyuan to be jointly liable for the amount payable by Kaifeng Boming mentioned in (i). Kaifeng Boming is a wholly- owned subsidiary of HK Huzi. In August 2023, the Higher People's Court of Guizhou Province issued a civil judgement, which ruled to uphold the foregoing judgement. Currently, the plaintiff has filed an application for enforcement with the Intermediate People's Court of Guiyang; Kaifeng Boyuan, Chongqing Yingfeng and Kaifeng Boming are actively negotiating with the plaintiff for the settlement of the repayment plan under this litigation. Details of the litigation are set out in the announcements of the Company dated 21 April 2023 and dated 21 August 2023.

(5) Beijing Financial Court issued a judgement on 29 December 2023 in respect of a civil legal proceeding filed by Beijing Branch of China Huarong Asset Management Co. Ltd.* (中國華融資產管理股份有限公司北京市分公司) ("China Huarong") against Chongqing Yingfeng, an indirect wholly-owned subsidiary of the Company, and certain former subsidiaries of the Company, namely, Dongguan Yihui, Dongguan Yida Property Co., Limited* (東莞億達地產有限公司) ("Dongguan Yida") and Kunshan Hi-Tech Electronic Arts Creative Industry Development Co., Limited* (昆山高科電子藝術創意產業發展有限公司) ("Kunshan Hi-Tech") in respect of a debt owed by Dongguan Yihui and Dongguan Yida to China Huarong (the "Debt"). According to the judgement, the Court has ruled that (i) Dongguan Yihui and Dongguan Yida shall jointly repay China Huarong the Debt with the principal amount of approximately RMB130.7 million, as well as the compensation for restructuring grace period (the "Restructuring Compensation") and penalties for breach of contract; (ii) China Huarong shall have the priority in compensation over the proceeds from the auction or sale of several properties held by Chongqing Yingfeng and Kunshan Hi-Tech; and (iii) Dongguan Yihui, Dongguan Yida, Kunshan Hi-Tech and Chongqing Yingfeng shall pay China Huarong attorney fee of RMB150,000. The relevant parties have been negotiating with China Huarong over the settlement of the Debt and the litigation. Dongguan Yihui, Dongguan Yida and China Huarong entered into a debt settlement agreement (the "Debt Settlement Agreement") on 30 June 2022, a supplemental agreement to the Debt Settlement Agreement (the "First Supplemental Agreement") on 29 December 2022 and the second supplemental agreement to the Debt Settlement Agreement on 20 December 2023 (the "Second Supplemental Agreement"). Under the Second Supplemental Agreement, the parties agreed that (i) Dongguan Yihui and Dongguan Yida shall repay part of the principal amount of the Debt each quarter, and all outstanding principal amount of the Debt shall be repaid by 20 December 2024; (ii) Dongguan Yihui and Dongguan Yida shall repay

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the Restructuring Compensation with respect to the Debt by 20 December 2024; and (iii) Dongguan Yihui and Dongguan Yida shall repay costs incurred by China Huarong in recovering the Debt. As advised by the PRC legal advisors, despite the issue of the judgement, the Second Supplemental Agreement is still legally binding and enforceable between the parties. Details of the litigation are set out in the announcement of the Company dated 11 January 2024.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

As at 31 March 2025, the Group did not have any specific future plans for material investments or capital assets (31 March 2024: Nil). Nonetheless, the Group is always seeking new investment opportunities in the medical and pharmaceutical retail business and e-commerce business, in order to broaden the revenue stream and profitability of the Group and enhance long-term shareholders' value.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save for the following, the Group had no material acquisitions or disposals of subsidiaries, associates and joint ventures for the Reporting Year:

1. On 8 August 2024, an indirect wholly owned subsidiary of the Company and Suzhou Aoze entered into a joint venture agreement to form a joint venture. Pursuant to the terms of the joint venture agreement, the registered capital of the joint venture is RMB150,010,000, which will be contributed, and the joint venture will be held, as to approximately 99.99% by the Group and approximately 0.01% by Suzhou Aoze. The joint venture is primarily engaged in the investment and cooperation in the non-performing assets in the domestic real estate industry and the medical industry in China. Please refer to the announcement of the Company dated 8 August 2024.

2. On 31 May 2024, the Group acquired 100% interest in Hubei Central Pharmaceutical Co., Ltd (湖北中樞藥業有限公司) ("Hubei Central") at the consideration of RMB500,000. Hubei Central provides traditional Chinese medicine diagnosis and treatment, traditional Chinese medicine health care, massage, acupuncture and other special medical services. Upon completion, Hubei Central became an indirect wholly-owned subsidiary of the Company.

3. On 16 May 2024, the Group entered into an agreement with an independent third party to dispose of 90% equity interest in a subsidiary, Ezhou Jinfeng Property Development Co., Ltd* (鄂州金豐房地產開發有限公司) ("Ezhou Jinfeng"), for an aggregate cash consideration of RMB900,000. The disposal was completed on 16 May 2024. Upon completion of the disposal, Ezhou Jinfeng ceased to be subsidiary of the Company.

* *For identification purposes only*

4. On 14 September 2024, the Group entered into a sale and purchase agreement with an independent third party not connected with the Group for the disposal of the Group's 100% interest in Guizhou Guanheng Enterprise Management Co., Ltd (貴州觀恒企業管理有限公司) ("Guizhou Guanheng"), an indirect wholly-owned subsidiary of the Company at a cash consideration of approximately RMB500,000. Guizhou Guanheng was principally engaged in property development in Mainland China. The disposal was completed on 5 December 2024. Upon completion of the disposal, Guizhou Guanheng ceased to be subsidiary of the Company.

5. On 3 March 2025, the Group entered into a sale and purchase agreement with an independent third party not connected with the Group for the disposal of the Group's 75% interest in Chongqing Weijueli Commercial Operation Management Co., Ltd (重慶威覺利商業運營管理有限公司) ("Chongqing Weijueli"), an indirect wholly-owned subsidiary of the Company for nil consideration. Chongqing Weijueli was principally engaged in property development in Mainland China. The disposal was completed on 6 March 2025. Upon completion of the disposal, Chongqing Weijueli ceased to be subsidiary of the Company.

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2025, the Group has approximately 735 employees (31 March 2024: 744). The number of employees remained stable during the Reporting Year.

The Group formulates human resource policies and procedures based on the performance and merits of its employees. The Group ensures that the remuneration package for its employees is competitive and employees are rewarded based on work performance within the general framework of the Group's salary and bonus system. The Group provides on-the-job training to its employees in addition to retirement benefit schemes and medical insurance.

The Group operates a share option scheme (the "Share Option Scheme") to incentivise and reward eligible participants who contribute to the success of the Group's operations. The Share Option Scheme is a share incentive scheme established in accordance with Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

On 28 August 2023, the Group adopted a new share scheme (the "2023 Share Scheme"), which is valid and effective for a period of ten (10) years from the date of adoption and ending on 27 August 2033. Upon termination of the 2023 Share Scheme, no further awards will be granted but in respect of all awards which have been granted but have not been exercised, the provision of the 2023 Share Scheme shall remain in full force and effect.

According to the 2023 Share Scheme, the Company may grant awards to the eligible participants during the scheme period, the nature and amount of which shall be determined by the Board during the scheme period, in the form of (a) share award which vests in the form of the right to receive such number of award shares at the issue price or the actual selling price of the award shares in cash, as the Board may in its absolute discretion determine in accordance with the terms of the scheme (the "Share Awards"), which is funded by the issuance of new Shares and/or the purchase of existing Shares by way of on-market transaction; or (b) share options which vest in the form of the right to subscribe for such number of award shares as the Board may determine during the exercise period at the exercise price in accordance with the terms of the scheme (the "Share Options"), which is funded by the issuance of new Shares.

The purpose of the 2023 Share Scheme is to recognise and motivate the contribution of eligible participants, to provide eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage eligible participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.

Eligible participants of the 2023 Share Scheme include the following persons:

(1) Employee Participants: any directors (including executive directors, non-executive directors and independent non-executive directors), chief executive and employees (full-time or part-time) of the Company or any of its subsidiaries (including persons who are granted award(s) under the 2023 Share Scheme as an inducement to enter into employment contracts with the Company or any of its subsidiaries);

(2) Service Provider Participants: any person(s) (whether a natural person, a corporate entity or otherwise) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interest of the long-term growth of the Group, including (a) suppliers of services to any member of the Group; and (b) advisers (professional or otherwise) or consultants to any area of business or business development of any member of the Group, but for the avoidance of doubt excludes (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisition; and (ii) professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity; and

(3) Related Entity Participants: the directors, chief executive and employees of the holding companies, fellow subsidiaries or associated companies of the Company.

According to the 2023 Share Scheme, all awards to be granted that involve the issuance of Shares of the Company shall not exceed 10% of the total number of Shares in issue as at the adoption date, being 912,966,911 Shares. The sublimit for service providers, being 91,296,691 shares, represents 1% of the total number of Shares in issue as at the adoption date of the 2023 Share Scheme, i.e. 28 August 2023.

The maximum number of Shares in respect of which awards may be granted to a single eligible participant in any 12-month period up to and including the date of such grant shall not exceed 1% of the Shares in issue.

A Share Option may be exercised during such period as the Board may determine, save that such period shall not be more than 10 years from the offer date.

The vesting period for awards shall not be less than 12 months, provided that the Board, may at its discretion, grant awards to the Employee Participants with a shorter vesting period under such circumstances the Board may consider appropriate and in alignment with the purposes of the 2023 Share Scheme. Awards granted under the 2023 Share Scheme may be subject to vesting conditions which must be satisfied before an award shall become vested. The Board may in its absolute discretion determine the vesting conditions (if any) applicable to any award and specify such vesting conditions in offer letter of the award, which may be a time-based vesting condition and/or a performance-based vesting condition requiring the grantee to meet certain performance target, which may relate to the revenue, the profitability and/or the business goals of the Group or any of its business unit, to be assessed based on such method as the Board may determine in its absolute discretion.

For awards which take the form of Share Awards, the issue price for the awards shall be such price determined by the Board and notified to the grantee in the letter containing the offer of the grant of the award, taking into consideration factors such as the prevailing closing price of the Shares, the purpose of the scheme, the performance and profile of the relevant grantee(s). The Board may determine the issue price to be at nil consideration.

For awards which take the form of Share Options, the exercise price for the exercise of such Share Options shall be such price determined by the Board in their absolute discretion and notified to the grantee in the letter containing the offer of the grant of the award but in any case the exercise price shall be at least the higher of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the relevant offer date in respect of such award, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) trading days immediately preceding relevant offer date in respect of such award; or (iii) the nominal value of a Share. The Board may grant awards in respect of which the exercise price is fixed at different prices for certain periods during the exercise period.

The 2023 Share Scheme is a share incentive scheme established in accordance with Chapter 17 of the Listing Rules. On 29 December 2023, the Company granted an aggregate of 600,000,000 Share Options to subscribe for 600,000,000 Shares to certain employees of the Group in accordance with the terms of the 2023 Share Scheme, details of which are set out in the Company's announcement dated 29 December 2023.

Since the adoption of the 2023 Share Scheme and up to the date of this announcement, no awards were granted to any service provider participants under the 2023 Share Scheme. Immediately following the grant of Share Options as described above, the number of Shares available for future grants under the 2023 Share Scheme is 312,966,911.

The table below sets out the details of the outstanding options granted to the grantees under the Share Option Scheme and movements during the Reporting Year:

Name or category of participant	Position held	Date of grant	Vesting period	Closing price of the Shares immediately before the date of grant	Exercise period	Exercise price	Outstanding as at 1 April 2024	Capital Reorganisation *(Note 3)*	Granted during the period	Exercised during the period	Cancelled/ lapsed during the Reporting Year *(Note 4)*	Outstanding as at 31 March 2025	Closing price weighted average of the Shares immediately before the dates on which the options were exercised
Directors and chief executive, substantial shareholders and/or associates													
Wong Kai Ho	Executive director and Chairman of the Company and a director of several subsidiaries of the Company	29 December 2023	From the date of grant until the commencement of the exercise period	HK$0.098	From vesting date *(Note (1))* until 31 December 2027 (both days inclusive)	HK$0.101 per share at the time of grant *(Note 2)*	10,300,000	(7,725,000)	–	–	–	2,575,000	–
Xia Ding	Director, co-chief executive officer, the chief operational officer of the Company and the president of several subsidiaries of the Company					HK$0.404 per share after the capital reorganization *(Note 3)*	23,000,000	(17,250,000)	–	–	–	5,750,000	–
Jiang Xiaoping	Deputy chief executive officer of the Company and the president of several subsidiaries of the Company						22,000,000	(16,500,000)	–	–	–	5,500,000	–
Other employees							544,700,000	(408,525,000)	–	–	(3,125,000)	133,050,000	–
							600,000,000	(450,000,000)	–	–	(3,125,000)	146,875,000	–

Notes:

(1) The vesting period of the Share Options granted is subject to the terms of the 2023 Share Scheme and the decision of the Board: (i) one-third of the Share Options shall be vested and become exercisable on 31 December 2024; (ii) one-third of the Share Options shall be vested and become exercisable on 31 December 2025; and (iii) one-third of the Share Options shall be vested and become exercisable on 31 December 2026.

(2) The exercise price is HK$0.101 per Share, which is higher than the following: (i) the closing price of HK$0.10 per Share on the date of grant; (ii) the average closing price of HK$0.1002 per Share for the five (5) business days immediately preceding the date of grant; and (iii) the nominal value of HK$0.10 per Share.

(3) Immediately upon the Capital Reorganisation becoming effective on 8 May 2024, the exercise price of the outstanding share options granted under the 2023 Share Scheme was adjusted to HK$0.404 per Share and the number of New Shares to be issued upon the exercise of the Share Options was adjusted to 150,000,000, and the total number of New Shares available for future grants will be adjusted to 78,241,727 pursuant to the terms of the 2023 Share Scheme, of which the limit of Share Options that may be granted to any service provider participant was adjusted from 91,296,691 shares at the beginning of the Reporting Year to 22,824,172 shares at the end of the Reporting Year. Please refer to the circular and the notice of special general meeting of the Company dated 28 March 2024, the announcement dated 7 May 2024, and the announcements of the Company dated 7 May 2024 and 28 August 2024.

(4) During the Reporting Year, a total of five eligible grantees under the 2023 Share Scheme resigned. They were collectively granted but had not yet vested 3,125,000 Share Options, which automatically lapsed in accordance with the relevant terms and conditions of the 2023 Share Scheme.

No option or award was granted, exercised or vested during the Reporting Year. As at 31 March 2025, the total number of new Shares available for future grants under the 2023 Share Scheme was 78,241,727.

EVENTS AFTER THE REPORTING YEAR

Save as disclosed below, there is no other significant event affecting the Group after the Reporting Year and up to the date of this announcement:

(1) On 7 May 2025, the Company (as subordinated limited partner) entered into the Partnership Agreement with Suzhou Aoze (as general partner) and Chongqing Jingjiahui (as preferred limited partner). Pursuant to the Partnership Agreement, the Company, Suzhou Aoze and Chongqing Jingjiahui agreed to establish the Partnership with the aggregate capital commitment of RMB100,010,000, which shall be contributed by: (i) Suzhou Aoze as to RMB10,000; (ii) the Company as to RMB30,000,000; and (iii) Chongqing Jingjiahui as to RMB70,000,000. The capital contributions to be made by Suzhou Aoze and Chongqing Jingjiahui shall be paid in cash, and the Company shall contribute capital by way of injecting the entire shareholding interest in the Disposal Company to the Partnership. The Disposal Group comprised of sixteen subsidiaries held by the Disposal Company, of which six carry on substantive business, is principally engaged in property development business in the PRC. Each of the subsidiaries of the Disposal Company is either an intermediary holding company or a company holding property development project(s) in the PRC. Subsequent to the Company's contribution of the entire shareholding interest in the Disposal Company, the Group has no other real estate development projects at the development stage, and the Disposal Group will cease to be subsidiaries of the Company, where its results, assets and liabilities will no longer be consolidated in the consolidated financial statements of the Group. Please refer to the announcement of the Company dated 8 May 2025, the circular and the notice of special general meeting dated 26 June 2025.

The following is the consolidated financial position of the Disposal Group as at 31 March 2025:

	31 March 2025 RMB'000
NON-CURRENT ASSETS	
Property, plant and equipment	**450**
Investment properties	**11,986**
Right-of-use assets	**171**
Deferred tax assets	**11,572**
Total non-current assets	**24,179**
CURRENT ASSETS	
Properties for sale	
– under development	**3,298,197**
– completed	**992,535**
Trade and bills receivables	**315**
Prepayments, other receivables and other assets	**1,387,885**
Restricted cash	**3,736**
Cash and cash equivalents	**98,166**
Total current assets	**5,780,834**
CURRENT LIABILITIES	
Trade and bills payables	**316,962**
Other payables and accruals	**1,754,003**
Provisions	**2,835,817**
Contract liabilities	**763,876**
Interest-bearing bank and other borrowings	**1,461,890**
Lease liabilities	**116**
Tax payable	**488,839**
Total current liabilities	**7,621,503**
NET CURRENT LIABILITIES	**(1,840,669)**
TOTAL ASSETS LESS CURRENT LIABILITIES	**(1,816,490)**

	31 March 2025
	RMB'000
NON-CURRENT LIABILITIES	
Lease liabilities	**167**
Deferred tax liabilities	**56,224**
Total non-current liabilities	**56,391**
Net liabilities	**(1,872,881)**
EQUITY	
Share capital	**727,330**
Reserves	**(2,915,944)**
Equity attributable to owners of the Company	**(2,188,614)**
Non-controlling interests	**315,733**
Total equity	**(1,872,881)**

Following the completion of the Disposal, the Group anticipates recognising a gain primarily attributable to the reduction of net liabilities, the derecognition of non-controlling interests, and the deemed contribution made by the Group to the Partnership.

BUSINESS DEVELOPMENT PROSPECTS

The Group is dedicated to a medium to long term development plan of maintaining a satisfactory growth in results and fulfilling its objective to enhance shareholders' value and will continue to seek outstanding and profitable investment opportunities that are in line with the Group's development strategy.

Pharmaceutical Retail Business

From the "12th Five-Year Plan" to the "14th Five-Year Plan", the State has continued to promulgate policies to support the development of chain pharmacies and encourage enterprises to strengthen their brand building, focus on promoting the enhancement of the brand influence of time-honored pharmacies, and actively provide guidance for the industry to advance in the direction of chain development, specialisation and digitalization. The State has continued to enrich the positioning of retail pharmacies regarding consumption, with particular emphasis on enhancing their functions in the areas of health promotion and nutritional care. This has indicated the policy direction for the social functions of retail pharmacies in the new consumer era and their future development trend.

In April 2025, 12 departments including the Ministry of Commerce and the National Health and Health Commission (NHHC) jointly issued the Special Action Program for Promoting Consumption on Health (《促進健康消費專項行動方案》) to further enhance the health promotion function of pharmacies. The program proposes to give full play to the role of industry associations to guide retail pharmacies to expand health management, nutritional consultation and other services; provide guidance for localities to include qualified medical service projects in the scope of health insurance reimbursement in compliance with regulations; support the innovation of the "Internet + medical service model", and further promote the application of electronic prescriptions for health insurance leveraging the nationwide centralised medical insurance information platform, and promote the efficient flow of electronic prescriptions in designated medical institutions to meet the public's demand for convenient medical services; give play to the professional strengths of practicing pharmacists in retail pharmacies, and launch consultation and publicity campaigns on health knowledge such as rational medication guidance and chronic disease management, so as to promote the concept of scientific consumption on health.

With years of business development and experience, Yekaitai has accumulated profound resources in the Chinese medicine and pharmaceutical sector and has a leading position in the industry with a solid customer base and a good regional reputation. In recent years, with the significant increase in the recognition of Chinese medicine by the general public, particularly the younger population, healthcare with traditional Chinese medicine and physical therapy have gradually become popular ways of health consumption. Capitalizing on the abundant Chinese medicine and pharmaceutical resources of Yekaitai, the Company has explored its path of featured operations by upgrading some of its pharmacies to the "big healthcare+" model of "pharmacy + Chinese medicine diagnosis and treatment + Chinese pharmaceuticals' derivative services" such as Chinese herbal tea and healthy cuisine since August 2023. The brand influence of Yekaitai has been continuously enhanced through the launch of featured-service projects such as self-developed herbal paste, Chinese herbal tea production, customized healthy cuisine, handmade Chinese medicine incense plaque DIY and Chinese costume culture experience in some of our stores. On 30 September 2024, the grand opening of Yekaitai Chinese Medicine Clinic (葉開泰國醫館) was hosted in Hangzhou, marking the official entry of the century-old pharmaceutical brand, Yekaitai, into Hangzhou market.

In the future, the Company will continue to cultivate the "Yekaitai" brand and inherit the reputation of time-honored pharmacies by ceaselessly improving the quality of our medicines and service standard. Besides, we will continue to upgrade the "big healthcare+" model to promote the in-depth integration of medicines sales and Chinese medicine diagnosis and treatment, and accelerate the replication and promotion of the model in multiple regions. At the same time, fully leveraging WeChat, Douyin (抖音), Xiaohongshu (小紅書) and other new media platforms, the Company has strengthened the promotion for the brand and its services through operation of official accounts and refined management of private domain traffic to scale up online sales. The Company is committed to developing Yekaitai into a comprehensive and diversified big healthcare service platform that integrates "pharmaceutical + medicine", "healthcare + experience" and "online + offline operation".

E-commerce Business

Driven by favorable policies, technology iteration and consumption upgrade, China's digital e-commerce market has maintained a rapid growth trend. Following years of development, the e-commerce industry has transitioned from extensive expansion to a new stage of refined operation. With the "14th Five-Year Plan" in further progress, the accelerated development of digital economy as well as the wide application of emerging technologies, including industrial Internet and artificial intelligence, have presented unprecedented opportunities for the development of e-commerce.

Having been deeply engaged in the e-commerce arena for many years, the Group is now capable of integrated product and sales operations on mainstream e-commerce platforms such as Jingdong (京東), Tmall (天貓), Taobao (淘寶), Pinduoduo (拼多多), Vipshop (唯品會), Douyin (抖音), Xiaohongshu (小紅書) and WeChat Video Channel. At the same time, the Group has actively explored and accumulated cross-platform closed-loop marketing experience, opening up chain channels such as diversion from Xiaohongshu to Jingdong/Tmall, and diversion from Douyin to Jingdong/Tmall, etc. We have helped our clients achieve platform-wide business growth through the practical multi-category and multi-brand operations.

In terms of service system development, the Group has fostered a one-stop service capability. At the front-end, with precise positioning of its brands and products fulfilled by a professional team, the Group has created distinctive brand visuals and product packaging designs, and provide online placement capabilities across the full domain. At the middle-end, the Group possesses a mature full-platform e-commerce operation system to ensure the efficient operation of its stores. At the back-end, it is equipped with a professional customer service team to ensure high-quality customer service experience, and provide customers with multi-dimensional value-added services holistically. In the face of stratified and diversified consumer demands, the Group has explored in-depth the operation of content-based scenarios to bring consumers more superior shopping experience by strengthening the value positioning of its products, optimizing the channel layout and enhancing the quality of services.

Looking ahead, the Group will seize the opportunities arising from the development of e-commerce, put greater efforts in all-channel marketing, focus on the refinement of private domain traffic operation, and enhance the data-driven decision-making mechanism. Meanwhile, the Group will actively expand cross-border e-commerce businesses, explore the scenarios for application of emerging technologies, and enhance cooperation with leading and small and medium-sized e-commerce operators to jointly create differentiated competitive advantages. By improving the supply chain system and building a highly efficient operation network, the Group aims to become a solid link between brands and consumers, providing brand operators with a full range of value-added services to help them stand out from the intense competition in the market.

Real Estate Business

Since the beginning of 2022, the Chinese real estate market has been in a prolonged downturn, with property investment and sales declining across the country. Despite a series of demand-side support policies introduced by the Chinese government in the past three years, including the easing of home purchase restrictions, lower mortgage rates and curbing down payment requirements, property sales have not recovered as expected. It will take a process to resolve the industry risks accumulated over the years before the new stimulus policies and measures can have an effect.

In response to the prevailing challenges in the industry, the Group will continue to place strong emphasis on financial security, innovate the organisational structure and enhance management efficiency. Maintaining liquidity for operations and mitigating existing debt issues are the Group's business priorities. After the Company injects the entire shareholding interest in Disposal Company into the Partnership, the Group has no other real estate development projects that are in the development stage. It enables the Group to streamline its business, reduce uncertainties in the Group's future development, and focus its resources on promoting the development of medical and pharmaceutical retail and other asset-light business areas, which the Group believes to have better prospects, greater development opportunities and stronger profitability.

Asset Management Business

In order to achieve the Group's strategic objective of sustainable development, the Group will gradually invest resources to actively develop new financial services businesses, including areas such as investment and management of special opportunity assets. Peking University Resources Asset Management Limited (the "Asset Management Company"), a wholly-owned subsidiary of the Group, has been granted a Type 9 (asset management) license by the Securities and Futures Commission in April 2023 to carry out regulated activities of asset management as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In December 2023, Asset Management Company was appointed as the investment manager of the Hong Kong Gateway Special Opportunities Return Limited Partnership Fund (the "Hong Kong Gateway Fund"). The Group will leverage its extensive experience in the real estate industry and build on its expertise in planning, design, construction and management to provide management services for its affiliated real estate development projects. On 8 August 2024, the Group jointly established a joint venture with Suzhou Aoze, which will be principally engaged in the investment or cooperation in respect of the non-performing assets in the domestic real estate industry and the medical industry in China. On 7 May 2025, the Group established another joint venture company with Suzhou Aoze, which will be principally engaged in debt restructuring and development of some of the Group's real estate development projects.

In the asset management business, the Group will focus on a number of areas, including but not limited to the real estate sector. Additionally, the Group believes that industries related to technology investment have huge potential and room for development, and will also pay attention to such related industries accordingly. In the future, the Group will maintain a prudent and sound principle of investment so as to create greater returns for its shareholders and clients.

DIVIDEND

No interim dividend was paid during the Reporting Year (six-month period ended 30 September 2024: Nil) and the Board did not recommend the payment of any final dividend for the Reporting Year (year ended 31 March 2024: Nil). As at the date of this announcement, there is no arrangement that any shareholder of the Company has waived or agreed to waive any dividend.

AUDIT COMMITTEE

The audit committee of the Board has reviewed the accounting policies, accounting standards and practices adopted by the Group and the consolidated financial statements and results of the Group for the year ended 31 March 2025.

COMPLIANCE WITH THE CG CODE

The Company is firmly committed to the overall standards of corporate governance and has always recognised the importance of accountability and communication with its shareholders. The Company adopted all the code provisions of Corporate Governance Code (the "CG Code"), as set out in Appendix C1 (formerly known as Appendix 14) to the Listing Rules, as its own code on corporate governance practices. In the opinion of the Directors, the Company has fully complied with the code provisions as set out in the CG Code during the Reporting Year.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a model code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard set out in the Model Code as set out in Appendix C3 (formerly known as Appendix 10) to the Listing Rules. All Directors have confirmed, following specific enquiries by the Company, that they have complied with the model code regarding the Directors' securities transactions during the Reporting Year.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY AND USE OF PROCEEDS

Saved as disclosed in the table below, there has been no purchase, redemption or sale of any of its listed securities during the Reporting Year.

Date of the announcement or circular for further details	Fundraising activities	Subscribers	Market price per Share when the terms were fixed	Aggregate nominal value	Subscription price per share	Net proceeds raised *(approximately)*	Intended use of proceeds	Actual use of proceeds up to the date of this announcement
25 October 2023 and 29 November 2023	Issue and allotment of 1,220,000,000 Shares under the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the annual general meeting held on 28 August 2023	CHEERING NOBLE LIMITED, SEA RAY INVESTMENT GROUP PTE. LTD., SLEEK CHARM PTE. LTD. and Whimsy Star Developments Limited	HK$0.113 (25 October 2023)	HK$122,000,000	HK$0.10	HK$121,500,000	General working capital	Fully utilised as intended
9 February 2024, 2 April 2024 and 10 May 2024	Issue and allotment of 150,000,000 Shares under the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the annual general meeting held on 28 August 2023	SEA RAY INVESTMENT GROUP PTE. LTD. and SLEEK CHARM PTE. LTD.	HK$0.063 (9 February 2024)	HK$15,000,000	HK$0.228	HK$34,000,000	General working capital	Fully utilised as intended

There has been no change in the intended use of proceeds as previously disclosed. The Group has been gradually utilizing the proceeds according to the manner and proportions disclosed.

SCOPE OF WORK OF CCTH CPA LIMITED ON THE PRELIMINARY ANNOUNCEMENT

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and consolidated statement of comprehensive income and related notes thereto for the year ended 31 March 2025 as set out in this announcement have been agreed by the Group's auditors, CCTH CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 March 2025. The work performed by CCTH CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by CCTH CPA Limited on this announcement.

PUBLICATION OF ANNUAL REPORT

The annual report of the Company for the year ended 31 March 2025 containing all the information required by the Listing Rules will be dispatched to the shareholders of the Company and published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.pkurh.com) in due course.

By Order of the Board
Peking University Resources (Holdings) Company Limited
Wong Kai Ho
Chairman

Hong Kong, 30 June 2025

As at the date of this announcement, the Board comprises executive Directors of Mr. Wong Kai Ho (Chairman), Mr. Huang Zhuguang, Mr. Hou Ruilin and Mr. Xia Ding; and the independent non-executive Directors of Mr. Chin Chi Ho, Stanley, Ms. Xu Nan and Prof. Cheung Ka Yue.