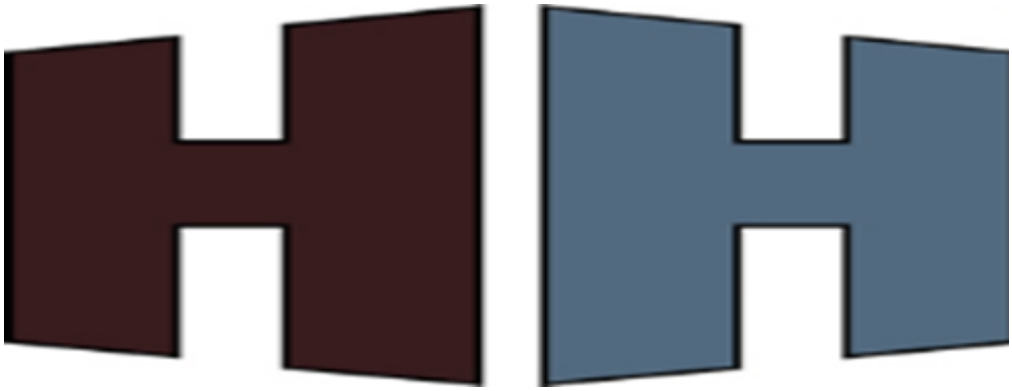


2026
ANNUAL REPORT
HIGHWAY HOLDINGS LIMITED

Dear Shareholders,

Fiscal 2026 was historically the most difficult year for Highway Holdings Limited (the "Company").

The Company faced a sharp decline in legacy OEM demand, the loss of a significant portion of our motor business, severe disruption in Myanmar, lower factory utilization, margin pressure, and a cost structure that became too heavy for the reduced revenue base. These pressures were intensified by post-COVID customer adjustments, geopolitical uncertainty, tariff-related concerns, and a broader shift by certain customers away from Myanmar sourcing for political reasons after it was blacklisted in Europe due to human rights abuses unrelated to our company or our facility.

Despite the multiple external reasons out of our control, we are not pleased with this situation. The year exposed real weaknesses in our business model, particularly our dependence on a limited number of customers and geographies.

The underperformance and resulting pressure on our share price, led to a deficiency notification from the Listing Qualifications Department of the Nasdaq Stock Market notifying the Company on March 17, 2026 that, for the preceding 30 consecutive business days, the closing bid price of the Company's common shares, has been below the minimum $1.00 per share requirement for continued listing on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(a)(2) (the "Minimum Bid Price Requirement"). While there are many options available to rectify this problem, they involve ongoing negotiations with different parties and are not guaranteed.

At the same time, we took meaningful steps to protect the company and create a path forward. We preserved liquidity, avoided excessive debt, reduced the operating base where required, completed a strategic acquisition in Germany, and continued developing new business opportunities that can make better use of our manufacturing assets.

I want to thank our shareholders for their patience during this challenging period. We know patience is not unlimited. Our responsibility now is to turn the actions we have taken into measurable progress.

Fiscal 2026 Year in Review

The biggest operating issue was the reduction of motor business from a significant OEM customer. That loss materially reduced our revenue base and created a negative cycle of lower production, lower absorption, and weaker profitability. We initially expected new China-based motor business and the return of gaming console production to help offset this decline more quickly. That did not happen as fast as we hoped. Customer testing, production transfers, tooling, and ramp-up work all took longer than expected.

The Myanmar factory was severely affected. Substantially all customers for who we produced in Myanmar stopped business, leaving the Myanmar factory without work. The reasons were solely political, with our customers not wanting to be associated with a country which has human rights abuses, even if our factory is a model factory, fully SA 8000 compliant and USA imposing the highest custom duty tariffs. Consequently, we made the difficult decision to reduce all the workforce and keep only an essential core team. That core group remains important because it preserves our ability to restart production if suitable new business is secured.

Our China operations remained a relative bright spot. The factory continued to operate smoothly, and we restarted game console production there after moving material and assembly tools back from

Myanmar. However, current volumes in China are not sufficient to carry the company's overall expense structure.

The balance sheet remained our most important strength. As of March 31, 2026, Highway Holdings had approximately $4.4 million in cash, or approximately $0.96 per diluted share, minimal debt, and a current ratio of 2.36:1. This financial position has allowed us to continue operating through the downturn, evaluate strategic opportunities, and make disciplined decisions without being forced into unattractive financing.

That said, liquidity is not a substitute for operating performance. We must rebuild revenue and return the company to profitability.

Strategic Progress

The most important strategic action during fiscal 2026 was the completion of our acquisition of 51% of Regent-Feinbau Adermann GmbH.

Regent-Feinbau is a German precision manufacturing company with long-standing capabilities in sheet metal components, welded assemblies, laser cutting, bending, forming, component assembly, and advanced welding. It serves demanding customers in automotive, commercial vehicle, aerospace, and industrial markets. It also brings certifications, customer relationships, and technical capabilities that strengthen Highway Holdings' manufacturing platform.

This acquisition is important because it addresses the central weakness that fiscal 2026 exposed: our business was too dependent on a narrow base of legacy OEM customers. Regent-Feinbau adds a new operating platform, a European customer base, additional technical depth, and exposure to markets where quality and reliability are essential in precision manufacturing, including for automotive, commercial vehicle, aerospace, and industrial customers. These markets are demanding. Customers expect quality, technical reliability, delivery discipline, and certified processes. Regent-Feinbau brings many of those strengths today.

For Highway Holdings, the opportunity is to support Regent-Feinbau's growth while using our international manufacturing experience to create a broader platform. Regent already took over the marketing activities for all European customers and most importantly offered local-to-local supply, which has been a long-term request of our customer., This will secure and re-vitalize the remaining business of our major customers and open further business opportunities for Regent and the Company group

We were disciplined in pursuing this transaction. Management reviewed multiple potential acquisition targets over several years and rejected opportunities that did not improve the company's risk profile. Regent-Feinbau was attractive because it added capabilities, had a history of profitability, and offered practical commercial synergies rather than theoretical ones.

We continue working to repurpose the factory in Myanmar. We negotiated a sales and manufacturing agreement with a company in China that designs and manufactures small low cost cars in China. This would allow us to assemble small three-wheel electric vehicles from SKD kits in Myanmar for selected emerging markets, subject to required governmental licenses and approvals. While we remain hopeful, after several months of working through the application process and working with various government departments, the government of Myanmar has proven to be very complicated and inflexible. We have not yet gained permission to move forward and cannot guarantee we will be able to.

That being said, at such point we are able to move forward in Myanmar, we intend to then set up similar marketing and manufacturing plants in several Central America countries. In addition, we are also looking inside China for business opportunities since we previously only focused on our export business neglecting the huge Chinese market. We have established some useful contacts and will update investors when we make meaningful progress.

Fiscal 2026 was a year of disappointment, but it also clarified what must change. We are not suggesting these opportunities eliminate the risks facing Highway Holdings. They do not. But they are more diversified than the legacy structure that left the company exposed in fiscal 2026. That is the strategic point. We are building more ways to compete, more ways to use our assets, and more ways to create value over time.

We cannot rely on the same customer mix, the same geographic exposure, or the same assumptions that supported the company in prior years. We started to test and experience a completely new business concept when we opened a small company offering services to elderly people. China's elderly population caused by the China's one child policy is on the verge of developing into to high value business with huge opportunities. We have studied the market and work cautiously on a potential new income opportunity We must build a more diversified Highway Holdings, that boasts stronger technical capabilities, broader customer access, better asset utilization, and a cost structure that matches business reality.

We have taken the first steps.
Now we must continue to execute.

I want to thank our employees for their commitment during a difficult period, especially those who stayed with the company through significant uncertainty and personal income sacrifices. I also want to thank our customers, partners, and shareholders for their continued support.

We know that trust is earned through results, not words. Our focus is to rebuild Highway Holdings with discipline, urgency, and accountability. The year ahead will not be easy, but we believe the company now has a clearer path, a stronger strategic base, and the financial flexibility to pursue a more durable future.

Sincerely,

Roland Kohl
Chairman, President and Chief Executive Officer
Highway Holdings Limited



Forward-Looking Statements

This letter contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, each as amended. These include statements regarding the Company's strategy and future performance, its China operations, the anticipated benefits of the Regent-Feinbau Adermann GmbH acquisition, the potential repurposing of the Myanmar factory and other new initiatives in Myanmar, Central America, and China, its plans to address the previously disclosed Nasdaq minimum bid price notification, and any strategic transaction or financing it may pursue. Words such as "believe," "expect," "intend," "plan," "will," "may," and similar expressions identify forward-looking statements.

These statements are based on management's current expectations and are subject to risks and uncertainties that could cause actual results to differ materially, including: the Company's ability to regain and maintain compliance with Nasdaq listing standards and the risk of delisting; its dependence on a limited number of customers and geographies; its ability to secure new business and offset the reduction in its legacy OEM and motor business; the costs and risks of reducing Myanmar operations; its ability to obtain the governmental approvals needed for new initiatives; the risks of integrating the Regent-Feinbau acquisition; the risk that any strategic transaction or financing may not be completed on the anticipated terms or at all; general economic, geopolitical, and tariff-related conditions; and the other risks described in the Company's Annual Report on Form 20-F for the fiscal year ended March 31, 2026 and its other filings with the Securities and Exchange Commission.

Forward-looking statements speak only as of the date made, and the Company undertakes no obligation to update them except as required by law. Readers are cautioned not to place undue reliance on them.

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) or (g) OF THE SECURITIES EXCHANGE ACT OF 1934

or

☒ ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2026.

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-38490

HIGHWAY HOLDINGS LIMITED
(Exact name of Registrant as specified in its charter)

N/A
(Translation of Registrant's name into English)

British Virgin Islands
(Jurisdiction of incorporation or organization)

Suite 1801, Level 18, Landmark North 39 Lung Sum Avenue
Sheung Shui
New Territories, Hong Kong
(Address of principal executive offices)

Roland Kohl
Chief Executive Officer
Suite 1801, Level 18, Landmark North
39 Lung Sum Avenue
Sheung Shui
New Territories, Hong Kong
telephone: (852) 2344-4248
fax: (852) 2343-4976
roland.kohl@highwayholdings.com
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, $0.01 par value per share	HIHO	NASDAQ Capital Market
Preferred Share Purchase Rights	N/A	NASDAQ Capital Market

Securities registered or to be registered pursuant to Section 12(g) of the Act:
None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:
None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 4,626,676 Common Shares were outstanding as of March 31, 2026.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒
Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Indicate by check mark which basis of accounting the registration has used to prepare the financial statements included in this filing:

U.S. GAAP ☒	International Financial Reporting Standards as issued by the International Accounting Standards Board ☐	Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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FORWARD - LOOKING STATEMENTS

This annual report contains forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts are forward-looking statements. These forward-looking statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.

You can identify these forward-looking statements by words or phrases such as "may," "will," "expect," "is expected to," "anticipate," "aim," "estimate," "future," "intend," "plan," "believe," "are likely to" or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, but are not limited to:

- the Company's goals and strategies;
- the Company's business development, financial condition and results of operations;
- the Company's anticipated business activities and the expected impact of these actions on its results of operations and financial condition;
- expected changes in the Company's revenues and certain cost or expense items;
- the demand for, and market acceptance of, the Company's products and services;
- changes in the Company's relationships with its major customers;
- political, regulatory or economic changes in the industry and geographical markets in which we operate;
- our dividend policy; and
- general economic and business conditions affecting the Company's major customers.

You should read this annual report and the documents that we refer to in this annual report thoroughly and with the understanding that our actual future results may be materially different from and worse than what we expect. We qualify all of our forward-looking statements by these cautionary statements. Other sections of this annual report, including the section titled "Risk Factors" beginning on page 5, include additional factors that could adversely impact our business and financial performance. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for our management to predict all risk factors and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. Except as required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

CONVENTIONS

Highway Holdings Limited is a British Virgin Islands holding company that operates through various controlled subsidiaries. Unless the context indicates otherwise, all references herein to "the Company," "we," "us" or "our" refer collectively to Highway Holdings Limited and its consolidated subsidiaries, including its 84% owned subsidiary in Myanmar and its 51% owned subsidiary in Germany. References to "China" or "PRC" are to the People's Republic of China, and references to "Hong Kong" are to the Hong Kong Special Administrative Region of the People's Republic of China. References to "Myanmar" are to the Republic of the Union of Myanmar. References to "Germany" are to the Federal Republic of Germany. Unless otherwise stated, all references to "dollars" or $ are to United States dollars. "RMB," "Renminbi" or "yuan" are references to the legal currency of China. "MMK" or "Kyat" are to the legal currency of Myanmar. "€," "EUR" or "Euro" are references to the single currency of the participating member states of the European Union, including Germany. The U.S. Securities and Exchange Commission is referred to in this annual report as the "SEC."

The Company prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and publishes our financial statements in United States dollars.

PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

Our Holding Company Structure

Highway Holdings Limited is a British Virgin Islands holding company. As a holding company with no operations on its own, Highway Holdings Limited conducts all of its business operations through various subsidiaries formed and existing in Hong Kong, in the PRC, in Myanmar and in Germany. Our operations in Hong Kong are conducted by various Hong Kong subsidiaries (the "Hong Kong Subsidiaries"), and in China through Nissin Metal and Plastic (Shenzhen) Company Limited ("Nissin PRC"), a company that is registered in China and a wholly-owned subsidiary of one of our Hong Kong Subsidiaries. We conduct our operations in Myanmar through our 84% owned Myanmar subsidiary Kayser Myanmar Manufacturing Company Ltd. ("Kayser Myanmar"). We conduct our operations in Germany through our 51% owned subsidiary Regent-Feinbau Adermann GmbH ("Regent-Feinbau"), a German-based manufacturer of precision sheet metal components and welded assemblies, which we acquired on March 1, 2026.

Our administrative functions and most of our engineering, design and marketing functions, are conducted in Hong Kong, and some of our manufacturing, engineering, tooling and design functions are conducted at Nissin PRC's factory complex in Long Hua, Shenzhen, China. Conducting business in Hong Kong and the PRC involves risks of uncertainty about any actions the Chinese government or other authorities may take in those jurisdictions.

We do not operate our business through a variable interest entities ("VIE") structure. See "*Item 4. Information on the Company–Organizational Structure/Offices and Manufacturing Facilities*."

There are significant legal and operational risks associated with having some of our operations in Hong Kong and the PRC, including changes in the legal, political and economic policies of the Chinese and the United States governments, the future relations between China and the U.S., and changes to Chinese or U.S. regulations that may materially and adversely affect our business, financial condition and results of operations. While we do not believe that, as of the date of this annual report, our operations in Hong Kong or China are subject to the review or prior approval of the Cyberspace Administration of China (the "CAC") or the China Securities Regulatory Commission (the "CSRC"), we face various legal and operational risks and uncertainties associated with being based in or having operations in the PRC, having clients who are PRC companies, and the complex and evolving PRC laws and regulations. For example, we face risks associated with regulatory approvals on foreign investment in China-based issuers, anti-monopoly regulatory actions, and oversight on cybersecurity, data privacy and personal information. The PRC government may also intervene or impose restrictions on our ability to move cash out of Nissin PRC. The PRC government may also enact new laws that may limit the ability of our Hong Kong Subsidiaries to distribute earnings and to pay dividends. Furthermore, PRC regulatory authorities may in the future promulgate laws, regulations or implementing rules that require us to obtain regulatory approval from PRC authorities before any future securities offering. These risks could result in a material adverse change in our business operations and the value of the common shares, restrictions in our ability to accept foreign investments, significantly limit or completely hinder our ability to continue to offer securities to investors or to continue listing of our securities on a U.S. exchange, which actions would cause the value of our securities to significantly decline or become worthless.

Acquisition of Regent-Feinbau Adermann GmbH

On March 1, 2026, the Company completed the acquisition of 51% of the outstanding shares of Regent-Feinbau from LeMALe Beteiligungs-GmbH ("LeMALe"). The total purchase price was €662,000, consisting of €612,000 paid in cash and €50,000 paid through the issuance of 64,851 Common Shares to LeMALe. Pursuant to the purchase agreement, the shares issued to LeMALe may not be sold, assigned, pledged or otherwise transferred until after March 31, 2027. LeMALe retained an option to acquire 1% of the outstanding shares of Regent-Feinbau at the original per-share purchase price if the Company intends to either (a) sell all or any of its Regent-Feinbau shares to a third party, (b) permanently shut down or relocate Regent-Feinbau's business, (c) implement any capital measure that would result in a dilution of the Company's shareholdings, or (d) take any action that would result in LeMALe holding less than 49% of the outstanding shares of Regent-Feinbau.

Regent-Feinbau was founded in 1949 and serves customers in the automotive, commercial vehicle, aerospace and industrial sectors, including OEMs and Tier 1 suppliers. Regent-Feinbau's manufacturing capabilities include laser cutting and bending, forming technology, component assembly and advanced welding. The Company expects the acquisition to expand its manufacturing capabilities, diversify its customer and geographic base, and create additional growth opportunities in automotive and aviation markets. Matthias Bauer, the pre-acquisition Chief Executive Officer of Regent-Feinbau, will continue as Managing Director of Regent-Feinbau.

Permissions Required from the PRC Authorities for Our Operation

Our Shenzhen, China, operations are conducted through Nissin PRC, our Chinese operating subsidiary. Nissin PRC has obtained all material permissions and approvals required for our operations in compliance with the relevant laws and regulations in the PRC. As of the date of this annual report, the only permission required for operations are the business licenses of Nissin PRC. The primary business license that Nissin PRC is required to maintain is a permit issued by the Shenzhen Administration for Market Regulation that allows Nissin PRC to conduct specific business activities in the Long Hua, Shenzhen geographical jurisdiction. As of the date of this annual report, Nissin PRC has received from PRC authorities all requisite licenses, permissions or approvals needed to engage in the businesses currently conducted in China, and no permission or approval has been denied. Although

Nissin PRC currently holds the required operating permits and licenses, Nissin PRC will have to reapply for the principal operating license in 2031.

On March 31, 2023, the CSRC published the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and certain supporting guidelines (collectively the "New Overseas Listing Rules") that among other things, provide that certain PRC domestic companies seeking to offer and list securities, either directly or indirectly, in overseas markets, must file with the CSRC an application for an overseas offering or listing. As the New Overseas Listing Rules are newly published and there is substantial uncertainty surrounding the implementation and enforcement thereof, we cannot assure you that, if required, we would be able to complete the filings and/or fully comply with the relevant new rules, on a timely basis or at all. Accordingly, it is uncertain what the potential impact these new laws and regulations will have on the daily business operation of our Hong Kong and Shenzhen subsidiaries and on our ability to sell our securities on a U.S. exchange. These new regulations could significantly limit or completely hinder our ability to offer our securities to investors and could cause the value of our securities to significantly decline or become worthless. As of the date of this annual report, we are not engaged in any activities relating to the offer and sale of our securities.

Effective February 15, 2022, the CAC promulgated new regulations that provide that certain operators of critical information infrastructure and online platform operators carrying out data processing activities that affect or may affect national security shall conduct a cybersecurity review, and any online platform operator who controls more than one million users' personal information must go through a cybersecurity review by the cybersecurity review office if it seeks to be listed in a foreign country. We do not believe that the new cybersecurity laws apply to us or will have an impact on our business and operations because, among other things, neither our Hong Kong Subsidiaries nor Nissin PRC control more than one million users' personal information, a majority of our business operations are located outside mainland China, the majority of our senior management personnel are Hong Kong citizens or citizens of other foreign countries and they do not reside in mainland China, and the data processed in our business does not have a bearing on China's national security. Nevertheless, because these statements and regulatory actions are relatively new, it is uncertain how these new regulations will be interpreted or implemented. Accordingly, it is highly uncertain what the potential impact such modified or new laws and regulations will have on the daily business operations of Nissin PRC or our ability to sell and list our common shares on a U.S. exchange. See "*Item 3. Key Information–D. Risk Factors–The Chinese Government Exerts Substantial Influence Over The Manner In Which We Must Conduct Our Business Activities And May Intervene Or Influence Our Operations At Any Time, Which Could Result In A Material Change In Our Operations And The Value Of Our Common Stock"* and *"Item 3. Key Information–D. Risk Factors–In Response To The Data Security Law and Personal Information Protection Law in China, And New Overseas Listing Rules in China, The Company May Face Additional Scrutiny From Its Operations In China."*

We also may become subject to a variety of PRC laws and other regulations regarding data security or securities offerings that are conducted overseas and/or other foreign investment in China-based issuers, and any failure to comply with applicable laws and regulations could have a material and adverse effect on the Hong Kong and PRC subsidiaries' business, financial condition and results of operations.

The Holding Foreign Companies Accountable Act

On December 18, 2020, the Holding Foreign Companies Accountable Act ("HFCAA") was enacted. The HFCAA was further amended by the Consolidated Appropriations Act, 2023. The HFCAA requires the SEC to prohibit the trading of securities of any foreign company identified by the SEC as a "Commission-Identified Issuer" on any U.S. securities exchanges. The SEC has identified Highway Holdings Limited as a foreign company and as a Commission-Identified Issuer that could be de-listed from Nasdaq if we retain a foreign accounting firm that cannot be inspected by the Public Company Accounting Oversight Board (United States), or PCAOB, for two consecutive years, beginning in 2022. Our former independent registered public accounting firm, ARK Pro CPA & Co is located in and organized under the laws of Hong Kong, a jurisdiction where, at the time of the adoption of the HFCAA, the PCAOB was unable to conduct inspections without the approval of the Chinese authorities. On March 7, 2025, we appointed Marcum Asia CPAs LLP as our independent registered public accounting firm to replace ARK Pro CPA

& Co, which is headquartered in New York. The appointment of Marcum Asia CPAs LLP, a U.S.-based accounting firm subject to regular PCAOB inspection, mitigates the risk of delisting under the HFCAA by ensuring that our auditor is not located in a jurisdiction that may deny PCAOB access.

On August 26, 2022, the Chinese regulatory agency and the PCAOB signed a Statement of Protocol governing inspections and investigations of audit firms based in mainland China and Hong Kong, thereby taking the first step toward opening access for the PCAOB to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong. On December 15, 2022, the PCAOB Board determined that the PCAOB was able to secure complete access to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong and voted to vacate its previous determinations to the contrary. As a result, if we use a public accounting firm headquartered in mainland China and Hong Kong, and if the PCAOB is permitted to inspect such public accounting firm, our common shares will not be de-listed from trading on Nasdaq or any other U.S. exchange. However, should PRC authorities obstruct or otherwise fail to facilitate the PCAOB's access in the future, the PCAOB Board will consider the need to issue a new determination, which could once again jeopardize the listing of our common shares on a U.S. stock exchange if we use a public accounting firm headquartered in mainland China and Hong Kong. See "*Item 3. Key Information–D. Risk Factors–Uncertainty Under The Holding Foreign Companies Accountable Act That May Result In Future Delisting."*

Cash Flows Through Our Organization

Subject to the BVI Business Companies Act, the principal British Virgin Islands statute that governs our organizational matters, and our Amended and Restated Memorandum and Articles of Association, Highway Holdings' board of directors may authorize and declare a dividend to shareholders at such time and of such an amount as they think fit if they are satisfied, on reasonable grounds, that immediately following the dividend it will be able to pay its debts as they become due in the ordinary course of business and its assets exceed its liabilities. Since Highway Holdings is a holding company with no operations or independent source of income, Highway Holdings relies on dividends and other distributions on equity paid by its Hong Kong Subsidiaries for its cash and financing requirements. Under Hong Kong law, the Hong Kong Subsidiaries are permitted to provide funding to Highway Holdings through dividend distribution without restrictions on the amount of the funds under the condition that dividends could only be paid out of distributable profits (that is, accumulated realized profits less accumulated realized losses) or other distributable reserves. Dividends cannot be paid out of share capital. Under the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong in respect of dividends paid by our Hong Kong Subsidiaries. To date, our Hong Kong Subsidiaries have from time-to-time paid dividends to Highway Holdings and to Highway Holdings' shareholders, including to its U.S. shareholders. However, dividends that may be distributed to our shareholders are declared and paid at the discretion of our Board of Directors and depend upon, among other things, our results of operations, the anticipated future earnings, the success of our business activities, our capital requirements, and the general financial conditions. Accordingly, no assurance can be given that Highway Holdings will continue to pay dividends to the holders of its common shares in the future. See "*Item 3. Key Information–D. Risk Factors– While The Company Has In The Past Paid Dividends, No Assurance Can Be Given That The Company Will Declare Or Pay Cash Dividends In The Future.*" Highway Holdings may also transfer cash to its Hong Kong Subsidiaries. Highway Holdings may provide such funding to its Hong Kong Subsidiaries through loans or capital contributions without restrictions on the amount of the funds. For the fiscal years ended March 31, 2024, 2025, and 2026, our Hong Kong Subsidiaries have declared and distributed profits earned to Highway Holdings in the amounts of approximately $616,000, $492,000, and $nil respectively. For the fiscal years ended March 31, 2024, 2025, and 2026, Highway Holdings has not made any loans or capital contributions to its Hong Kong Subsidiaries.

Under currently applicable PRC laws, Nissin PRC can only pay dividends or make distributions to its parent company (a Hong Kong Subsidiary) out of its accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. Under existing PRC foreign exchange regulations, payment of current account items, such as profit distributions and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from the State Administration of Foreign Exchange (the "SAFE"), by complying with certain procedural requirements. Therefore, our PRC subsidiary is able to pay dividends to us in

foreign currencies without prior approval from SAFE, subject to compliance with certain procedures under PRC foreign exchange regulations. Approval from, or registration with, appropriate government authorities is, however, required where the RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. See "*Item 3. Key Information–D. Risk Factors– Our Ability To Transfer Funds From Our China And Myanmar Subsidiaries Is Limited by The Laws of China and Myanmar Respectively.*" To date, Nissin PRC has primarily used its revenues and profits to fund its own internal operations, and has reinvested any profits that it has generated into its facilities and business. Accordingly, Nissin PRC does not make any cash distributions to our Hong Kong Subsidiaries. However, our Hong Kong Subsidiaries do, on an as needed basis, regularly transfer funds to Nissin PRC in USD to settle intercompany sales. For the fiscal years ended March 31, 2024, 2025, and 2026, our Hong Kong Subsidiary has transferred cash to Nissin PRC to settle intercompany sales in the amounts of approximately $2,160,000, $2,920,000, and $2,450,000 respectively.

Further, our Hong Kong Subsidiaries also, on an as needed basis, regularly transfer funds to Kayser Myanmar in USD to settle sub-contracting fees. For the fiscal years ended March 31, 2024, 2025, and 2026, our Hong Kong Subsidiary has transferred cash to Kayser Myanmar to settle sub-contracting fees in the amounts of approximately $325,000, $401,000 and $199,000 respectively. For the fiscal years ended March 31, 2024, 2025, and 2026, no intercompany loans were made. Beginning in April 2022, the Myanmar government has restricted the transfer of foreign currency abroad pursuant to Notification No. 12/2022 issued by the Central Bank of Myanmar, which requires any transfer from Myanmar of foreign currency abroad to be approved by the Foreign Exchange Supervisory Committee of Myanmar. See "*Item 3. Key Information–D. Risk Factors– Our Ability To Transfer Funds From Our China And Myanmar Subsidiaries Is Limited by The Laws of China and Myanmar Respectively.*"

On March 1, 2026, the Company acquired a 51% controlling interest in Regent-Feinbau, our German operating subsidiary. Subject to applicable German law and Regent-Feinbau's organizational documents and shareholder arrangements, Regent-Feinbau may distribute profits to its shareholders, including the Company, in Euros. As a member state of the European Union and the Eurozone, Germany does not currently impose exchange control restrictions on the transfer of capital or the payment of dividends by Regent-Feinbau. However, because the Company owns 51% of Regent-Feinbau, distributions are subject to the rights of the minority shareholder and applicable German corporate law limitations, and any distribution requires that Regent-Feinbau have sufficient distributable profits. Because the acquisition was completed near the year end of fiscal 2026, Regent-Feinbau did not make any distributions to the Company, and the Company did not make any loans or capital contributions to Regent-Feinbau, during the fiscal year ended March 31, 2026 following the acquisition date.

Our management monitors the cash position of each of our operating entities within our organization regularly to ensure each entity has the necessary funds to fulfill its obligation for the foreseeable future and to ensure adequate liquidity. In the event that there is a need for cash or a potential liquidity issue, we enter into an intercompany loan for the subsidiary at market interest rate in accordance with the applicable PRC and Myanmar laws and regulations. However, the funds or assets held in the PRC or Myanmar may not be available to fund operations or for other use outside of the PRC, Hong Kong or Myanmar due to interventions in or the imposition of restrictions and limitations on the ability of us or Nissin PRC by the PRC government, or us or Kayser Myanmar by the Myanmar government, to transfer cash or assets. There can be no assurance that the PRC government or Myanmar government in the future will not restrict or prohibit the flow of cash into or out of Hong Kong and the PRC, or Myanmar, as applicable, thereby affecting the transfer of funds between our Hong Kong and PRC subsidiaries and our Hong Kong and Myanmar subsidiary. Any restrictions, prohibitions, interventions or limitations by the PRC government or the Myanmar government on the ability of Nissin PRC or Kayser Myanmar, as applicable, to transfer cash or assets in or out of the PRC or Myanmar may result in these funds or assets not being available to fund operations or for other uses outside of Hong Kong, the PRC, and Myanmar.

A. [Reserved]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

The Company's business and operations involve numerous risks, some of which are beyond the Company's control, which may affect future results and the market price of the Company's Common Shares. Investors should take into account the risks described below, and the other information contained in this annual report, when evaluating an investment in the Company.

Risks Related to Doing Business in China, Germany and Myanmar.

The Ongoing Civil War in Myanmar Has Negatively Affected, and May Continue to Negatively Impact, the Company's Operations in Myanmar.

The Company operates two manufacturing and assembly facilities, one of which is located in Yangon, Myanmar. On February 1, 2021, Myanmar's military seized control of the government, declared a state of emergency for the upcoming year, and reportedly placed the country's civilian leader under house arrest. The U.S. State Department has concluded that the military takeover in Myanmar constituted a coup d'état. The military's takeover resulted in widespread civil unrest, including in the area of Yangon in which the Company's facilities are located, the devaluation of the Kyat, disruption to the existing banking system, and other restrictions. The military's rule of Myanmar has been challenged by various rebel factions. The amount of hostilities between the government's forces and those of the insurgents has increased significantly since the military takeover. While the fighting between the government and the insurgents has not directly affected the Company's facilities or its other operations in Yangon, the ongoing war has indirectly affected some of the Company's operations. While no closure of the Company's Yangon facility was caused by civil unrest in fiscal years 2025 and 2026, the civil war has affected the existing and potential pool of employees of that facility. For example, as a result of the civil war, the Myanmar military has drafted young men into the army, which has caused many men to flee the country. This, in turn, has resulted in a reduction of possible employees. The future impact of the military takeover and the ongoing civil war on the Company's operations in Myanmar remains uncertain as of the date of this report. Political instability, military activity, civil unrest, strikes, curfews, transportation disruptions, banking restrictions, utility interruptions, internet outages, import/export delays, employee safety concerns, currency instability, customer restrictions on Myanmar sourcing, or changes in local law could have a significant negative impact on our operations, increase costs, reduce production capacity, delay shipments, impair our ability to hire or retain employees, or damage our facilities. In fiscal year 2026, such issues have contributed to loss of business at our Yangon operations from two of our major customers. See also "*Item 3. Key Information–D. Risk Factors–The Company Is Financially Dependent On A Few Major Customers.*" Any significant disruption to our Yangon operations could materially and adversely affect our business, financial condition, results of operations and customer relationships.

Changes in Labor Laws, Environmental Regulation, Safety Regulation and Business Practices, and Operating Costs in China, and in Shenzhen in Particular, Have Significantly Increased the Costs and Burdens of Doing Business and Could Continue to Negatively Impact the Company's Operations and Profitability.

In the past, foreign-owned enterprises, such as the Company and its subsidiaries, have established manufacturing/assembly facilities in China because of China's lower labor costs, lower facilities costs, less stringent regulations, and certain other benefits provided to foreign entities. These benefits are no longer available to most companies operating in Shenzhen, including in particular foreign-owned entities. In fact, the costs and burdens on foreign-owned companies appear to be significantly greater than on local Chinese-owned companies. The cost of operating a manufacturing business in Shenzhen have increased significantly, and the amount of governmental inspections and intrusion have further increased the costs and burdens of operating in China. These factors have significantly increased the cost of doing business in China in the past few years and have caused some of the Company's customers to source their products from other original equipment manufacturers ("OEMs") outside of China that have a lower cost structure than the Company has. The increased costs of manufacturing and the increased regulatory burdens have adversely affected the Company's net sales and gross margins and may continue

to do so in the future. While the Company is trying to offset the increasing costs and burdens of doing business in China (primarily by increasing automation and moving labor-intensive activities to Myanmar), no assurance can be given that in the longer term the Company will be able to continue to operate in China and/or remain viable under the new and evolving business or regulatory conditions in China.

In Response to the Data Security Law and Personal Information Protection Law in China, and New Overseas Listing Rules in China, the Company May Face Additional Scrutiny from Its Operations in China.

In the fall of 2021, China enacted two laws — the Data Security Law and the Personal Information Protection Law. The Data Security Law sets up a framework that classifies data collected and stored in China based on its potential impact on Chinese national security and regulates its storage and transfer depending on the data's classification level. The Personal Information Protection Law is China's comprehensive legislation regulating the protection of personal information. The Cyberspace Administration of China ("CAC") has published the Administration Measures for Cyber Data Security that authorizes the relevant government authorities to conduct a cybersecurity review on a range of activities that affect or may affect national security, including listings in foreign countries by companies that possess personal data of more than one million users. We do not collect, process or use personal information of entities or individuals other than what is necessary for our business and do not disseminate such information. We do not possess information on more than a million entities/individuals. Although we believe we currently are not required to obtain clearance from the CAC under the Administration Measures for Cybersecurity Review, we face uncertainties as to the interpretation or implementation of such regulations or rules, and if required, whether such clearance can be timely obtained, or at all. While we do not believe that our Chinese subsidiary is subject to cybersecurity review or requires prior approval of the CAC or the China Securities Regulatory Commission (the "CSRC"), uncertainties still exist, the current laws, regulations or policies in China could change in the future, and China's laws and regulations relating to cybersecurity, data security, privacy and personal information protection in particular continue to evolve.

On March 22, 2024, the CAC published the Provisions on Promoting and Regulating Cross-Border Data Flows (the "2024 Cross-Border Data Provisions"), effective immediately, which supplement China's Cybersecurity Law, Data Security Law and Personal Information Protection Law and take precedence over the CAC's earlier cross-border data transfer rules, including the Measures for the Security Assessment of Outbound Data Transfer that took effect on September 1, 2022. The 2024 Cross-Border Data Provisions generally raised the thresholds for, and created additional exemptions from, the security assessment, standard contract and personal information protection certification requirements applicable to outbound data transfers. Among other things, for a data processor that is not a critical information infrastructure operator, a CAC security assessment is generally required only where the processor exports important data, the personal information of more than one million individuals (excluding sensitive personal information), or the sensitive personal information of more than 10,000 individuals, in each case on a cumulative basis within a calendar year, and certain data transfers necessary for international trade, cross-border manufacturing and human resources management are exempt from these mechanisms. Based on the nature and volume of the data we process, we do not believe these requirements currently apply to our operations. However, because these regulations remain subject to interpretation and continued implementation, we cannot assure you how they will be applied to us, and we face uncertainty as to whether, and to what extent, our cross-border data transfers may become subject to security assessment, standard contract, certification, filing or other regulatory requirements in the future.

On March 31, 2023 the CSRC's new Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and certain supporting guidelines (collectively the "New Overseas Listing Rules") went into effect. Among other things, these new regulations provide that certain PRC domestic companies seeking to offer and list securities, either directly or indirectly, in overseas markets, must file with the CSRC an application for an overseas offering or listing. Because these regulations remain subject to interpretation and continued implementation, we cannot assure you that, if required, we would be able to complete the filings and/or fully comply with the relevant new rules, on a timely basis or at all. Any future action by the Chinese government expanding the categories of industries and companies whose foreign securities offerings are subject to review by the CSRC or the CAC could significantly limit or completely hinder our ability to offer or continue to offer securities to overseas

investors and could cause such securities to significantly decline in value or to become worthless. Failure to comply with these laws may lead to fines and penalties from the Chinese government and could have a significant negative impact on Company's business operations. As of the date of this annual report, we are not engaged in any activities relating to the offer and sale of our securities.

If Chinese authorities determine that our data processing activities, information systems, customer data, supplier data, employee data, products, overseas listing status, or future securities offerings are subject to cybersecurity review, data export assessment, security assessment, filing or other regulatory requirements, we may incur additional compliance costs or experience business disruption. We may also be required to change our data practices, localize data, restrict data transfers, enhance cybersecurity controls, or obtain approvals. Any failure to comply with applicable Chinese cybersecurity, data security or personal information protection requirements could result in penalties, regulatory investigations, operational restrictions, reputational harm, or a material adverse effect on our business and results of operations.

Changing Internal Fiscal, Regulatory and Political Conditions Continue to Negatively Affect the Company's Operations in China.

Many of the Company's key functions, including tool design and manufacturing, engineering, administration, and automated manufacturing, are conducted from the Company's facilities in China. As a result, the Company's operations and assets are affected by the political, economic, legal and other uncertainties associated with doing business in China. Changes in policies by the Chinese government to its laws, regulations, or the interpretation thereof, the imposition of confiscatory taxation, restrictions on imports and sources of supply, currency re-valuations, or the expropriation of private enterprises, could materially adversely affect the Company. For example, foreign-owned enterprises, including the Company, have been subject to numerous governmental inspections and have been subjected to additional burdensome regulations and, on occasion, to cash penalties and fines. Certain recent actions by Chinese government authorities appear to be intended to force businesses deemed to be of lower technological sophistication, as well as foreign businesses, out of Shenzhen, China. While Nissin PRC, which obtained a high-technology enterprise certificate in China, has to date been able to continue its operations in China despite these changes and additional burdens, no assurance can be given that the increasing regulations and the more restrictive government policies will not, in the future, cause the Company's operations to become financially untenable or otherwise materially affect its business, operations and financial condition.

Political Or Trade Controversies Between China and the United States Could Harm the Company's Operating Results or Depress the Company's Stock Price.

Relations between the U.S. and China have during the past few years been strained as a result of various economic and geopolitical disputes between the countries. The U.S. government has made statements and taken actions that may impact U.S. and international trade policies, including tariffs, export controls, import restrictions, sanctions, restrictions on technology transfers, and other trade-related measures affecting certain industries. Recent tariffs announced by the U.S. administration include tariffs on imports from China, as well as on imports of certain specific goods and materials. The administration also announced the imposition of a reciprocal tariff policy on most imports subject to certain specified exclusions, that applies a baseline rate of duty. It is unknown whether and to what extent these new tariffs will be retained, expanded or otherwise modified by the U.S., or the effect that any such actions would have on us or our industry.

Although the Company exports less than 8% of its products to the U.S., and the Company does not import raw materials from the U.S., the political and trade tensions between China and the U.S. could negatively affect the Company's operations in China and its ability to transact with U.S. customers. If any new tariffs, customs restrictions, export controls, import bans, sanctions, supply-chain restrictions, changes in trade policy, legislation and/or regulations are implemented, or if existing trade agreements are renegotiated or, in particular, if the U.S. government takes retaliatory trade actions due to, among other things, ongoing U.S. and foreign trade tensions or in response to the imposition of retaliatory tariffs from other countries, such changes could have an adverse effect on our business, results of operations and financial condition, including through increases in our costs, reduction in

customer demand, requiring customers to change sourcing decisions, delaying shipments, or making our products less competitive. Even if such measures do not apply directly to us, they may affect our customers, suppliers, logistics providers, or end markets.

No assurance can be given that these, and any other future controversies will not negatively affect the Company's business and operations in China, or the business and operations of our customers, vendors, or other partners. In addition, the political and trade friction between the U.S. and China could adversely affect the prevailing market price for the Company's Common Shares. The Company, whose shares are publicly listed on the U.S. Nasdaq stock market, could be perceived in China to be an American company and, as such, could face persecution in various forms from the government. Similarly, because the Company operates in Shenzhen, China, the Company could be perceived to be a Chinese company by U.S. investors. These trade or political disputes between the U.S. and China could affect U.S. investors' perception of China-based manufacturing companies listed on U.S. stock markets, which could adversely affect the Company's stock price.

Increased Wages and the Other Costs of Labor in China and Myanmar Have a Material Negative Impact to the Company's Operations and Continue to Increase Its Operating Costs.

Wages in China and Myanmar in general, and in Shenzhen in particular, have significantly increased during the past few years. Increases in wages have also resulted in increases in employer contributions for various mandatory social welfare benefits for Chinese employees that are based on percentages of their salaries. These increases in the cost of labor will continue to increase the Company's operating costs, will reduce the Company's gross margins, and may continue to result in the loss of customers who may seek, and are able to obtain, comparable products and services in lower-cost regions of the world or from certain local Chinese or Myanmar companies that receive governmental support of subsidies.

The Company May Be Subject to Significant Employee Termination Payment Obligations in China and Myanmar.

Under China's labor laws, the Company's local employees are entitled to receive significant employment termination payments if the Company terminates their employment. Although the Company's potential liability with respect to such termination payments has gradually reduced over time due to employees resigning or retiring, any mass layoff could trigger the sudden payment of the entire severance payment obligation. Under Myanmar's labor laws, depending on the length of an employee's employment with the Company, the Company's Myanmar employees may be entitled to receive severance payments upon termination of their employment contract with the Company. Any significant increase in wages, benefits, social welfare contributions, severance obligations, employee turnover, labor shortages, or labor disputes could increase our operating costs, reduce margins, impair production, or materially adversely affect our results of operations. While the Company has been accruing these severance payments as a liability on its financial statements (as of March 31, 2026, the Company accrued approximately $492,000 of severance liabilities), the sudden obligation to pay all of these accrued amounts could result in a significant decrease in the Company's cash reserves.

The Company's Leases in China and Germany Could Subject the Company to Substantial Future Risks and Costs.

The Company's engineering, research and development, and its automated manufacturing facilities are currently located in Long Hua, Shenzhen, China. In February 2026 the Company extended its leases for much of this facility until February 28, 2028. Due to the increasing rental rates and changes in the local regulatory environment that disfavors manufacturing facilities, it is uncertain whether the Company will be able to renew its lease in 2028 on acceptable terms, or at all. If the Company cannot, or does not, renew its Shenzhen lease, the Company will incur significant costs to relocate its facilities, and its operations could be significantly disrupted. In addition, the termination of the Shenzhen leases may require the Company to terminate or relocate its Shenzhen employees farther away from its current location, which events would trigger the Company's significant severance payment obligations to its remaining China-based employees.

Regent-Feinbau, the Company's German manufacturing subsidiary, leases its current factory under a lease that expires in August 31, 2028. As a result of significant rent increases indicated by the landlord, management has determined not to renew the lease on its current terms. The Company has not yet identified a replacement location. If the Company is unable to secure suitable replacement premises on acceptable terms, or at all, the Company will incur significant costs to relocate Regent-Feinbau's operations, and those operations could be significantly disrupted, which could materially and adversely affect the Company's business, financial condition and results of operations.

The Company's Myanmar Subsidiary Faces Various Risks Related to Its Operations in an Underdeveloped Country.

The Company's labor-intensive manufacturing operations are currently conducted in Yangon, Myanmar (formerly Burma). The Company currently owns 84% of Kayser Myanmar, a foreign company authorized to operate in Myanmar. Kayser Myanmar operates from a factory facility in Yangon. The Company has also transferred a substantial portion of its non-automated manufacturing equipment from its Shenzhen, China, operations to the Kayser Myanmar facilities to enable the Myanmar company to assemble and manufacture more of the Company's products in Myanmar. However, operating in an underdeveloped country such as Myanmar is subject to numerous risks and uncertainties. These risks include strikes, the potential of the Company's employees being drafted to serve in the Myanmar military, lack of infrastructure, uncertain rules and regulations, unpredictable access to utilities (including electricity), lack of government response to emergencies and disasters, cultural and political issues with local governmental authorities, antiquated banking systems, and the lack of international financing expertise. See also "*Item 3. Key Information–D. Risk Factors–The Ongoing Civil War in Myanmar Has Negatively Affected, and May Continue to Negatively Impact, the Company's Operations in Myanmar.*" and "*Item 3. Key Information–D. Risk Factors–The Company Is Financially Dependent On A Few Major Customers.*"

Uncertain Legal System and Application of Laws May Adversely Affect the Company's Properties and Operations in Both China and Myanmar.

The legal systems of China and Myanmar are often unclear and are continually evolving, and there can be no certainty as to the application of laws and regulations in particular instances. While China has an increasingly comprehensive system of laws, the application of these laws by the existing regional and local authorities is often in conflict and subject to inconsistent interpretation, implementation and enforcement. New laws and changes to existing laws occur quickly, sometimes unpredictably, and often arbitrarily. As is the case with all businesses operating in both China and Myanmar, the Company often is also required to comply with informal laws and trade practices imposed by local and regional administrators. Local taxes and other charges are levied depending on the local needs for tax revenues and may not be predictable or evenly applied. These local and regional taxes/charges and governmentally imposed business practices often affect the Company's cost of doing business and require the Company to constantly modify its business methods to both comply with these local rules and to lessen the financial impact and operational interference of such policies. While the Company has, to date, been able to increase its compliance with the regulations and operate within the newly enforced rules and business practices, no assurance can be given that it will continue to be able to do so in the future. The judiciary systems in China and Myanmar are relatively inexperienced in enforcing the laws that govern businesses, thereby making it difficult, if not impossible, to obtain swift and equitable enforcement of violations of law against the Company.

The Company's Operations in Myanmar Are Dependent Upon Its Leased Factory Complex in Yangon, Myanmar, And the Loss or Interference with That Lease Would Materially, and Adversely, Affect the Company's Operations in Myanmar.

On March 29, 2019 Kayser Myanmar entered into a 50-year lease for an approximately 6,900 square meter (1.67 acres) factory estate in Yangon. Kayser Myanmar advanced $950,000 to the landlord as a prepayment of rent under the lease (at currency conversion rates in effect at that time, the prepayment represents approximately 12 years of rental payments), and has spent approximately $570,000 on refurbishing the complex and building one new

factory building and a new office building at the site. Accordingly, this new facility represents a long-term investment by the Company in its operations in Myanmar. All of Kayser Myanmar's operations are now being conducted at this new facility. Any interference or interruption of Kayser Myanmar's right to operate at this new facility, or a challenge to the existence or validity of the 50-year lease, including as a result of a dispute with the landlord or because of any actions or regulations by Myanmar governmental, administrative or taxation authorities, could materially negatively affect the Company's investment in the new factory and its ability to operate in Myanmar. During the fiscal year ended March 31, 2024, Kayser Myanmar further advanced $123,000 (equivalent to MMK 259 million) to the landlord as a prepayment of rental fees, due to the Company's expectation of continued high inflation in Myanmar.

The Company Has Substantial Assets in Myanmar, and Any Action by the Government to Expropriate or Restrict Those Assets Would Materially Harm the Company.

Myanmar has only recently permitted non-Myanmar businesses to operate in Myanmar. The laws governing foreign businesses regulate both the manner in which such foreign entities can operate as well as the ownership of assets by foreign entities. The laws and regulations under which foreign businesses can operate and own assets are still being developed and are changing. As a result, there is substantial uncertainty in operating in Myanmar and in owning equipment, machinery and inventory (the Company currently does not own any real estate, but it does hold a long-term lease on its factory in Myanmar). Furthermore, the status of the laws prohibiting expropriation are uncertain since the military seized control of the government in early 2021. No assurance can be given that Myanmar will not in the future adopt laws, or take actions, that affect the Company's Myanmar assets and properties.

Labor Shortages and Employee Turnover May Negatively Affect the Company's Operations and Profitability.

One of the principal economic advantages of locating the Company's operations in China and Myanmar has been the availability of low-cost labor. Due to the enormous growth in manufacturing in China and workers' higher salary expectations, the Company has recently had difficulty in filling its lower cost labor needs in China. Due in part to these wage increases and labor shortages, the Company has stopped most of its labor-intensive manufacturing in China and now uses its Shenzhen facilities mostly for engineering, tool manufacturing, design, automated manufacturing, and administrative purposes. Since these functions are performed by higher paid professional employees, the Company's exposure to the labor issues in China has been reduced. However, the cost and risks of hiring and training new employees has shifted to Myanmar where the Company now performs most of its labor-intensive manufacturing in Myanmar. Myanmar also observes an extended new year's celebration each year in April during which the Company's factories are closed and all workers temporarily leave. Because many of the Myanmar factory workers are migrant workers who live far from the Company's Yangon factory, many do not return after the holidays, as a result of which labor turnover can be high at times. The Company is required to annually hire, and train, new workers.

Import Duties and Restrictions May Negatively Affect the Company's Operations and Liquidity.

China is increasingly regulating and monitoring imports of raw materials and parts by manufacturers in China, which regulations make it more burdensome and expensive to import the materials that the Company needs to manufacture its products. The Company now also has to operate under import customs contracts in Myanmar, or under bonded warehouse arrangements, in order to be able to import goods into Myanmar without paying taxes or duties. Failure by the Company or by third parties who perform transportation services for the Company to comply with the import regulations can lead to financial penalties on the Company, to additional restrictions on import activities, and could even result in the prohibition of future duty-free import/exports by the Company. Any such prohibition would adversely affect the Company's business and operations. No assurance can be given that the Company or its transportation service providers will or will be able to fully comply with the increased import regulations.

The Increasing Rate of Inflation, Particularly in Myanmar, May Negatively Impact Our Operations.

The rate of inflation in Myanmar has noticeably increased, in particular following the control of Myanmar's government by its military. Inflation in Myanmar was estimated to be more than 26% per annum in 2024 and more than 22% per annum in 2025. The inflation rate in Myanmar appears to be at a similar level in 2026 compared to 2025. As a result, employee compensation and other operating expenses in Myanmar could significantly increase. Although the rate of inflation in China has been relatively modest recently, we can provide no assurance that our operations in China and Hong Kong will not be affected in the future by higher rates of inflation. Inflation could materially affect our financial performance by increasing our operating costs and expenses, including employee compensation and the cost of raw materials. Additionally, because a substantial portion of our assets from time to time consists of cash and cash equivalents and short-term investments, high inflation could significantly reduce the value and purchasing power of these assets.

The Chinese Government Exerts Substantial Influence Over the Manner in Which We Must Conduct Our Business Activities and May Intervene or Influence Our Operations at Any Time, Which Could Result in a Material Change in Our Operations and the Value of Our Common Stock.

The Chinese government has exercised and continues to exercise substantial control over virtually every sector of the Chinese economy through regulation and state ownership. Our ability to operate in China may be harmed by changes in its laws and regulations, including those relating to securities regulation, data protection, cybersecurity and other matters. The central or local governments of these jurisdictions may impose new, stricter regulations or interpretations of existing regulations that would require additional expenditures and efforts on our part to ensure our compliance with such regulations or interpretations. Our business may be subject to various government and regulatory interference in the province in which we operate. We may incur increased costs necessary to comply with existing and newly adopted laws and regulations or penalties for any failure to comply. Our operations could be adversely affected, directly or indirectly, by existing or future laws and regulations relating to our business or industry. Given recent statements by the Chinese government indicating an intent to exert more oversight and control over offerings that are conducted overseas and/or foreign investment in China-based issuers, any such action could significantly limit or completely hinder our ability to offer or continue to offer securities to investors and cause the value of such securities to significantly decline or become worthless. See also "*Item 3. Key Information–D. Risk Factors–In Response to the Data Security Law and Personal Information Protection Law in China, and New Overseas Listing Rules in China, The Company May Face Additional Scrutiny from Its Operations in China.*"

Our Ability to Transfer Funds from Our China and Myanmar Subsidiaries Are Limited by The Laws of China and Myanmar Respectively.

We conduct our operations in China through Nissin PRC, a wholly-owned subsidiary that is registered in China. Under our current corporate structure, Highway Holdings Limited may need dividend payments or other distributions from Nissin PRC to fund any cash and financing requirements we may have. In respect of the transfer of earnings from Nissin PRC to Highway Holdings Limited, under applicable Chinese laws and regulations our Chinese subsidiary is permitted to pay dividends to us only out of its accumulated profits, if any, determined in accordance with Chinese accounting standards and regulations. Nissin PRC primarily generates its revenue in RMB, which is not freely convertible into other currencies. As a result, any restriction on currency exchange may limit the ability of our Chinese subsidiary to use its RMB revenues to pay dividends to us. The Chinese government may continue to strengthen its capital controls, and more restrictions and substantial vetting process may be put forward by the SAFE for cross-border transactions falling under both the current account and the capital account. In addition, the Enterprise Income Tax Law of China and its implementation rules provide that a withholding tax rate of up to 10% will be applicable to dividends payable by Chinese companies to non-Chinese-resident enterprises unless otherwise exempted.

Further, our operations in Myanmar are conducted through our subsidiary Kayser Myanmar. Beginning in April 2022, the Myanmar government has restricted the transfer of foreign currency abroad pursuant to Notification

No. 12/2022 issued by the Central Bank of Myanmar, which requires any transfer from Myanmar of foreign currency abroad to be approved by the Foreign Exchange Supervisory Committee of Myanmar.

Funds held in China or Myanmar may not be available to fund operations or for other use outside those jurisdictions due to legal restrictions, foreign exchange controls, governmental approvals, banking restrictions, tax rules, local political conditions, or other limitations. To date, profits generated by Nissin PRC have mostly been reinvested in the Shenzhen factory's operations, and we have not relied on dividends or other distributions from Nissin PRC or Kayser Myanmar to fund our operations outside of China or Myanmar respectively. However, any limitation on the ability of Nissin PRC or Kayser Myanmar to pay dividends or make other kinds of payments to us in the future could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, satisfy obligations, or otherwise fund and conduct our business.

Risks Related to the Company's Operations, Structure and Strategy.

The Company Is Financially Dependent On A Few Major Customers.

During the years ended March 31, 2026 and 2025 the Company's aggregate sales to its three largest customers accounted for approximately 80.4% and 88.5% of net sales respectively. While there are material benefits to limiting its customer base to a few, large, well-established and financially strong customers, having fewer customers also has significant risks. The Company's success will depend to a significant extent on maintaining its major customers and on the businesses of its major customers. The Company could be materially adversely affected if it loses one or more of its major customers or if the business and operations of its existing major customers decline.

In addition, a substantial portion of the Company's sales to its major customers are made on credit, which exposes the Company to the risk of significant revenue loss if a major customer is unable to honor its credit obligations to the Company. Any material delay in being paid by its larger customers, or any default by a major customer on its obligations to the Company would significantly and adversely affect the Company's liquidity. As of March 31, 2026 and 2025, accounts receivable from the three customers with the largest receivable balances at year-end represented, in the aggregate, 74.8% and 79.8% of the total outstanding receivables, respectively.

In fiscal 2026, two of the Company's major customers significantly reduced orders that had been manufactured at the Myanmar facility. As a result, the Company significantly reduced manufacturing activity at its Myanmar facility and downsized its Myanmar headcount. See also "*Item 3. Key Information–D. Risk Factors–The Ongoing Civil War in Myanmar Has Negatively Affected, and May Continue to Negatively Impact, the Company's Operations in Myanmar.*"

Interruptions In Supplies Provided by the Company's Third-Party Suppliers, Including Due to the Ongoing War in Ukraine, May Subject the Company to External Procurement Risks That Negatively Affect Its Business.

The Company depends on third-party suppliers for its raw materials and many of its components. Any disruptions to the Company's supply chain, significant increase in component costs, or shortages of critical components, could adversely affect the Company's business and result in lost sales, customer dissatisfaction and increased costs. Such a disruption could occur as a result of any number of events, including, but not limited to, an extended closure of or any slowdown at our supplier's plants or shipping delays due to health epidemics like the outbreak of COVID-19 or implementation of post-COVID-19 policies or practices, war and economic sanctions against third parties, including those arising from the ongoing war between Russia and Ukraine, market shortages due to surge in demand for any particular part or component, increases in prices or impact of inflation, the imposition of tariffs, regulations, quotas or embargoes on components, transportation delays or other failures affecting the supply chain and shipment of materials and finished goods.

Fluctuating Shipping Costs and Disruptions in Shipping Could Materially and Adversely Affect Our Business and Operating Results.

Our foreign based customers purchase the products that we manufacture for them in Germany, China and Myanmar based on an expectation of timely delivery at a reasonable transportation cost. Generally, we ship most of our products from the ports in Hong Kong, Shenzhen, China and Yangon, Myanmar to their final destinations, mostly in Europe, and our customers bear the transportation costs of their products. Certain of our customers also transport their products by air. During the past few years, the shipping costs and availability of shipping containers have fluctuated wildly. In recent years, there have been global shipping and logistics crises resulting in lengthy port wait times and a very significant spike in shipping costs. While shipping costs have moderated and returned to pre-COVID-19 levels, shipping costs remain volatile. Delays in the transportation of products and significant increases in shipping costs could adversely affect our customers production schedules and production costs. These factors, in turn could cause our customers to consider using suppliers closer to their facilities or even manufacturing those products themselves at their own domestic facilities. The loss of customers because of international transportation disruptions and cost fluctuations could have a material adverse effect on our business and operating results. No assurance can be given that our customers will continue to purchase our products if the delays in delivery and major shipping price increases return.

The ongoing conflict involving Iran and related disruption in the Middle East, including risks relating to the Strait of Hormuz, could adversely affect our supply chain, shipping costs, energy costs, customer demand and results of operations.

The ongoing conflict involving Iran, the United States, Israel and other regional actors, and related instability in the Middle East, have created significant uncertainty for global trade, shipping routes, energy markets, insurance markets and supply chains. The Strait of Hormuz is a critical maritime route for global energy shipments, and disruptions, restrictions, attacks, threats of closure, navigational interference, increased military activity, sanctions, vessel rerouting, or increased war-risk insurance costs affecting the Strait of Hormuz or nearby waters could materially affect the cost and availability of energy, shipping, raw materials and components.

Although we do not currently operate facilities in the Middle East, our business and manufacturing operations depend on global supply chains, international customers and suppliers, ocean freight, air freight, fuel, electricity, raw materials, components and customer demand in Europe, Asia and other markets. Any escalation, continuation or recurrence of the conflict could increase freight rates, insurance costs, fuel prices, energy costs, raw material prices, component costs and lead times; reduce the availability of shipping capacity; delay delivery of raw materials or finished products; disrupt customer production schedules; reduce customer demand; impair the ability of customers or suppliers to perform their obligations; or increase inflationary pressures in the markets in which we operate.

In addition, the conflict may result in sanctions, export controls, import restrictions, banking restrictions, payment delays, cybersecurity threats, or other government actions that could affect our customers, suppliers, logistics providers or financial counterparties, even if such actions do not apply directly to us. We may not be able to pass increased costs on to customers, and any prolonged disruption to global shipping, energy markets or customer demand could materially and adversely affect our business, financial condition, results of operations and cash flows.

Transactions Between the Company and Its Subsidiaries May Be Subject to Scrutiny by Various Tax Authorities and Could Expose the Company to Additional Taxes.

The Company operates through various subsidiaries in various countries. These subsidiaries make inter-company purchases at various prices. Under China's enterprise income tax law, all such inter-company transactions have to be made on an arm's-length basis and are subject to scrutiny as transfer pricing transactions between related parties. Transactions between the various subsidiaries located inside and outside of China must also meet China's transfer pricing documentation requirements that include the basis for determining pricing between the related entities, as well as the computation methodology. The Company could face material and adverse consequences if the Chinese tax authorities determine that transactions between the Company's various subsidiaries do not represent arm's-length pricing regulations and, therefore, that such transactions are deemed to be structured to avoid taxes.

Such a determination could result in increased tax liabilities of the affected subsidiaries and potentially subject the Company to late payment interest and other penalties.

The Company Is Highly Dependent Upon Its Executive Officers and Its Other Managers.

The Company is highly dependent upon Roland Kohl, the Company's Chief Executive Officer, and its other officers and managers. Although the Company has signed employment contracts with Mr. Kohl and certain of its other key officers/managers, no assurance can be given that those employees will remain with the Company during the terms of their employment agreements. The loss of the services of any of the foregoing persons would have a material adverse effect on the Company's business and operations. The Company no longer maintains a life insurance policy in the event of Mr. Kohl's death. Mr. Kohl is the primary contact between the Company and certain of its larger customers, particularly those based in Germany. Accordingly, the resignation, retirement or other departure of Mr. Kohl from the Company could have a material negative impact on the Company's relationship with these customers and on the Company's ability to retain these clients.

The Company Faces Significant Competition from Numerous Larger, Better Capitalized, and International Competitors.

The Company competes against numerous manufacturers for all of its current products. Such competition arises from both third-party manufacturers and from the in–house manufacturing capabilities of existing customers. Many of the larger, international competitors also operate competing facilities in Shenzhen, China, while others have also established manufacturing facilities in other low-cost manufacturing countries, which have given those competitors the ability to shift their manufacturing to those locations whenever costs at those other locations are cheaper. Many of our competitors have achieved substantial market share and many have lower cost structures and greater manufacturing, financial or other resources than we do. If we are unable to provide comparable manufacturing services and high-quality products at a lower cost than the other companies in our market, our net sales could decline. In addition, many of our local competitors in China receive ongoing financial support or subsidies from central and local government authorities, which they may use to undercut our prices and to invest in advanced machinery and equipment that increases their production efficiency. Because we do not receive comparable government support, these competitors may be able to compete more effectively on price and capacity, which could cause us to lose customers or sales, reduce our margins, and materially and adversely affect our business and results of operations.

We Previously Identified Material Weaknesses In Our Internal Control Over Financial Reporting. Although We Believe These Material Weaknesses Have Been Remediated, If We Fail To Maintain An Effective System Of Internal Control Over Financial Reporting, Our Ability To Accurately And Timely Report Our Financial Results Or Prevent Fraud May Be Adversely Affected, And Investor Confidence And The Market Price Of Our Common Shares May Be Adversely Impacted.

We are subject to reporting obligations under the U.S. securities laws. Section 404 of the Sarbanes-Oxley Act of 2002 requires every public company to include a management report on such company's internal control over financial reporting in its annual report, which report contains management's assessment of the effectiveness of our internal control over financial reporting.

In connection with the preparation and external audit of our consolidated financial statements for the year ended March 31, 2025, we and our independent registered public accounting firm identified material weaknesses related to internal control over financial reporting in respect of our operations in Myanmar. During the fiscal year ended March 31, 2026, we implemented remediation measures designed to address these material weaknesses, as described under "Item 15. Controls and Procedures." Based on the implementation and testing of these remediation measures, management has concluded that the previously identified material weaknesses have been remediated and that our internal control over financial reporting was effective as of March 31, 2026.

The material weaknesses previously identified as of March 31, 2025 were that: (i) we did not have sufficient and skilled accounting personnel with an appropriate level of technical accounting knowledge and experience in the application of accounting principles generally accepted in the United States commensurate with our financial reporting requirements; and (ii) we did not have appropriate and adequate policies and procedures in place to evaluate the proper accounting and disclosures of key transactions and documents. Although management has concluded that these material weaknesses have been remediated as of March 31, 2026, we cannot assure you that we will not identify additional material weaknesses or control deficiencies in the future. Any failure to maintain effective internal control over financial reporting could result in inaccuracies in our consolidated financial statements, impair our ability to comply with applicable financial reporting requirements and make related regulatory filings on a timely basis, and, as a result, our business, financial condition, results of operations and prospects, as well as the trading price of our common shares, may be materially and adversely affected.

Fluctuations in Foreign Currency Exchange Rates Will Continue to Affect the Company's Operations and Profitability.

Because the Company engages in international trade and operates using five different currencies, the Company is subject to the risks of foreign currency exchange rate fluctuations. The Company's operations are based in the PRC, Hong Kong, Myanmar and, following the acquisition of Regent-Feinbau on March 1, 2026, Germany. Because most of the Company's customers are located outside of these markets (primarily in Europe and in the U.S.), the Company makes and/or receives payments in various currencies (including U.S. dollars, Hong Kong dollars, RMB and Euros), and pays its expenses in U.S. dollars, RMB, Hong Kong dollars, MMK and Euros. As a result, the Company is exposed to the risks associated with possible foreign currency controls, currency exchange rate fluctuations or devaluations. For example, the Company realized currency exchange gains of approximately $22,000 and $124,000 in the fiscal years ended March 31, 2026 and 2025, respectively. Notwithstanding its exposure to currency conversion rate fluctuations, the Company does not attempt to hedge its currency exchange risks and, therefore, will continue to experience certain gains or losses due to changes in foreign currency exchange rates. The Company does attempt to limit its currency exchange rate exposure in certain of its OEM contracts through contractual provisions, which may limit, though not eliminate, these currency risks. No assurance can be given that the Company will not suffer future currency exchange rate losses that will materially impact the Company's financial results and condition.

The Company is Exposed to Significant Worldwide Political, Economic, Legal and Other Risks Related to Its International Operations.

The Company is incorporated in the British Virgin Islands, has administrative offices for its subsidiaries in Hong Kong, and has all of its manufacturing facilities in China and Myanmar. The Company sells its products to customers in China, Europe, Hong Kong, North America and elsewhere in Asia. As a result, its operations are subject to significant political and economic risks and legal uncertainties, including changes in international and domestic customs regulations, changes in tariffs, trade restrictions, trade agreements and taxation, changes in economic and political conditions and in governmental policies, difficulties in managing or overseeing foreign operations, and wars, civil unrest, acts of terrorism and other conflicts. The occurrence or consequences of any of these factors may restrict the Company's ability to operate in the affected region and decrease the profitability of the Company's operations in that region.

Acquisitions Or Strategic Investments May Not Be Successful And May Harm The Company's Operating Results.

The Company has in the past acquired, invested in, or entered into strategic arrangements with other companies in China, Myanmar and Germany. In order to expand its business, the Company believes that it may, once again, have to expand its operations in countries other than China and Myanmar, which may include the need to acquire and/or invest in foreign businesses or entities. Such acquisitions or strategic investments could have a material adverse effect on the Company's business and operating results because of:

- The assumption of unknown liabilities, including employee obligations.

- The Company could incur significant expenses related to bringing the financial, accounting and internal control procedures of the acquired business into compliance with U.S. GAAP financial accounting standards and the Sarbanes Oxley Act of 2002.

- The Company's operating results could be impaired as a result of restructuring or impairment charges related to amortization expenses associated with intangible assets.

- The Company could experience significant difficulties in successfully integrating any acquired operations, technologies, customers' products and businesses with its operations.

- To the extent that the Company uses its cash resources to acquire or establish any future foreign operations, the Company's cash reserves could be depleted.

- Future acquisitions could divert the Company's management's attention to other business concerns.

- The Company may not be able to hire the key employees necessary to manage or staff the acquired enterprise operations.

- The restrictions on the transfer of funds across borders or repatriation of earnings.

- The Company may have to obtain approval from governmental authorities in order to comply with applicable laws.

We Face Risks Related to Health Epidemics and Natural Disasters.

Our business could be materially and adversely affected by natural disasters, health epidemics or other public safety concerns affecting the PRC and Myanmar. Natural disasters may give rise to server interruptions, breakdowns, system failures, website or app failures or internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware, as well as adversely affecting our ability to operate our website or apps and provide services and solutions. Our business could also be adversely affected if our employees are affected by health epidemics, such as new variants of COVID-19 or outbreaks of other diseases. In addition, our results of operations could be adversely affected to the extent that any health epidemic harms the Chinese or Myanmar economy in general. Our headquarters are located in Hong Kong, where most of our directors and management and many of our employees currently reside. Consequently, if any natural disasters, health epidemics or other public safety concerns were to affect China, our operation may experience material disruptions, which may materially and adversely affect our business, financial condition and results of operations.

We may not realize the expected benefits of our acquisition of Regent-Feinbau, and the acquisition may expose us to integration, operational and financial risks.

On March 1, 2026, we completed the acquisition of 51% of the outstanding shares of Regent-Feinbau, a German-based manufacturer of precision sheet metal components and welded assemblies. We expect the acquisition to expand our manufacturing capabilities, diversify our customer base and provide growth opportunities in the automotive and aviation industries. However, we may not realize these anticipated benefits on the timeline expected, or at all.

The success of the acquisition will depend on, among other things, our ability to integrate Regent-Feinbau into our group, coordinate operations across Germany, Hong Kong, China and Myanmar, retain key management and employees, maintain relationships with Regent-Feinbau's customers and suppliers, manage regulatory and compliance obligations in Germany and the European Union, and identify and execute growth opportunities. The acquisition also exposes us to risks relating to German labor laws, manufacturing costs, customer qualification

requirements, quality certifications, automotive and aerospace industry standards, environmental and workplace-safety regulation, warranty or product-quality claims, and potential liabilities arising from Regent-Feinbau's pre-acquisition operations.

In addition, Regent-Feinbau will require management attention and may require additional working capital, capital expenditures, systems integration, accounting resources or operational support. If Regent-Feinbau does not perform as expected, if integration costs exceed our expectations, if we lose key customers or personnel, or if we fail to identify or manage liabilities associated with the acquisition, our business, financial condition, results of operations and ability to create shareholder value could be materially and adversely affected.

Because we own 51% of Regent-Feinbau, we may not receive all of the economic benefits of its operations and may face risks associated with shared ownership.

We acquired 51% of the outstanding shares of Regent-Feinbau and therefore do not own 100% of the business. The remaining shareholders of Regent-Feinbau may have rights under German law, Regent-Feinbau's organizational documents, shareholder arrangements or other agreements that could affect our ability to direct certain actions, distribute cash, approve transactions, implement operational changes, or exit the investment. We will also be required to allocate a portion of Regent-Feinbau's earnings or losses to non-controlling interests.

Disagreements with other shareholders, limitations on our ability to cause Regent-Feinbau to take certain actions, restrictions on distributions, or governance requirements under German law could limit our ability to realize the expected benefits of the acquisition. In addition, if Regent-Feinbau requires additional capital, we may need to provide funding, experience dilution of our ownership interest, or accept other arrangements that may not be favorable to us.

In addition, LeMALe retained an option to acquire 1% of the outstanding shares of Regent-Feinbau at the original per-share purchase price if we intend to take certain actions, including selling all or any of our Regent-Feinbau shares to a third party, permanently shutting down or relocating Regent-Feinbau's business, implementing any capital measure that would result in dilution of our shareholdings, or taking any action that would result in LeMALe holding less than 49% of Regent-Feinbau's outstanding shares. If LeMALe exercises this option, our ownership interest in Regent-Feinbau would be reduced from 51% to 50%, which could reduce our control rights, economic interest and strategic flexibility with respect to Regent-Feinbau.

The existence or exercise of this option could make it more difficult or costly for us to sell our interest in Regent-Feinbau, raise capital at Regent-Feinbau, restructure, relocate or discontinue Regent-Feinbau's operations, or otherwise take actions that we believe may be in the best interests of the Company. Any limitation on our ability to control or implement strategic actions involving Regent-Feinbau could adversely affect our ability to realize the expected benefits of the acquisition.

We Have Limited Experience in the Market for Products and Services for Elderly People, and Our SilverAge Initiative May Not Be Successful and May Expose Us to New Risks.

During fiscal 2026, we formed SilverAge to test, on a small and exploratory basis, the market for providing and selling products and services to elderly people in China. We have limited or no prior experience operating in this market, which differs significantly from our OEM manufacturing business. This initiative may not achieve market acceptance or become profitable, and it may require greater capital, management attention and other resources than we anticipate, diverting time and cash away from our core manufacturing operations. In addition, operating in this market may expose us to risks that are unfamiliar to us. SilverAge remained in an early, exploratory stage during fiscal 2026 and did not generate material revenues, and we may modify, scale back or discontinue the initiative at any time. Any of these factors could materially and adversely affect our business, financial condition and results of operations.

Risks Related to Regulatory Oversight and the Company's Charter.

Certain Legal Consequences of Incorporation in the British Virgin Islands.

The Company is incorporated under the laws of the British Virgin Islands, and its corporate affairs are governed by its Amended and Restated Memorandum of Association and Articles of Association and by the BVI Business Companies Act of the British Virgin Islands. Principles of law relating to such matters as the validity of corporate procedures, the fiduciary duties of the Company's management, directors and controlling shareholders and the rights of the Company's shareholders differ from those that would apply if the Company were incorporated in a jurisdiction within the U.S. Further, the rights of shareholders under British Virgin Islands law are not as clearly established as the rights of shareholders under legislation or judicial precedent in existence in most U.S. jurisdictions. Thus, the public shareholders of the Company may have more difficulty in protecting their interests in the face of actions of the management, directors or controlling shareholders than they might have as shareholders of a corporation incorporated in a U.S. jurisdiction. In addition, there is doubt that the courts of the British Virgin Islands would enforce, either in an original action or in an action for enforcement of judgments of U.S. courts, liabilities that are predicated upon the securities laws of the U.S.

The Company's Rights Plan, And Certain Provisions of Its Amended and Restated Memorandum And Articles of Association May Discourage a Change of Control.

In April 2018, the Company adopted a shareholder rights plan (the "Rights Plan") that provides for the issuance of one right ("Right") for each of our outstanding common shares. The Rights are designed to assure that all shareholders receive fair and equal treatment in the event of any proposed takeover and to guard against partial tender offers, open market accumulations, undisclosed voting arrangements and other abusive or coercive tactics to gain control of the Company or the Board of Directors without paying all shareholders a control premium. The Rights will cause substantial dilution to a person or group that acquires 15% or more of the Common Shares on terms not approved by our board of directors. The Rights Plan may discourage, delay or prevent a change in control of the Company or management that shareholders may consider favorable.

Some provisions of the Company's Amended and Restated Memorandum and Articles of Association also may discourage, delay or prevent a change in control of the Company or management, including provisions that (1) provide that a meeting of shareholders can be called only by the Company's Board of Directors, Chairman of the Board, Chief Executive Officer, or President and not by shareholders; (2) provide that directors of the Company may be removed only for cause, and only by the affirmative vote of the holders of at least two-thirds in voting power of the Series A Preferred Shares and a majority of the outstanding common shares; and (3) require a vote of at least two-thirds in voting power of the outstanding shares to amend these and certain other provisions of the Amended and Restated Memorandum and Articles of Association.

These provisions could make it more difficult for a third party to acquire the Company, even if the third party's offer may be considered beneficial by many shareholders. As a result, shareholders may be limited in their ability to obtain a premium for their shares.

It May be Difficult to Serve the Company with Legal Process or Enforce Judgments Against the Company's Management or the Company.

The Company is a British Virgin Islands holding corporation with subsidiaries in Hong Kong, Myanmar and China. Substantially all of the Company's assets are located in the PRC, Hong Kong and Myanmar, and no assets, employees or operations are located in the U.S. In addition, all of the Company's officers and directors reside outside of the U.S. It may not be possible to effect service of process within the United States or elsewhere outside the PRC, Myanmar or Hong Kong upon the Company's directors, or executive officers, including effecting service of process with respect to matters arising under United States federal securities laws or applicable state securities laws. Neither the PRC nor Myanmar have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States and many other countries. As a result, recognition and enforcement in the PRC or Myanmar of judgments of a court in the United States or many other jurisdictions in relation to any matter,

including securities laws, may be difficult or impossible. Enforcement of a foreign judgment in Hong Kong or the British Virgin Islands may also be limited or affected by applicable bankruptcy, insolvency, liquidation, arrangement and moratorium, or similar laws relating to or affecting creditors' rights generally, and will be subject to a statutory limitation of time within which proceedings may be brought.

Our acquisition of Regent-Feinbau subjects us to additional risks associated with operating in Germany and the European Union.

As a result of the Regent-Feinbau acquisition, we now operate through a majority-owned subsidiary in Germany. German and European Union laws and regulations may impose significant obligations relating to labor and employment, employee consultation, workplace safety, environmental protection, product quality, data protection, taxation, customs, export controls, sanctions, anti-bribery, accounting, corporate governance and other matters. Compliance with these requirements may increase our costs and require additional management, legal, accounting and compliance resources.

Germany also has higher labor, energy, tax and regulatory costs than certain jurisdictions in which we have historically operated. Changes in German or European Union law, inflation, energy costs, union or works council matters, employee claims, environmental requirements, product liability rules, supply-chain diligence obligations, or regulatory enforcement could adversely affect Regent-Feinbau's operations, margins and growth prospects. If we are unable to manage these risks effectively, our business, financial condition and results of operations could be adversely affected.

Risks Related to Our Common Shares.

Volatility Of Market Price of the Company's Shares.

The markets for equity securities have been volatile, and the price of the Company's Common Shares has been and could continue to be subject to material fluctuations in response to quarter to quarter variations in operating results, news announcements, trading volume, general market trends both domestically and internationally, currency movements and interest rate fluctuations.

Exemptions Under the Exchange Act as a Foreign Private Issuer.

The Company is a foreign private issuer within the meaning of rules promulgated under the U.S. Securities Exchange Act of 1934 (the "Exchange Act"). As such, and though its Common Shares are registered under Section 12(b) of the Exchange Act, it is exempt from certain provisions of the Exchange Act applicable to United States public companies including: the rules under the Exchange Act requiring the filing with the Commission of quarterly reports on Form 10-Q or current reports on Form 8-K; the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations with respect to a security registered under the Exchange Act; the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any "short-swing" trading transaction (i.e., a purchase and sale, or sale and purchase, of the issuer's equity securities within six months or less), and the provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information. In addition, certain provisions of the Sarbanes-Oxley Act of 2002 do not apply to the Company. Because of the exemptions under the Exchange Act and Sarbanes-Oxley Act applicable to foreign private issuers, shareholders of the Company are not afforded the same protections or information generally available to investors in public companies organized in the United States and it may be more difficult for investors to evaluate our business and financial condition.

While The Company Has Paid Dividends in the Past, No Assurance Can Be Given That the Company Will Declare or Pay Cash Dividends in the Future.

The Company's policy has been to pay a cash dividend at least once a year to all holders of its Common Shares, subject to its profitability and cash position. However, the Company did not declare any dividends in the

fiscal year ended March 31, 2026 due to net loss of $1,524,000. Dividends are declared and payable at the discretion of the Board of Directors and depend upon, among other things, the Company's results of operations, the anticipated future earnings of the Company, the success of the Company's business activities, the Company's capital requirements, and the general financial conditions of the Company. The Company may cease making dividend payments if the Company determines that retaining funds may be necessary to achieve other corporate goals, such as expanding its operations or acquiring other businesses. Accordingly, no assurance can be given that the Company will pay dividends in the future. If the Company does not pay a cash dividend, the Company's shareholders will not realize a return on their investment in the Common Shares except to the extent of any appreciation in the value of the Common Shares.

Risk of Cybersecurity Breaches Could Adversely Affect Our Business, Revenues and Competitive Position.

Security breaches and other disruptions could compromise the Company's information and expose the Company to liability, which would cause the Company's business and reputation to suffer. In the ordinary course of the Company's business, the Company stores sensitive data, including business information and regarding its customers, suppliers and business partners, in the Company's networks. The secure maintenance and transmission of this information is critical to the Company's operations. Despite the Company's security measures, its information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Cybersecurity threats, including malware, ransomware, phishing, unauthorized access, business email compromise, data theft, system failures, employee error, third-party service provider failures, or attacks on our networks, could disrupt our operations or compromise sensitive information. Any such breach could compromise the Company's networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, regulatory penalties, disrupt the Company's operations, and damage the Company's reputation, which could adversely affect its business, revenues and competitive position.

Uncertainty Under the Holding Foreign Companies Accountable Act That May Result In Future Delisting.

On December 18, 2020, the Holding Foreign Companies Accountable Act ("HFCAA") was enacted. Pursuant to the HFCAA, if the Public Company Accounting Oversight Board (United States), or PCAOB, is unable to inspect an issuer's auditors for three consecutive years, the issuer's securities are prohibited to trade on a U.S. stock exchange. The PCAOB has determined that registered public accounting firms headquartered in Hong Kong are subject to the HFCAA's provisions. On June 22, 2021, United States Senate passed the Accelerating Holding Foreign Companies Accountable Act, which, if enacted, would decrease the number of "non-inspection years" from three years to two years, and thus, would reduce the time before our securities may be prohibited from trading or delisted if the PCAOB determines that it cannot inspect or investigate completely our auditor. On July 21, 2022 the SEC notified us that our registered public accounting firm at the time, Centurion ZD CPA & Co. ("Centurion"), was a PCAOB-Identified Firm because Centurion was based in Hong Kong. On May 3, 2023 we appointed ARK Pro CPA & Co ("ARK") as our independent registered public accounting firm to replace Centurion. Both Centurion and ARK are headquartered in Hong Kong, which may expose us to delisting if Centurion and ARK cannot be inspected by the PCAOB. On March 7, 2025, we appointed Marcum Asia CPAs LLP ("Marcum Asia") as our independent registered public accounting firm to replace ARK, which is headquartered in New York. As a result of our prior auditors being based in Hong Kong, the SEC would prohibit our securities from being traded on a national securities exchange or through any other method that is within the jurisdiction of the SEC, including through over-the-counter trading, if the PCAOB was unable to inspect our prior auditors. On August 26, 2022, the PCAOB announced that it had signed a Statement of Protocol (the "Statement of Protocol") with the CSRC and the Ministry of Finance of China under which the PCAOB will be given complete access to audit work papers and other information so that it may inspect and investigate PCAOB-registered accounting firms headquartered in China and Hong Kong. On December 15, 2022, the PCAOB Board determined that the PCAOB was able to secure complete access to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong and voted to vacate its previous determinations to the contrary. However, should Chinese authorities obstruct or otherwise fail to facilitate the PCAOB's access in the future, the PCAOB Board will consider the need to issue a new determination. Whether the PCAOB will continue to be able to satisfactorily conduct inspections of PCAOB-registered public accounting firms headquartered in China and Hong Kong is subject to uncertainty and depends on a number of factors out of our, and our prior auditors', control. In the event it is later determined that the PCAOB is unable to

inspect or investigate completely our prior auditors because of a position taken by an authority in Hong Kong or China, then such lack of inspection could cause trading in our securities to be prohibited under the HFCAA.

The PCAOB Had Historically Been Unable to Inspect Our Prior Auditor in Relation to Their Audit Work Performed for Our Financial Statements and the Inability of the PCAOB to Conduct Inspections of Our Auditor In The Past Has Deprived Our Investors with The Benefits Of Such Inspections.

Our prior auditor, ARK, is currently based in Hong Kong, and is required to undergo regular inspections by the PCAOB as an auditor of companies that are publicly traded in the United States and a firm registered with the PCAOB. Our prior auditor is based in Hong Kong, a jurisdiction where the PCAOB was historically unable to conduct inspections and investigations completely before 2022. As a result, we and investors in the Common Shares were deprived of the benefits of such PCAOB inspections. The inability of the PCAOB to conduct inspections of auditors in Hong Kong in the past has made it more difficult to evaluate the effectiveness of our independent registered public accounting firm's audit procedures or quality control procedures as compared to auditors outside of China that are subject to the PCAOB inspections. While the PCAOB has determined on December 15, 2022 that the PCAOB was able to secure complete access to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong, whether the PCAOB will continue to be able to satisfactorily conduct inspections of PCAOB-registered public accounting firms headquartered in China and Hong Kong is subject to uncertainty and depends on a number of factors out of our, and our prior auditor's, control. In the event it is later determined that the PCAOB is unable to inspect or investigate completely our auditors because of a position taken by an authority in Hong Kong or China, our prior auditor and its audit work would not be able to be inspected independently and fully by the PCAOB.

Inspections of other auditors conducted by the PCAOB outside Hong Kong have at times identified deficiencies in those auditors' audit procedures and quality control procedures, which may be addressed as part of the inspection process to improve future audit quality. Following the PCAOB's December 2022 determination that it was able to secure complete access to inspect and investigate registered public accounting firms headquartered in mainland China and Hong Kong, the PCAOB has in fact conducted an inspection of ARK. Should the PCAOB be prevented from inspecting our prior auditor's audits and its quality control procedures in the future, however, investors may be deprived of the benefits of PCAOB inspections and may lose confidence in our reported financial information and procedures and the quality of our financial statements. This risk relates to periods audited by our former auditor, ARK. As of March 7, 2025, we appointed Marcum Asia CPAs LLP, a PCAOB-registered firm based in New York, which is subject to regular PCAOB inspections. Accordingly, we do not expect this risk to apply to financial statements audited by Marcum Asia.

If we fail to satisfy Nasdaq continued listing requirements, our common shares could be delisted, which could adversely affect liquidity and market price.

Our common shares are listed on the Nasdaq Capital Market under the symbol "HIHO". Nasdaq imposes continued listing requirements, including requirements relating to minimum bid price, market value, shareholders' equity, publicly held shares, number of shareholders, corporate governance and other matters. If we fail to satisfy Nasdaq's continued listing requirements, Nasdaq may issue a deficiency notice and, if we are unable to regain compliance within the applicable period, our common shares could be delisted.

On March 17, 2026, we received a written notification from Nasdaq stating that, for the preceding 30 consecutive business days, the closing bid price of our common shares had been below the $1.00 per share minimum bid price requirement for continued listing on The Nasdaq Capital Market under Nasdaq Listing Rule 5550(a)(2). We are still in the compliance period and have until September 14, 2026 to regain compliance by having the closing bid price of our common shares be at least $1.00 per share for at least 10 consecutive business days. If we do not regain compliance during this period, we may be eligible for an additional 180 calendar day compliance period if we satisfy applicable Nasdaq requirements and provide notice of our intention to cure the deficiency, including by effecting a reverse stock split, if necessary. If we fail to regain compliance, Nasdaq may delist our common shares.

Delisting could reduce the liquidity of our common shares, impair our ability to raise capital, reduce analyst or investor interest, limit the ability of shareholders to trade our common shares, and result in a decline in the market price of our common shares. If our common shares were delisted, they may trade on an over-the-counter market, where trading volumes and liquidity are generally lower and transaction costs may be higher.

Item 4. Information on the Company

Highway Holdings Limited is a manufacturing company that produces a wide variety of high-quality products mostly for large, global original equipment manufacturers - from simple parts and components to sub-assemblies and finished products. The Company's administrative offices are located in Hong Kong, and its manufacturing facilities are located in Shenzhen in the People's Republic of China, and in Yangon, Myanmar. The Chinese manufacturing operations are conducted by Nissin Metal and Plastic (Shenzhen) Company Limited ("Nissin PRC"), a foreign owned subsidiary that is registered in China (this type of foreign owned company is commonly known as a "Wholly Foreign Owned Enterprise" (a "WFOE")). The Myanmar operations are conducted through Kayser Myanmar Manufacturing Company Ltd. ("Kayser Myanmar"), a company registered to operate as a foreign company in Myanmar that is 84% owned by the Company. Highway Holdings Limited has three Hong Kong-based wholly-owned operating subsidiaries (Nissin Precision Metal Manufacturing Limited; Kayser Limited; and Golden Bright Plastic Manufacturing Company Limited), a Germany-based 51%-owned operating subsidiary (Regent-Feinbau Adermann GmbH), and a WFOE based in Shenzhen focused on services to the elderly community (ShenZhen SilverAge Health and Wellness Co., Ltd). Kayser Limited and Golden Bright Plastic Manufacturing Company Limited are our primary sales organizations, Nissin Precision Metal Manufacturing Limited is the parent company of Nissin PRC, and Kayser Limited is the 84% owner of Kayser Myanmar.

History and Development of the Company.

Overview. Highway Holdings Limited is a holding corporation that was incorporated on July 20, 1990 as a limited liability International Business Company under the British Virgin Islands International Business Companies Act, 1984 (the ("IBCA"). Effective on January 1, 2007, the British Virgin Islands repealed the IBCA, and simultaneously with such repeal, the Company was automatically re-registered under the BVI Business Companies Act, 2004, BVI's corporate law that replaced the IBCA. In May 2018, the Company amended its Memorandum and Articles of Association to conform to the IBCA. Our website is www.highwayholdings.com (the information contained in our website is not a part of this annual report on Form 20-F and no portion of such information is incorporated herein). The SEC maintains a website at http://www.sec.gov that contains reports and other information, including this annual report on Form 20-F.

As of the date of this annual report, Highway Holdings Limited conducts all of its operations through six wholly-owned or controlled subsidiaries that carry out the Company's business from Hong Kong, from, the Company's principal design and manufacturing factory in Shenzhen, China, and from the manufacturing and assembly facility in Yangon, Myanmar, that is owned by its 84% owned subsidiary.

The Company began its operations in 1990 in Hong Kong as a metal stamping company. In 1991, the Company transferred the metal stamping operations to a factory in Long Hua, Shenzhen, China. From 1991 until the reorganization that commenced in 2011, the Company's metal stamping and other operations were conducted pursuant to agreements entered into between certain Chinese companies set up by the local government and the Shenzhen City Baoan District Foreign Economic Development Head Company and its designees (collectively, the "BFDC") (the agreements, collectively the "BFDC Agreements"). Under the BFDC Agreements, the Company's Long Hua, Shenzhen, operations were provided with both manufacturing facilities and labor by affiliates of local government instrumentalities, for which the Company paid management fees based on a negotiated sum per factory worker, and other charges, as well as rent for the factory complex. The BFDC Agreements have been terminated, and since 2016 the Company now operates in Shenzhen, China, through Nissin PRC.

Manufacturing and Assembly Operations-- Myanmar Manufacturing Complex. The Company originally established its operations in Shenzhen, China to take advantage of the low cost of operations in China, including in particular the low cost of labor. However, as the overall costs of operating a manufacturing facility in Shenzhen increased, the cost advantages of operating in China were significantly eroded. Simultaneously, the administrative and regulatory burdens of operating in China significantly increased. More recently, the Chinese regulatory agencies have required companies operating in Shenzhen to automate and to operate as technology centers, rather than traditional manufacturing factories. As a result, the Company's Shenzhen facilities are currently primarily used for designing, tooling, engineering, and administrative activities, and all of its manufacturing consist of automated manufacturing. The more labor-intensive operations have been moved to the Company's Yangon, Myanmar facilities.

As a result of the increasing costs and burdens of operating in Shenzhen, and in order to lower its manufacturing costs and to remain competitive with OEMs who operate in low labor cost locations outside of China, the Company developed a two-pronged strategy:

a. In order to increase its production efficiency and reduce costs in Shenzhen, the Company now manufactures products in China primarily through automation with automated, or semi-automated equipment. As a result, the Company's manufacturing labor force in China has now been reduced to approximately 40 workers.

b. The Company conducts its labor-intensive assembly and component manufacturing operations to Yangon, Myanmar, a developing country that now permits foreign investment in that country. The cost of operating an assembly facility, particularly as a result of the low cost of labor, currently is significantly lower in Myanmar than in Shenzhen, China. Early in 2013, the Company commenced subcontracting some of its product assembly functions to Kayser Myanmar Manufacturing Company Ltd. ("Kayser Myanmar"), a Myanmar company that, at that time, was owned by two Myanmar residents. This out-sourced assembly operation functioned satisfactorily and at a substantially lower cost, and the Company's customers were satisfied with the quality and timeliness of the products assembled in Myanmar. Accordingly, in June 2014 the Company purchased an initial 25% ownership interest in the Myanmar company. The Company then purchased an additional 50% interest in March 2015 and additional 9% in January 2017. As a result, since January 2017, the Company has owned 84% of Kayser Myanmar. The 16% interest in Kayser Myanmar that the Company currently does not own is held by a Myanmar national who also is a founder of Kayser Myanmar and the current manager of Kayser Myanmar's operations. The Company's goal was to shift its labor-intensive product assembly and component manufacturing operations from Shenzhen, China, to Myanmar. The transition of the Company's China-based labor-intensive operations to Kayser Myanmar has now been completed. In fiscal 2026, however, two of the Company's major customers significantly reduced its orders for products that had been manufactured in Myanmar. As a result, the Company reduced the scale of certain Myanmar manufacturing activities and downsized headcount at the Myanmar facility.

On March 29, 2019, Kayser Myanmar entered into a 50-year lease for an approximately 6,900 square meter (1.67 acres) factory estate in Yangon. Kayser Myanmar has upgraded the existing two factories at the new leased facility and has constructed a third factory and a new office building on the site. Also, the Company has transferred much of the machinery and manufacturing equipment from the Company's Shenzhen, China plant to the new Yangon facility. See, "*Organizational Structure/Offices and Manufacturing Facilities—Yangon Myanmar/Manufacturing Facilities*" below. The Company's operations in Myanmar are subject to numerous risks associated with operating an assembly facility in an underdeveloped country, and it is uncertain how many of the Company's customers will permit their products to be assembled in Myanmar. See, "*Item 3. Key Information–D. Risk Factors–The Company's Myanmar Subsidiary Faces Various Risks Related To Its Operations In That Underdeveloped Country*".

Reorganization. As a result of a change in the laws affecting the Company's operations in China, in May 2011 the Company formed Nissin PRC, a new wholly-owned subsidiary that is now a registered company in the PRC, and transferred its China-based cash, assets, employees and operations to Nissin PRC. Since March 31, 2016, all of the Company's operations in China are now conducted by Nissin PRC. As a PRC registered company, Nissin PRC is permitted to hire its own employees, lease its own facilities, and distribute its products in China. However, Nissin PRC also is subject to China's tax regulations and is subject to the rules and regulations applicable to other PRC registered companies.

As part of the Reorganization, the Company increased certain of its administrative functions in Hong Kong. Currently, most of the Company's non-manufacturing activities (i.e. its administrative functions, marketing, sales, design, engineering, and purchasing) are now being conducted from its offices in Hong Kong, and most of its manufacturing operations are being conducted at either the factory in Long Hua, Shenzhen, China, or Kayser Myanmar's facility in Yangon, Myanmar.

As a result of the Reorganization and recent acquisitions, the Company is now structured as follow:

- The Company's corporate administrative matters are conducted in the British Virgin Islands through its registered agent: Harneys Corporate Services Limited, Craigmuir Chambers, Road Town, Tortola, British Virgin Islands VG1110.

- The Company's administrative functions, and most of its engineering, design and marketing functions, for its subsidiaries are conducted through its offices located in Hong Kong at Suite No. 1801, Level 18, Landmark North, 39 Lung Sum Avenue, Sheung Shui, New Territories, Hong Kong. The Company can be contacted in Hong Kong at (852) 2344-4248.

- The Company's automated manufacturing, and some of its engineering, tooling, and design functions are now being conducted at the Company's factory complex in Long Hua, Shenzhen, China, through Nissin PRC.

- Part of the Company's assembly and manufacturing operations are now being conducted in Yangon, Myanmar, through its 84% owned subsidiary, Kayser Myanmar.

- The Company's German precision sheet metal component and welded assembly operations are conducted through Regent-Feinbau Adermann GmbH, a 51%-owned subsidiary located in Ganderkesee, Germany.

- During fiscal 2026, the Company also formed Shenzhen SilverAge Health and Wellness Company Limited ("SilverAge"), which comprises the Company's recently established "Other Services" segment. SilverAge was formed to test, on a small and exploratory basis, the market for providing and selling products and services to elderly people in China. SilverAge remained in an early, exploratory stage during fiscal 2026, did not generate material revenues, and may be modified, scaled back or discontinued at any time. See "*Item 4. Information on the Company—Organizational Structure/Offices and Manufacturing Facilities*" and "*—Current Business Overview/Plans.*"

Current Business Overview/Plans

The Company is a fully integrated manufacturer of high-quality metal, plastic, electric and electronic components, subassemblies and finished products for OEMs and contract manufacturers (primarily in Europe, Asia, and to a lesser extent, in the United States). Since the Company's formation, most of the Company's manufacturing activities were conducted through its factory complex in Long Hua, Shenzhen, China. Since 2013, the Company also has conducted many of its product assembly functions (and some of its component manufacturing functions) in Yangon, Myanmar, through Kayser Myanmar.

The Company currently manufactures and supplies a wide variety of high-quality metal, plastic and electric parts, components and products to its OEM clients, which assemblies and components are used by the Company's customers in the manufacturing of products such as photocopiers, laser printers, print cartridges, electrical connectors, electrical circuits, vacuum cleaners, LED power supplies, stepping motors, pumps for dishwashers, and

other washing machine components. As part of its manufacturing operations, the Company assists customers in the design and development of the tooling used in the metal and plastic manufacturing process and provides a broad array of other manufacturing and engineering services. The manufacturing services include metal stamping, screen printing, plastic injection molding, pad printing and electronic assembly of printed circuit boards. Because it is able to provide these services, the Company eliminates the need to outsource these needed functions, and the Company is better able to assure product quality, control overall manufacturing costs and provide timely product delivery, all of which management believes is essential to maintaining, expanding and increasing the Company's customer base. The Company believes its success as a supplier to respected multi-national companies is mainly due to: (i) its German management culture (the Company's principal customers are located in, or operate in Germany); (ii) its comparatively low operating costs; (iii) its ability to consistently manufacture the type of high quality products required by the Company's targeted customers; (iv) its expertise in manufacturing these products in the required quality at a reasonable cost; (v) the breadth of its manufacturing capabilities, and (vi) its engineering, design and development capabilities (which it uses to assist its customers to design their products).

The Company is capable of manufacturing and assembling a wide variety of complex products that require metal, plastics and electronics manufacturing capabilities, and therefore is able to manufacture complete customized products for its customers.

The Company established its operations in Shenzhen, China, over 35 years ago to take advantage of China's lower labor costs, lower facilities costs, less stringent regulations, and various other benefits that were provided to foreign entities to encourage operations in China. As described elsewhere in this annual report, these benefits are no longer available to most foreign companies operating in Shenzhen. In addition, recent actions by the Chinese government, including heightened governmental inspections of foreign-owned enterprises and additional administrative requirements imposed on foreign-owned entities, have during the past few years further significantly increased the costs and burdens of operating in China. These changes have now effectively removed the benefits of being a foreign owned enterprise, and now make it at least as burdensome to operate in China as a foreign-owned entity than as a locally owned enterprise. As a result, the Company has been decreasing its manufacturing operations in China, and has moved all of its labor intensive assembly and manufacturing activities to the Company's new facility in Myanmar. In fiscal 2026, two of the Company's major customers significantly reduced certain orders that had been manufactured in Myanmar. As a result, the Company reduced certain manufacturing activity and headcount in Myanmar.

The Company believes that many of its European customers increasingly prefer to receive deliveries from within Europe. Addressing this demand for localization was one of the principal reasons the Company acquired its 51% interest in Regent-Feinbau. The Company believes the acquisition will enable it to serve certain of its major European customers directly from Germany, including by holding inventory sourced from its Asian operations closer to those customers and providing more timely delivery. There can be no assurance, however, that the Company will realize the anticipated benefits of this strategy. See "Item 3. Key Information-D. Risk Factors-We may not realize the expected benefits of our acquisition of Regent-Feinbau, and the acquisition may expose us to integration, operational and financial risks."

As part of its efforts to diversify beyond its OEM manufacturing operations, during fiscal 2026 the Company formed SilverAge to explore, on a small and exploratory basis, opportunities to provide and sell products and services to elderly people in China, a market the Company believes may present opportunities as China's population ages. SilverAge remained in an early, exploratory stage during fiscal 2026 and did not generate material revenues. The Company is still evaluating this market and its ability to enter it successfully, and there can be no assurance that the Company will realize any benefits from this initiative. The Company may modify, scale back or discontinue this initiative at any time.

Industry Overview

The Company operates in the third-party contract manufacturing industry. Manufacturers worldwide have increasingly outsourced the manufacture of some or all of their component and/or product requirements to independent manufacturers. The benefits of using contract manufacturers (OEMs) include: access to manufacturers in regions with low labor and overhead cost, reduced time to market, reduced capital investment, improved inventory management, improved purchasing power and improved product quality.

The Company first commenced its metal stamping operations for original equipment manufacturers in China in 1991. At that time, the Company gained a significant cost and logistical advantage over other manufacturers by basing its manufacturing facilities in Long Hua, Shenzhen, China, less than 50 kilometers from Hong Kong. However, there are now many other manufacturers in Shenzhen and in other similar low-cost areas in China and Asia. As a result, the Company faces significantly more competition as a manufacturer of OEM parts. The Company has responded to the increased competition by restructuring its operations and by trying to move from manufacturing low margin, low-cost individual parts to manufacturing higher margin, more expensive components, subassemblies and even complete units for its customers.

Initially, the Company manufactured high-quality metal parts, mostly for Japanese customers. More recently, the Company has been manufacturing high-quality parts and components for European companies. The Company has remained flexible with respect to the types of products that it manufactures as well as location of its customers in order to capitalize on market changes. During each of the past several years, at least 60% of the Company's revenues are derived from its European customers.

The Company's Strategy

The Company's future growth and profitability depend on its ability to compete as a third party contract manufacturer. The Company's business strategy and focus is to expand its operations as an integrated OEM manufacturer of metal, plastic and electronic parts, components, subassemblies and competed products for blue chip and international customers. The Company business strategy is to further develop and leverage its multi-disciplinary manufacturing strengths, its cost structure, its logistical advantages, its reputation as a high-quality manufacturer, and its current and former relationships with blue chip European customer to further expand its manufacturing operations and product offerings.

The following are some of the elements that the Company believes will enable it to compete as a third-party manufacturer.

Capitalize on, and leverage its manufacturing strength: Unlike many of its manufacturing competitors, primarily those in Shenzhen, China, the Company is a vertically integrated manufacturer that can design, manufacture and assemble complex components and subassemblies. In addition, unlike some of its competitors that are limited to either metal stamping or to electronic and plastics manufacturing, the Company has the ability to combine metal stamping and electronics and plastics manufacturing. For example, the Company manufactures stepping motors, which utilizes all of the Company's capabilities, starting with mold and die making for the metal and plastic parts, metal stamping, deep drawing and plastic injection molding, electric coil winding, soldering, and assembling all the parts by using spot welding and riveting technologies. Accordingly, the Company's strategy is to focus on manufacturing more complex products that utilize the Company's various manufacturing strengths.

Upgrading Equipment-Increased Automation. In order to attract major European customers, and in order to reduce its labor costs and improve quality, the Company has continuously upgraded the design and manufacturing equipment at its facilities and has made investments in automated/robotic machinery that manufacture or assemble products. The Company designs and manufactures its own automated production lines. The Company's goal is to use automation/robotics to reduce it labor costs, improve the consistency and quality of its products, and to increase the quantity of products that it manufactures at its work-stations. The automated machinery has significantly reduced the number of workers at the Company's facilities in Shenzhen, China.

Reduce Its Manufacturing And Assembly Costs By Relocating Operations To Myanmar. The Company initially established its manufacturing and assembly operations in China to take advantage of China's low labor costs. Those costs have now risen to a level where the cost of manufacturing in China no longer is competitive with manufacturing in underdeveloped nations. Accordingly, in order to be able to continue to provide price competitive products, the Company now operates an assembly facility in Yangon, Myanmar. The Company has transferred its labor-intensive assembly operations that cannot be economically automated to Myanmar, a country where the labor

costs are significantly less than in China. The principal purpose of operating in Myanmar is to reduce the cost of its products and, therefore, offset the increasing costs at its facility in Shenzhen, China. In addition to lower labor and other operating costs, the Myanmar operations benefit from the preferential customs provisions, particularly for the Company's European and U.S. customers. The European Commission has designated Myanmar as an undeveloped country whose exports are currently still subject to tariff concessions called "preferential tariff quotas". Accordingly, the Company's European customers that satisfy the European Commission's requirements currently benefit from purchasing products manufactured in Myanmar. These benefits may attract other European customers to move at least a portion of their assembly needs to the Company's Myanmar facilities. U.S. customers who purchase from the Company's Myanmar facilities are also not subject to the higher tariffs they would normally face if purchasing from China.

Maintaining customers and increasing market share through financial strength: Many of the Company's largest customers are global companies that require that their OEM manufacturers have the financial strength to survive during financial and economic downturns. The Company has traditionally maintained a strong balance sheet that has enabled it to continue to supply its customers during economic downturns.

Maintain production quality: Management believes that maintaining close relations with the Company's customers is important to the success of the Company's business. Understanding each customer's needs and efficiently and quickly addressing its needs is vital to maintaining a competitive advantage. Many of the Company's customers have built the goodwill associated with their products and tradenames based on a high level of perceived quality. By employing the type of high-quality management standards, production standards and quality control standards historically utilized by many leading German companies, the Company has been able to satisfy the stringent requirements of its customers. Management believes that the Company's commitment to high level service, its attention to detail, and the quality of its manufacturing have the effect of providing customers with a sense of confidence and security that their product requirements will be met.

The Company conducts most of its manufacturing operations in accordance with typical German manufacturing standards, paying particular attention to cleanliness, incoming material control, in process quality control, finished goods quality control and final quality audit. The Company's factories in both China and Myanmar have each received and maintained its ISO 9001 quality management system certification and the Company's factory in China has received and maintained its ISO 14001 environmental management systems certification. The Company's quality system helps to minimize defects and customer returns and create a higher confidence level among customers.

Operate as a socially responsible company. The Company is committed to being a socially responsible company by operating morally and ethically, by protecting the employees physical and mental well-being, by providing a safe work place, by following the legal employment requirements, by not employing underage persons, and by protecting the surrounding environment.

Manufacturing

The Company's manufacturing business consists of various stages: (i) tooling design and production; (ii) manufacturing parts made by metal stamping and plastic injection molding; (iii) mechanical and/or electric/electronic assemblies, and (iv) finishing, packaging and shipping.

Tooling design and production: The metal manufacturing process generally begins when a customer has completed the design of a new product and contacts the Company to supply certain metal and plastic components to be used in the product. Generally, the Company must design and fabricate the tooling necessary to manufacture these components in its tooling workshop that is currently located at its Shenzhen, China factory. In some instances, however, the customer already possesses the tooling necessary to manufacture the metal component and simply delivers the tools to the Company. Customers will sometimes also pay the Company to purchase and install the equipment necessary to manufacture the customer's products. The Company uses various computer-controlled manufacturing equipment to efficiently produce high quality tools designed to produce a high quality product. Many

of the metal parts manufactured by the Company make use of progressive, multi-stage stamping techniques. In order to conduct and maintain this fully automated stamping method, tools and machines must be precisely fine-tuned and aligned to achieve the required quality standard and maximum efficiency.

The tool making process for metal parts generally takes between 14 to 50 working days depending on the size and complexity of the tool. Customers typically bear the cost of producing the tools and, as is customary in the industry, the customers hold title to the tooling. However, the Company maintains and stores the tools at its factory for use in production and the Company usually does not make tooling for customers unless they permit the Company to store the tools on site and manufacture the related parts.

The Company also makes highly sophisticated plastic injection molds based on its customers' orders and requirements in a manner similar to the Company's metal tool manufacturing process.

Metal Stamping; Plastic Injection Molding: Following the completion of the tooling, the materials required for the specific product is selected and purchased. See "*Raw Material, Components Parts and Suppliers*." Often the customer specifies the materials to be used as well as the supplier. The completed tooling is fitted to the press which is selected for its size and pressing force.

Using separate shifts, part stamping and plastic molding can be conducted 24 hours a day, seven days per week other than during normal down time periods required for maintenance and changing of tools and during the traditional Chinese and Myanmar public holidays. Due to the strict quality requirements of customers, each tool and machine, and each product produced by the tools/machines, are subject to stringent in-process quality controls.

Finishing, Packaging and Shipping: After their manufacture, the parts and components are inspected for defects and checked with custom-built test gauges. Some components are then painted either at the Company's Myanmar facilities or by specially trained, third party spray-paint facilities. After being painted, the parts are baked at high temperatures in drying ovens before final inspection and packaging. Some parts are also screen printed by the Company. Each of the parts, assemblies and products is then inspected, packaged to the customer's specific requirement and delivered to the final quality audit department for final quality inspection which is conducted on a random sample basis. Depending on its agreement with its customers, the Company may ship the parts, assemblies and products it has manufactured by truck directly from its factory to the customer's factory in China or elsewhere through the ports of Shenzhen, Yangon and/or Hong Kong. Alternatively, the customer may pick up the products at the Company's factory and arrange for its own shipping.

Raw Material, Component Parts and Suppliers

The primary raw materials used by the Company to manufacture its metal stamped parts are various types of steel including pre-painted steel sheet, electrolytic zinc plated steel sheet, PVC laminated steel sheet, stainless steel, and cold roll steel sheet. The Company selects suppliers based on the price they charge and the quality and availability of their materials. Many of the Company's suppliers of steel operate through Hong Kong or China-based companies which deliver the materials directly to the site of the Company's operations in China and Myanmar.

The parts, components and products manufactured by the Company may include various plastic injected and metal stamped components, as well as integrated circuits, electronic components and paper packaging products. The Company manufactures many of these products, but also purchases components that it uses in its products. These materials are subject to price fluctuations, and the Company has, at times, been adversely affected by price increases or shortages of supply.

Transportation

Most of the sales agreements entered into by the Company are either F.O.B. agreements or Ex-factory agreement (in which the Company makes the goods available at its premises) or F.C.A. agreements (in which the Company hands over the goods, cleared for export, into the custody of the first carrier).

The Company's facilities in Long Hua, Shenzhen, China, are located near both Hong Kong and the seaport in Shenzhen. Many of the Company's customers use the Shenzhen seaport rather than the port of Hong Kong.

Products manufactured at the Kayser Myanmar facility are shipped to the Company's OEM customer through the Port of Yangon or the Yangon airport, both of which are readily accessible for the manufacturing facility. Kayser Myanmar typically arranges for the customs clearance of these shipments.

Customers and Marketing

The Company's sales are generated from customers primarily located in Hong Kong/China, Europe, the United States/Mexico, and other Asian countries. Net sales to customers by geographic area are determined by reference to the physical locations of the Company's customers. For example, if the products are delivered to a customer in China or Hong Kong, the sales are recorded as generated in Hong Kong and China; if the customer directs the Company to ship its products to Europe, the sales are recorded as sold in Europe. Most of the Company's recent payments have been in U.S. dollars, although the Company still receives payment in both RMB and Euros. Net sales as a percentage of net sales to customers by geographic area consisted of the following for the years ended March 31, 2024, 2025 and 2026:

	Years Ended March 31		
Geographic Areas:	2024	2025	2026
Hong Kong and China	14.3%	10.7%	13.1%
Europe	66.7%	85.3%	78.8%
Other Asian countries	0.0%	0.1%	0.6%
North America	19.0%	3.9%	7.5%

The Company historically operated in two business and reporting segments, consisting of (i) its metal stamping and mechanical OEM operations and (ii) its electric OEM operations (which include its plastic operations). Beginning in fiscal 2026, the Company reports a third segment, Other Services, which includes the operations of SilverAge. The sales by segments for the years ended March 31, 2024, 2025 and 2026 are as follows:

	Years Ended March 31		
Segment Sales:	2024	2025	2026
Metal Stamping and Mechanical OEM	55.0%	60.7%	56.5%
Electric OEM	45.0%	39.3%	43.2%
Other Services	-	-	0.3%

Most of the Company's customers for its components and subassemblies generally are themselves manufacturers. The Company's products are sold primarily to European owned companies to be used in finished goods produced by customers at their own manufacturing facilities in China and Europe.

The Company markets its services through existing contacts, word-of-mouth referrals and references from associated or related companies of the customers.

Major Customers

For the fiscal year ended March 31, 2026, the Company had three customers who each accounted for more than 10% of the Company's net sales. These three customers collectively accounted for 80.4% of the Company's net sales in fiscal 2026. The Company's three largest customers collectively accounted for the majority of the Company's net sales during each of the past two years. As a result of the dependence on a few large customers, the loss of a major customer, or any substantial decrease in orders from these customers, could materially and adversely affect the Company's results of operations and financial position, particularly if the Company is unable to replace

such major customers. See, "*Item 3. Key Information–D. Risk Factors–The Company Is Financially Dependent On A Few Major Customers*."

Customers place manufacturing orders with the Company in the form of purchase orders which are usually supported by a delivery schedule covering one to two months of orders. Customers provide long term forecasts for their anticipated purchases, but are usually able to cancel or amend their forecasted orders at any time without penalty. Certain of the Company's larger customers provide the Company with non-binding forecasts of their anticipated needs for the next year in order to enable the Company to plan for the anticipated orders. Orders from such customers are thereafter received from time to time based on the customers' needs, not necessarily on the forecasted amounts or at the projected time periods. Accordingly, backlog has not been meaningful to the Company's business.

In order to be able to timely fill the anticipated orders from its larger customers, the Company may purchase raw materials and other products based on the non-binding forecasts. Since the customer's order forecasts are not binding orders, if a customer does not place as many orders as anticipated, the Company may not be able to fully utilize the raw materials and other products that the Company has purchased. In that case, the Company may not be able to utilize the raw materials and could suffer a financial loss.

Sales of manufactured products to established existing clients are primarily on credit terms between 30-75 days, while the sale to new or lesser-known customers are completed on a wire transfer payment basis before shipment or other similar payment terms.

As a result of the concentration of sales among a few of the Company's larger customers, the Company is required to bear significant credit risk with respect to these customers. Parts are generally shipped 14-90 days after an order has been placed unless the Company is required to manufacture new tools which require an additional approximately 14-50 days to complete prior to commencing manufacturing. While the Company has not experienced material difficulty in securing payment from its major customers, there can be no assurance that the Company's favorable collection experience will continue. The Company could be adversely affected if a major customer was unable to pay for the Company's products or services.

Industrial Property Rights

As a manufacturer of parts, components and finished products for other manufacturers, the Company primarily relies on its manufacturing technical expertise, its operating processes and efficiencies, its knowledge of its customers' products, and its long-term relationships with its customers. Accordingly, the Company's operations and competitive advantages are not dependent upon any intellectual property rights.

More recently, the Company has been developing its own proprietary line of energy saving brushless direct current motors. The Company has filed for and obtained a utility patent to protect certain of its rights in these motors. The Company has been developing three motors, the first of which is now being manufactured, marketed and sold by the Company to one its customers. The other two motors are still in various stages of design and testing. In addition, the Company has been designing a programmable motor, a small size power motor, and a planetary gear box.

Competition

The Company competes against numerous OEMs, including both smaller local companies as well as large international companies. Although the Company operates in the same market as some of the world's largest contract manufacturers (for example, FoxConn also operates a major manufacturing facility in Long Hua, Shenzhen), management believes that it principally competes with smaller firms that make up the largest segment of the contract and parts manufacturing industry in China. Since some of the Company's customers are large international enterprises that source their products from many international providers, the Company also competes against contract manufacturing companies in other low cost manufacturing countries. As a vertically integrated, multi-

disciplinary manufacturer of complex components and products, the Company also competes against numerous global OEM manufacturers, whether those other manufacturers are located in Shenzhen, China or elsewhere. Most of the international competitors of the Company have substantially greater manufacturing, financial and marketing resources than the Company. The Company believes that the significant competitive factors are quality, price, service, and the ability to deliver products on a reliable basis. The Company believes that it is able to compete in its segment of the OEM manufacturing market by providing high quality products at a competitive price with reliable delivery and service. The Company has managed to partially offset the increasing cost of manufacturing in China by moving some of its operations to its Myanmar facility. However, it still maintains its automated manufacturing facilities in the Shenzhen area, near some of its customers. Having manufacturing facilities in Shenzhen, the Company is able to reduce delivery times and transportation costs for these customers, and by being able to offer "just in time" supply services.

Seasonality

The Company does not experience any significant seasonal fluctuations, nor does it consider any other issues with respect to seasonality to be material.

Government

As of the date of this annual report, the Company's main tooling, engineering, design and automated manufacturing facility is located in Shenzhen, China. As a result, the Company's operations and assets are subject to significant political, economic, legal and other uncertainties associated with doing business in China in general, and in Shenzhen, in particular. Since March 2015, the Company has owned a controlling interest in a Myanmar company that operates a factory in Myanmar. As a result, the Company also is subject to the political, economic, legal and other uncertainties associated with doing business in Myanmar. Myanmar commenced reforming its political and economic policies during the past few years, and the effects of those reforms are still uncertain and evolving. In February 2021 the military took control of the government in Myanmar and declared a state of emergency that permits the government to implement policies by decree. Although the military's takeover has affected the Company's relations with its workers and has further complicated the Company's payment and banking arrangements in Myanmar, in general the Myanmar operations currently are not materially affected by the change in the government.

The Chinese government has during the past few years significantly changed and/or increased the enforcement of a number of laws affecting employees (including regulations regarding their salaries and benefits, labor unions, working conditions and overtime restrictions, and contract duration and, in particular, requirements regarding pensions, housing and life-long employment), and safety regulations for buildings and workers. The Chinese governmental authorities are increasingly formalizing workers' rights concerning overtime hours, pensions, layoffs, employment contracts and the role of trade unions. Employers found to be violating these labor rules are often severely penalized.

The Company's labor costs in Shenzhen, China have increased substantially in recent years. In addition, employees who have had two consecutive fixed-term contracts must be given an "open-ended employment contract" that, in effect, constitutes a lifetime, permanent contract, which is terminable only in the event the employee materially breaches the Company's rules and regulations or is in serious dereliction of his duty. Such non-cancelable employment contracts will substantially increase its employment related risks and may limit the Company's ability to further downsize its workforce. If an employee with such a contract is terminated, the Company is required to pay the terminated employee a substantial severance payment. These contingent employment liabilities could become a material financial obligation of the Company if a large number of employees are terminated by the Company all at once (such as upon a plant relocation and/or closure). While the Company has to date absorbed and gradually reduced these employee termination liabilities, a sudden simultaneous termination of a large number of employees would require the Company to make significant payments to the terminated employees, which payments could materially and adversely affect the Company's financial condition.

All of the Company's operations in the PRC are now conducted through a wholly-owned subsidiary that is registered in China as a limited liability company. As a result, the Company's operations in China are now subject to all of the rules and regulations that previously did not apply to its operations in the PRC. Although the Company's subsidiary is a Chinese registered company, the Company believes that, because its subsidiary is a foreign owned entity, it has recently been subject to numerous governmental inspections that other Chinese owned companies have not experienced. Accordingly, the operating environment for WFOEs in China is becoming increasingly burdensome.

The Chinese government continues to increase the enforcement of certain environment protection laws, which are restricting some common practices and/or increasing the Company's cost of operations. In addition to enhanced governmental environmental regulations, the Company also has to comply with environmental laws applicable to its customers, such as the regulations of the European Union and Japan known as the Restriction on Hazardous Substances (known as "RoHS") and the European Union's Regulation for Registration, Evaluation, Authorization and Restriction of Chemicals (known as "REACH"). The RoHS and REACH rules and regulations prohibit the importation products and parts that contain certain levels of toxic materials (such as lead, cadmium and mercury) and chemicals that may pose health and environmental risks. The Company believes that its operations are RoHS and REACH compliant.

The Company's Shenzhen, China, operations are conducted through Nissin PRC, its Chinese operating subsidiary. Nissin PRC has obtained material permissions and approvals required for our operations in compliance with the relevant laws and regulations in the PRC. Nissin PRC is required to obtain and maintain various business licenses. The principal business license that Nissin PRC is required to maintain is a permit issued by the Shenzhen Administration for Market Regulation that allows Nissin PRC to conduct specific business in the Long Hua, Shenzhen geographical jurisdiction. As of the date of this annual report, Nissin PRC has received from the PRC authorities all requisite licenses, permissions or approvals needed to engage in the businesses currently conducted in China, and no permission or approval has been denied. Although Nissin PRC currently holds the required operating permits and licenses, Nissin PRC will have to reapply for the principal operating license in 2031.

The Company sells its products to customers in Hong Kong/China, Europe, and the United States/Mexico. As a result, its operations are subject to significant regulations related to its activities in these regions, including changes in international and domestic customs regulations, changes in tariffs, trade restrictions, and trade agreements and taxation.

Research and Development

As a manufacturer of parts and components for use in other products, the Company has traditionally not conducted a material amount of research or development. The Company does, however, engage in some research and development activities in connection with developing automated machines that its uses in its own manufacturing process and, more recently, in connection with developing its own proprietary products.

The Company recently decided to try to use its expertise in the production of electric motors to design and develop a line of new, lower cost electric motors. The Company believes that its new motors, one of which has now been developed and is being sold to one of the Company's existing customers, may fill the needs of some of its current customers and may also address a need in the market in general. The Company's goal is to develop its own proprietary electric motors that will enable it to transition a portion of its operations from being an OEM to becoming an ODM, or "original design manufacturer," that designs, develops, manufactures, and sells its own products. Because the Company is an OEM, it has not historically separately accounted for its research and development expenses. More recently, the Company has begun research and development of micro servo motors, with the goal of becoming a supplier of the small-sized motors used to operate the hands and fingers of humanoid robots. These efforts are at an early stage, and there can be no assurance that the Company will successfully develop or commercialize these products.

Organizational Structure/Offices and Manufacturing Facilities

Highway Holdings Limited is a holding company that operates through its subsidiaries. We do not operate our business through a variable interest entities structure. As of June 30, 2026, Highway Holdings Limited had five wholly-owned active subsidiaries (excluding some dormant or deactivated subsidiaries), and two majority-owned active subsidiaries (its 84% owned Myanmar subsidiary and 51% owned Germany subsidiary). Details of the Company's six principal wholly-owned operating subsidiaries and their principal activities are as follows:

Place of incorporation	Name of entity	Date of incorporation	Principal activities
Hong Kong	Kayser Limited	August 24, 1995	Trading of OEM products and procurement
Hong Kong	Nissin Precision Metal Manufacturing Limited	November 21, 1980	Trading and procurement
Hong Kong	Golden Bright Plastic Manufacturing Company Limited	May 19, 1992	Trading company, involved in trading plastic injection products
Hong Kong	Kayser Service Company Limited	9 December, 2024	Investment holding company
China	Nissin Metal and Plastic (Shenzhen) Company Limited	May 18, 2011	Manufacturing and assembling metal, plastics, mould and electronic products, and automation equipment
China	ShenZhen SilverAge Health and Wellness Co., Ltd	February 19, 2025	Providing service to elderly people

The Company also owns 84% of the equity of Kayser Myanmar, a foreign company registered under Myanmar law that is authorized to operate in Myanmar. Kayser Myanmar's principal activities consist of manufacturing and assembling metal and plastic products, and sub-contracting services for assembling electronic products. A Myanmar citizen both owns 16% of the Kayser Myanmar and is the general manager of the entity.

The Company also owns 51% of the equity of Regent-Feinbau, a German company with limited liability. Regent-Feinbau is a manufacturer specializing in precision sheet metal components and welded assemblies made of aluminum, steel and copper.

In addition, during fiscal 2026, the Company began operations of SilverAge as part of its business development efforts. SilverAge was in an early stage of operations during fiscal 2026 and generated losses during the period. These losses, together with related start-up, integration and operating expenses, increased the Company's selling, general and administrative expenses for fiscal 2026. The Company believes that China's aging population may present business opportunities in the coming years, and SilverAge represents an early-stage, exploratory effort to test that market and to evaluate the Company's ability to enter it successfully as the Company seeks to diversify beyond its OEM customer base. SilverAge's activities were funded with proceeds from the sale of two apartments that the Company had acquired approximately 20 years ago to provide living space for certain key employees. There can be no assurance that the Company will continue to pursue, or successfully develop, this initiative.

British Virgin Islands/Corporate Administrative Office

The office of the registered agent of the Company is located at Craigmuir Chambers, Road Town, Tortola, VG1110 British Virgin Islands. Only corporate administrative matters are conducted at these offices, through the Company's registered agent, Harneys Corporate Services Limited. The Company does not own or lease any property in the British Virgin Islands.

Hong Kong/Operating Administrative Offices

The Company leases Suite 1801, Level 18, Landmark North, 39 Lung Sum Avenue, Sheung Shui, New Territories, Hong Kong as its administrative, engineering, finance, purchasing and marketing offices. The offices at

Suite 1801, consisting of approximately 2,000 sq. ft., are leased by the Company's Kayser Limited subsidiary. The lease for the Hong Kong offices expire in March 2029. The aggregate monthly rental cost of these offices currently is approximately $5,400 per month, based on the exchange rate in effect on March 31, 2026.

Shenzhen, China/Manufacturing Facility

Until February 2023, the Company leased approximately 15,800 square meters of space at a factory complex located at Long Hua, Shenzhen, China from the Shenzhen Long Cheng Industry & Trade Industrial Co., Ltd. pursuant to various substantially similar related leases. The leased space included both manufacturing space and offices for production management, production engineering, and production support administration, as well as dormitories for some of its employees.

In February 2026 the Company extended the term of certain of these leases until February 28, 2029. Because the Company has relocated most of its labor-intensive manufacturing and assembly operations to its facility in Yangon, Myanmar, the Company no longer needs the same amount of space in Shenzhen as it has in the past. Under the renewed leases, the Company is required to pay approximately $46,000 per month for rent (at the RMB to U.S. dollar exchange rate in effect on March 31, 2026) until the expiration of the new leases on February 2029. In order to continue operating in Shenzhen, the Company's Shenzhen subsidiary, Nissin PRC, had to obtain a business license from the Shenzhen Administration for Market Regulation, which license allows Nissin PRC to conduct specific business activities in the Long Hua, Shenzhen geographical jurisdiction. Nissin PRC has obtained the required license which remains in effect until 2031.

Yangon, Myanmar/Manufacturing Facility

On March 29, 2019 Kayser Myanmar entered into a 50-year lease for a new manufacturing complex in Yangon, Myanmar (the "New Facility") at which Kayser Myanmar now conducts all of its operations. Prior to moving to the New Facility, Kayser Myanmar conducted its operations at another leased facility in Yangon, Myanmar. The New Facility is an approximately 6,900 square meter (1.67 acres) factory estate that is located in Hlaing Tharyar Township in Yangon. The New Facility is owned by Konig Company Limited ("Konig Company"), a Myanmar company. Konig Company is owned by two Myanmar citizens who are related to Kayser Myanmar. One of the principals of Konig Company currently is a manager and a shareholder of Kayser Myanmar (he owns a 16% interest in Kayser Myanmar).

The lease for the New Facility has a term of 50 years. Kayser Myanmar has the option to extend the lease term for two consecutive 10-year terms on the same terms and conditions as in effect for the initial 50-year period. Kayser Myanmar, the tenant, is obligated under the lease to make monthly lease payments equal to 10 million Myanmar Kyat (approximately U.S. $3,000 per month, based on the currency conversion rate in effect on March 31, 2026). At the onset of the lease, Kayser Myanmar has paid Konig Company $950,000 as a prepayment of rent under the lease (the prepayment represents approximately 12 years of rental payments). Under the lease, Kayser Myanmar must also pay all utilities (water, electricity, gas and sanitation), property taxes, and insurance on the premises. Kayser Myanmar has the right to alter and improve the premises at its own cost. As permitted by the lease, Kayser Myanmar has upgraded the existing two factories at the New Facility and has constructed a third factory and a new office building on the site. Kayser Myanmar has the right to sublet some or all of the New Facility. During the fiscal year ended March 31, 2024, Kayser Myanmar further advanced $123,000 (equivalent to MMK 259 million) to the landlord as a prepayment of rental fees, due to the Company's expectation of continued high inflation in Myanmar.

Under the lease, Kayser Myanmar has the option to purchase the factory from Konig Company if and when Myanmar law is changed to permit ownership of real estate in Myanmar by foreign-owned companies. Because Kayser Myanmar is a majority-owned subsidiary of the Company, under the Myanmar Transfer of Property Act 1882 and the Myanmar Transfer of Immovable Property Restriction Law 1987, Kayser Myanmar is deemed to be a foreign-owned company and, therefore, is currently not permitted to own the New Facility. If Myanmar law is changed to allow foreign-owned companies to own Myanmar real estate, Kayser Myanmar will have the option to purchase the New Facility at a price equal to the then fair market value of the New Facility. The fair market value

will be determined by an independent appraiser. The valuation of the New Facility will, however, exclude the increased value of the site attributable to any improvements, alterations, and additions made to the New Facility by Kayser Myanmar. Konig cannot sell, transfer or mortgage the New Facilities without the consent of Kayser Myanmar.

Ganderkesee, Germany/Manufacturing Facility

Regent-Feinbau, the Company's 51%-owned German subsidiary that the Company acquired on March 1, 2026, leases a factory in Ganderkesee, Germany, from which it conducts its precision sheet metal component and welded assembly operations. The lease has a term that expires in August 31, 2028. The monthly rent payable under the lease is currently €11,000 (approximately $12,724.58 based on the exchange rate in effect on March 31, 2026). As described under "Item 3. Key Information–D. Risk Factors–The Company's Leases in China and Germany Could Subject the Company to Substantial Future Risks and Costs," the landlord has indicated significant rent increases and, as a result, management has determined not to renew the lease on its current terms upon its expiration. The Company has not yet identified a replacement location.

Other Operations

In addition to its historical manufacturing operations, the Company continues to explore other possible means of leveraging its manufacturing capabilities in China and to develop proprietary products that the Company can manufacture and sell as its own products. As part of its goal to develop a line of proprietary products, the Company has and continues to develop its own line of brushless DC electric motors, some of which had been sold to the Company's customers. Previously, the Company developed proprietary CO2 snow-jet and dry ice cleaning system for industrial and commercial cleaning applications. However, to date, the Company has only manufactured a few of these cleaning systems, which units the Company currently uses in its own manufacturing operations. The Company also established a small, exploratory operation, SilverAge, to test the market for providing and selling products to elderly people in China.

Item 4.A. Unresolved Staff Comments

Not applicable.

Item 5. Operating and Financial Review and Prospects

Overview

The Company's net sales during the past two years were derived primarily from the manufacture and sale of metal, plastic and electronic parts and components for its international clients. For accounting purposes, the Company historically treated its (i) metal stamping and mechanical OEM manufacturing operations and (ii) electronic OEM manufacturing operations as two separate business segments. Beginning in fiscal 2026, the Company reports three segments, consisting of the metal stamping and mechanical OEM segment, the electric OEM segment, and an Other Services segment that includes the operations of SilverAge.

The Company is not taxed in the British Virgin Islands, the state of its formation.

The location of the Company's administrative offices for its operating subsidiaries in Hong Kong enables the Company to pay low rates of income tax due to Hong Kong's tax structure. The Company's income arising from its Hong Kong operations or derived from its operations within Hong Kong is subject to Hong Kong Profits Tax. As of March 21, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 that introduces the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK$2 million (equivalent to U.S. $257,000) 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%. The Company has selected Kayser Limited as the

qualified entity under two-tiered profit tax rates regime and the remaining Hong Kong based subsidiaries are not qualifying under the regime and continue to be taxed at 16.5%. There are no taxes on dividends or capital gains in Hong Kong.

Nissin PRC, the Company's subsidiary that is established and operates in China, is subject to the uniform income tax rate of 25% in China. In March 2023, the State Taxation Administration of PRC issued an announcement regarding the requirements to qualify as a "small-size, low profit" enterprise. Nissin PRC satisfies these requirements. Starting from January 1, 2023 and continuing until December 31, 2027, Nissin PRC will be eligible for a preferential income tax rate of 5% for the first 3 million RMB assessable profit.

Kayser Myanmar, the Company's 84%-owned Myanmar subsidiary, is subject to the tax provisions applicable companies operating in Myanmar and is subject to income tax at a rate of 22%. Kayser Myanmar is able to import many of the raw materials and parts that it uses to manufacture its export products free of taxes and free of duties under an import/export license that requires Kayser Myanmar to use a bonded warehouse.

The Company is not subject to U.S. taxes.

The Company owns 84% of Kayser Myanmar. Accordingly, the operations of Kayser Myanmar are included in the Company's consolidated financial statements (and in the below discussion of the Results of Operations) for the fiscal years ended March 31, 2026 and 2025. In addition, following the Company's acquisition of a 51% interest in Regent-Feinbau Adermann GmbH on March 1 2026 and the Company's formation of SilverAge during fiscal 2026, the results of Regent-Feinbau and SilverAge are included in the Company's consolidated financial statements from, respectively, the date of acquisition and the date of formation.

Net sales to customers by geographic area are generally determined by the physical locations of the customers. For example, if the products are delivered to a customer in China or Hong Kong, the sales are recorded as generated in Hong Kong and China; if the customer directs the Company to ship its products to Europe, the sales are recorded as sold in Europe.

Results of Operations

General

During the past three years discussed below, the Company's revenues were derived primarily from the manufacture and sale of metal, plastic and electronic products, parts and components. For the fiscal year ended March 31, 2026, net sales decreased by 35% from the fiscal year ended March 31, 2025. The decrease in net sales in fiscal 2026 is mainly owing to a general decrease in demand for the Company's products in Europe due to an uncertain global macro-economic outlook.

The following table sets forth the percentages of net sales of certain income and expense items of the Company for each of the three most recent fiscal years ended March 31, 2026.

	Years Ended March 31,		
	2024	2025	2026
Net Sales	100%	100%	100%
Cost of sales	73.0	66.7	71.6
Gross profit	27.0	33.3	28.4
Operating loss	(25.8)	(7.2)	(48.0)
Loss before income taxes	(18.0)	(2.0)	(42.2)
Income taxes	2.5	(0.5)	10.1
Net (loss)/income	(15.5)	1.5	(31.7)

Net (profit)/loss attributable to non-controlling interest	0.3	0.0	0.4
Net (loss)/income attributable to Highway Holdings Limited's Shareholders	(15.2)	1.4	(31.7)

Year Ended March 31, 2026 Compared to Year Ended March 31, 2025

Net sales for the fiscal year ended March 31, 2026 ("fiscal 2026") decreased by approximately $2,607,000, or 35.2% from the fiscal year ended March 31, 2025 ("fiscal 2025") due to a general decrease in demand in Europe. Europe constituted the Company's highest region by net sales in both fiscal 2026 and fiscal 2025. Net sales to European customers decreased to 78.8% in fiscal 2026 from 85.3% in fiscal 2025, while net sales to North American customers increased to 7.5% in fiscal 2026 from 3.9% in fiscal 2025. Net sales to Hong Kong/China increased to 13.1% in fiscal 2026 from 10.7% in fiscal 2025.

The Company historically operated in two principal manufacturing segments, which it refers to as (i) the "metal stamping and mechanical OEM" segment and (ii) the "electric OEM" segment. The metal stamping and mechanical OEM segment focuses on the manufacture and sale of metal parts and components, whereas the electric OEM segment focuses on the manufacture and sale of plastic and electronic parts, components and motors, with electronic products assembly sub-contracting services also provided during fiscal 2026. Beginning in fiscal 2026, the Company reports a third segment, "Other Services," which includes the operations of SilverAge. For fiscal 2026, net sales of the metal stamping and mechanical OEM segment decreased to 56.5% of the Company's net sales, from 60.7% in fiscal 2025, due to changes in the product mix. Net sales of the electric OEM segment correspondingly increased to 43.2% of net sales in fiscal 2026 from 39.3% in fiscal 2025. Net sales of the Other Services segment represented 0.3% of net sales in fiscal 2026 and nil in fiscal 2025.

Gross profits as a percentage of net sales decreased to 28.4% in fiscal 2026 from 33.3% in fiscal 2025 as a result of a decrease of our net sales to certain customers with higher margin products. Due to the decrease in net sales, the Company's gross profit in dollar terms decreased by approximately $1,104,000 to $1,366,000 in fiscal 2026 from approximately $2,470,000 in fiscal 2025.

Selling, general and administrative expenses increased by approximately $668,000, or 22.2%, in fiscal 2026 compared to fiscal 2025. Increased selling, general and administrative expenses in fiscal 2026 was mainly as a result of (a) a $125,000 impairment charge made on long-lived assets and right-of-use assets based on business operations forecasts, (b) expenses related to realization of restricted shares from the Regent businesses, and (c) additional $220,000 in expenses from new business segments.

For fiscal 2026, $125,000 in impairment losses on property, plant and equipment and operating lease right of use assets was recognized. No impairment losses on property, plant and equipment and operating lease right of use assets were recognized during fiscal 2025.

Gain on disposal of property, plant and equipment decreased by approximately $258,000 in fiscal 2026 compared to fiscal 2025 as fiscal 2025 included a gain from the sale of an apartment in Shenzhen, China, net of transactions tax.

As selling, general and administrative expenses were higher than the gross profit in fiscal 2026, the Company had an operating loss of approximately $2,307,000 in fiscal 2026 compared to operating loss of approximately $535,000 in fiscal 2025.

The Company had a currency exchange gain of approximately $22,000 and an exchange gain of approximately $124,000 in fiscal 2026 and fiscal 2025, respectively. The currency gain reflects the strength of the U.S. dollar relative to the RMB and the Kyat. Following the acquisition of Regent-Feinbau on March 1, 2026, the Company also has exposure to the Euro. The Company will continue to be exposed to currency fluctuations among

the U.S. dollar, the RMB, the MMK and the Euro because the Company does not intend to undertake any currency hedging transactions.

In fiscal 2026, the Company had an income tax benefit of approximately $486,000. The Company had an income tax expense of approximately $38,000 in fiscal 2025.

As a result of the foregoing, the Company had a net loss of approximately $1,524,000 in fiscal 2026, compared to net income of approximately $106,000 in fiscal 2025.

Year Ended March 31, 2025 Compared to Year Ended March 31, 2024

Net sales for the fiscal year ended March 31, 2025 ("fiscal 2025") increased by approximately $1,091,000, or 17.3% from the fiscal year ended March 31, 2024 ("fiscal 2024") due to a general increase in demand in Europe. Europe constituted the Company's highest region by net sales in both fiscal 2025 and fiscal 2024. Net sales to European customers increased to 85.3% in fiscal 2025 from 66.7% in fiscal 2024, while net sales to North American customers decreased to 3.9% in fiscal 2025 from 19.0% in fiscal 2024. Net sales to Hong Kong/China decreased to 10.7% in fiscal 2025 from 14.3% in fiscal 2024.

The Company operates in two segments that it refers to as (i) the "metal stamping and mechanical OEM" segment and (ii) the "electric OEM" segment. The metal stamping and mechanical OEM segment focuses on the manufacture and sale of metal parts and components, whereas the electric OEM segment focuses on the manufacture and sale of plastic and electronic parts, components and motors, with electronic products assembly sub-contracting services also provided during fiscal 2025. For fiscal 2025, net sales of the metal stamping and mechanical segment increased to 60.7% of the Company's net sales, from 55.0% in fiscal 2024, due to changes in the product mix. Net sales of the electric OEM segment correspondingly decreased to 39.3% of net sales in fiscal 2025 from 45.0% in fiscal 2024.

Gross profits as a percentage of net sales increased to 33.3% in fiscal 2025 from 27.0% in fiscal 2024 as a result of certain customers with higher margin products making up a higher percentage of our net sales. Due to the increase in net sales, the Company's gross profit in dollar terms increased by approximately $762,000 to $2,470,000 in fiscal 2025 from approximately $1,708,000 in fiscal 2024.

Selling, general and administrative expenses increased by approximately $528,000, or 21.3%, in fiscal 2025 compared to fiscal 2024. Lower selling, general and administrative expenses in fiscal 2024 was mainly as a result of the reversal of credit loss provision from a customer.

For fiscal 2025, there were no impairment losses on property, plant and equipment and operating lease right of use assets. Impairment losses totaling approximately $862,000 were recognized during fiscal 2024.

Gain on disposal of property, plant and equipment increased by approximately $317,000 in fiscal 2025 compared to fiscal 2024 as a result of the gain from the sale of an apartment in Shenzhen, China, net of transactions tax.

As selling, general and administrative expenses were higher than the gross profit in fiscal 2025, the Company had an operating loss of approximately $535,000 in fiscal 2025 compared to operating loss of approximately $1,631,000 in fiscal 2024.

The Company had a currency exchange gain of approximately $124,000 and an exchange gain of approximately $198,000 in fiscal 2025 and fiscal 2024, respectively. The currency gain reflects strength of the U.S. dollar relative to both the RMB, the Kyat and Euro. The Company will continue to be exposed to currency fluctuations with U.S. dollar and the MMK because the Company does not intend to undertake any currency hedging transactions.

In fiscal 2025, the Company had an income tax expense of approximately $38,000. The Company had an income tax benefit of approximately $161,000 in fiscal 2024.

As a result of the foregoing, the Company had a net income of approximately $106,000 in fiscal 2025, compared to net loss of approximately $959,000 in fiscal 2024.

Liquidity and Capital Resources

The following table sets forth a summary of our cash flows for the periods indicated:

	Years Ended March 31,		
	2024	2025	2026
	(In thousands of U.S. dollars)		
Net cash (used in) / provided by operating activities	$ 415	$ (360)	$ (1,411)
Net cash (used in) / provided by investing activities	(102)	232	(109)
Net cash used in financing activities	(557)	(492)	(25)
Net decrease in cash and cash equivalents	(244)	(620)	(1,538)
Cash and cash equivalents at beginning of year	6,952	6,601	5,972
Effect of exchange rate changes on cash and cash equivalents	(107)	(9)	(18)
Cash and cash equivalents at end of year	$ 6,601	$ 5,972	$ 4,409

As of March 31, 2026, the Company had working capital of approximately $3,942,000, compared to working capital of approximately $5,493,000 as of March 31, 2025 and approximately $5,809,000 as of March 31, 2024. As of March 31, 2026, the Company had a working capital ratio of 2.2 to 1.

The amount of cash and cash equivalents held by the Company on March 31, 2026 decreased to approximately $4,409,000 from approximately $5,972,000 on March 31, 2025 and the Company had cash and cash equivalents of approximately $6,601,000 on March 31, 2024. The decrease in cash and cash equivalents held by the Company on March 31, 2026 was largely due to cash used in operating activities.

The Company regularly purchases raw materials used to manufacture customer products in anticipation of receiving purchase orders from existing customers for such products. If the anticipated customer orders do not materialize, or if the orders are smaller than anticipated, unless the Company is able to repurpose those raw materials, it will incur a loss from such purchases. Should the customers be unable or unwilling to purchase the products that the Company intended to manufacture on behalf of this customer, the Company could be stuck with excess unusable inventory, which would adversely affect its liquidity.

The Company has historically generated sufficient funds from its operating activities to finance its operations and there has been little need for external financing other than capital leases which are used to finance equipment acquisitions and letter of credit facilities for secured purchases of materials and components from overseas vendors. For fiscal 2026, the Company used approximately $1,411,000 of net cash in its operating activities. In fiscal 2025, the Company used approximately $360,000 of net cash from its operating activities and in fiscal 2024, the Company generated approximately $415,000 of net cash from its operating activities.

The Company used approximately $109,000 in fiscal 2026 in its investing activities, which consisted primarily of acquisition of a subsidiary and payments for purchases of property, plant and equipment. In fiscal 2025, the Company generated approximately $232,000 of cash in its investing activities and in fiscal 2024, the Company used approximately $102,000 of cash from its investing activities.

Net cash used in financing activities mostly represents cash dividends paid by the Company during each of fiscal 2024, 2025 and 2026. Dividends of approximately $616,000, $492,000 and nil were paid in fiscal 2024, 2025 and 2026, respectively. Dividends are declared at the discretion of the Board of Directors, subject to applicable laws, and depend on a number of factors, including the Company’s financial condition, results of operations, capital

requirements, plans for future expenditures, general business conditions and other factors considered relevant by our Board of Directors. As a result, no assurance can be given that the Company will pay cash dividends in the current fiscal year or at any time in the future or, if dividends are paid, that the amounts will be consistent with amounts paid in prior years.

As of the date of this annual report the Company has no outstanding bank loans. However, the Company also does not have any bank credit facilities under which it can borrow funds should the Company need additional capital to fund unanticipated expenses (such as funding unbudgeted expenses related to the Yangon facility, posting additional deposits/bonds with governmental agencies, or funding certain operating expenses as a result of an unexpected slowdown of customer orders). Accordingly, the Company will be dependent on its current financial resources should unanticipated expenses arise. No assurance can be given that its current reserves will be sufficient.

The Company believes that its currently available working capital and funds generated from its operations are adequate to support its operations for at least the next 12 months.

Exchange Rates

The Company transacts its business from its Hong Kong sales and purchasing offices with its vendors and customers primarily in U.S. dollars and, to a lesser extent, in Hong Kong dollars and Euros. As a result of the assembly/manufacturing operations that the Company conducts in Myanmar, the Company now also pays labor costs with respect to its Myanmar workforce and costs relating to its Myanmar manufacturing facilities in MMK. In addition, as a result of the acquisition of Regent-Feinbau on March 1, 2026, the Company now incurs operating costs and receives revenues in Germany that are denominated in Euros, and will accordingly be increasingly exposed to fluctuations in the value of the Euro relative to the U.S. dollar. While the Company faces a variety of risks associated with changes among the relative value of these currencies, because the Company pays all of its Myanmar and Shenzhen factory expenses in MMK and RMB, respectively, the changes in the value of the MMK and RMB compared to the U.S. dollar were significant in the fiscal year ended March 31, 2026. During the period from March 31, 2025 to March 31, 2026, although the official rate of the MMK compared to the U.S. dollar remained relatively stable, the parallel rate was lower than the official rate, which was the primary cause for the Company's currency exchange gain of $22,000 in fiscal 2026.

The Company makes its payments for its manufacturing facilities and factory workers in Shenzhen, China in RMB. The value of the RMB compared to the U.S. dollar was higher on March 31, 2026 compared to the end of the prior fiscal year. An increase in the value of the RMB compared to the U.S. dollar increases the Company's operating costs (expressed in U.S. dollars). Likewise, the Company makes its payments for its manufacturing facilities and factory workers in Yangon, Myanmar, in MMK. The value of the MMK compared to the U.S. dollar decreased as of March 31, 2026 compared to a year earlier, primarily as a result of the economic uncertainty following the military takeover in that country. A decrease in the value of the MMK compared to the U.S. dollar decreases the Company's operating costs (expressed in U.S. dollars) in Myanmar. The weakening of the MMK compared to the U.S. dollar has decreased the Company's operating expenses in Myanmar in U.S. dollar terms and has thereby increased the Company's overall currency exchange gain in fiscal 2026. Currency fluctuations in the future may have material impact on the results of the Company's operations.

Currency exchange rate fluctuations affect the Company's operating costs, and also affect the price the Company receives for the products that it sells. A significant proportion of the Company's net sales in fiscal 2026 were to Europe. In order to mitigate the currency exchange rate risks related to changes in the value of the dollar relative to the Euro, the Company has requested its European customers to pay in U.S. dollars, and in fiscal 2026, substantially all of the Company's European customers did so. In addition, the Company has entered into agreements with certain of its larger European customers that permit the Company's prices to be adjusted every three months to account for currency fluctuations.

In fiscal 2026, the Company realized a currency exchange gain of approximately $22,000 compared to an exchange rate gain of approximately $124,000 in fiscal 2025. The Company had a currency exchange gain of approximately $198,000 in fiscal 2024.

The Company does not utilize any form of financial hedging or option instruments to limit its exposure to exchange rate or material price fluctuations and has no current intentions to engage in such activities in the future. Accordingly, material fluctuations in the exchange rates between the U.S. dollar and other currencies could have a material impact on the Company's future results. As a result of the Company's expansion into Myanmar, it will also be increasingly subject to the currency risks associated with the Myanmar Kyat (MMK), the official currency of that country.

Trend Information

As discussed elsewhere in this annual report, certain trends, uncertainties, demands, commitments or events had a material adverse effect, and could reasonably be expected in the future to have a material adverse effect on, the Company's net revenues, income, profitability, liquidity or capital resources. Specifically, these trends consist of (i) the boom/bust cycle of purchase orders placed by certain of the Company's customers because of post- COVID-19 swings in demand for their products due to pent-up demand and the resulting over-production of inventory, (ii) the decrease in orders from certain of the Company's German customers for products manufactured at the Company's Yangon, Myanmar, factory because of Myanmar's civil unrest and human rights record and policies and the potential regulatory and brand risks that may result, and (iii) the recent diplomatic strains and trade disputes between China and the U.S., which issues have caused certain European customers to gradually reduce their dependence on products manufactured in China and may cause the Chinese government to impose additional restrictions or requirements that effect our business. In response to these trends, the Company has begun, through Regent-Feinbau, to offer certain European customers localized inventory holding, key account management and delivery services from within Europe, and initial customer responses have been positive. There can be no assurance, however, that this strategy will be successful or that the Company will realize its anticipated benefits. Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the year ended March 31, 2026 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

Recently issued accounting standards adopted

In December 2023, the FASB issued ASU 2023-09, Improvement to Income Tax Disclosure. This standard requires more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. This standard also includes certain other amendments to improve the effectiveness of income tax disclosures. ASU 2023-09 is effective for public business entities, for annual periods beginning after December 15, 2024. For entities other than public business entities, the amendments are effective for annual periods beginning after December 15, 2025. Early adoption is permitted. As a public business entity, the Group adopted ASU 2023-09 effective on April 1, 2025 on a prospective basis on its consolidated financial statements.

Recently issued accounting standards not yet adopted

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires disclosure in the notes to the financial statements, of disaggregated information about certain costs and expenses that are included in expense line items on the face of the income statement. The requirements of ASU 2024-03 are effective for fiscal years beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027 with early adoption permitted. The Company is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements and disclosures.

Critical Accounting Policies and Estimates

The Company prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. On an on-going basis, the Company evaluates its estimates and judgments, including those related to bad and doubtful debts. The Company bases its estimates and judgments on historical experience and on various other factors that the Company believes are reasonable. Actual results may differ from these estimates under different assumptions or conditions.

The following critical accounting policies affect the more significant judgments and estimates used in the preparation of the Company's consolidated financial statements. For further discussion of our significant accounting policies, refer to Note 2 "Summary of Significant Accounting Policies" of our consolidated financial statements in Item 18.

Revenue Recognition

We recognize revenue when our customer obtains control of promised goods or receives services provided in an amount that reflects the consideration which we expect to receive in exchange for those goods. To determine revenue recognition for the arrangements that we determine are within the scope of Topic 606, we perform the following five steps: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

The revenue from contracts with customers is derived from the sales of metal stamping, mechanical OEM and electric OEM products, from the sub-contracting income for the provision of electronic products assembly service, and from the provision of machinery maintenance services.

Product revenue recognition-point of time. The Company sells goods to its customers under sales contracts or by purchase orders. The Company has determined there is one performance obligation for each of the sales contracts and purchase orders. The performance obligations are considered to be met and revenue is recognized when the customer obtains control of the goods. Revenue is recognized at that point of time. The Company has two major goods delivery channels:

(1) Delivering goods to customers' predetermined location; the Company has satisfied the contracts' performance obligations when the goods have been delivered and relevant shipping documents have been collected by us; and

(2) Picking up goods by customers in our warehouse; the Company has satisfied the contracts' performance obligations when the goods have been picked up and the acceptance document has been signed by the customers.

Sub-contracting income recognition – point of time. The Company's performance obligation is to provide sub-contracting services on electronic products assembly to one customer. When the Company satisfies a performance obligation, it will recognize as revenue the sub-contracting income it earns from the provision of electronic products assembly service. The Company's revenue from sub-contracting income was $818,000, approximately nil and $nil for the years ended March 31, 2024, 2025 and 2026 respectively.

Service revenue recognition – over time. The Company provides machinery maintenance services to customers, where revenue is recognized over time. The Company recognized certain revenue from contracts with customers for performance obligations satisfied over time, consisting principally of machinery maintenance service income. The Company's revenue from machinery maintenance services was approximately nil, nil and nil for the years ended March 31, 2024, 2025 and 2026 respectively.

Other service revenue recognition – over time. The Company also provides services to elderly people, with revenue recognized over time as the services are rendered. For the years ended March 31, 2024, 2025, and 2026, revenue from these educational services was nil, nil, and $14, respectively.

Breakdown of revenue recognition by product line is as follows (USD'000):

	Years ended March 31,		
	2024	2025	2026
	$	$	$
Sale of products	5,503	7,412	4,791
Sub-contracting income	818	-	-
Other service income	-	-	14
Total	6,321	7,412	4,805

Breakdown of revenue recognition at a point of time / over time is as follows (USD'000):

	Years ended March 31,		
	2024	2025	2026
	$	$	$
Revenue recognized at a point of time	6,321	7,412	4,791
Revenue recognized over time	-	-	14
Total	6,321	7,412	4,805

Return Rights. The Company does not provide its customers with the right of return (except for product quality issue) or production protection. Customers are required to perform product quality check before acceptance of goods delivery. We did not recognize for any refund liability according to the product return on the consolidated balance sheets.

Value-added taxes and surcharges. The Company presents revenue net of VAT and surcharges incurred. The surcharge is sales related taxes representing the City Maintenance and Construction Tax and Education Surtax. The Company incurs expenses or pays fees to external delivery service providers, respectively, and records such expenses and fees like shipping and handling expenses. Total VAT and surcharges paid by us during the years ended March 31, 2024, 2025 and 2026 amounted to approximately $85,000, $77,000 and $67,000 respectively.

Principals vs. agent accounting. The Company records all product revenue on a gross basis. To determine whether we are agent or principal in the sale of products, we consider the following indicators: we are primarily responsible for fulfilling the promise to provide the specified goods or services, we are subject to inventory risks before the specified goods have been transferred to a customer or after transfer of control to the customers, and we have discretion in establishing the price of the specified goods.

Disaggregation of revenue. The Company disaggregates its revenue from different types of contracts with customers by principal product categories, as it believes it best depicts the nature, amount, timing and uncertainty of its revenue and cash flows. See note 25 of the Company's consolidated financial statements for product revenues by segment.

Contract balances. The Company did not recognize any contract asset as of March 31, 2025 and March 31, 2026. The timing between the recognition of revenue and billings issuance is not significant.

The Company's contract liabilities consist of deposits received from customers. As of March 31, 2025 and March 31, 2026, the balances of the contract liabilities were approximately $10,000 and $225,000, respectively, including deposits received from a customer. All contract liabilities as of March 31, 2026 are expected to be recognized as revenue during the year ending March 31, 2027.

Provision for doubtful receivables

From April 1, 2020, the Company adopted ASU No. 2016-13, "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASC Topic 326"), which amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses.

The Company's accounts receivable, other current assets and loan receivables recorded in prepaid expenses and other current assets are within the scope of ASC Topic 326. Accounts receivable primarily represent amounts due from customers, that are typically non-interest bearing and are initially recorded at the invoiced amount. Accounts receivable balances are written-down against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Any off-balance sheet credit exposure related to its customers is assessed in the same manner as on-balance sheet credit exposure.

To estimate expected credit losses, the Company has identified the relevant risk characteristics of its customers and the related receivables, other current assets and loan receivables which include size, type of the services or the products the Company provides, or a combination of these characteristics. Receivables with similar risk characteristics have been grouped into pools. For each pool, the Company considers the past collection experience, current economic conditions, future economic conditions (external data and macroeconomic factors) and changes in the Company's customer collection trends. Other key factors that influence the expected credit loss analysis include customer demographics, payment terms offered in the normal course of business to customers, and industry-specific factors that could impact the Company's receivables. Additionally, external data and macroeconomic factors are also considered. This is assessed at each year end based on the Company's specific facts and circumstances. No significant impact of changes in the assumptions since adoption. As of March 31, 2026, expected credit loss provision recorded in accounts receivable was approximately $28,000 compared to approximately $109,000 in fiscal 2025.

The Company accounts for balance sheet offsetting in accordance with ASC 210, Balance Sheet. When all the following conditions are met and when the Company and the counterparty both consent, accounts receivable balances and account payable balances set off each other and the Company presents the asset and liability as a net amount on the balance sheet: Each of the two parties owes the other determinable amounts, the Company has the right to set off the amount owed with the amount owed by the other party, the Company intends to set off and the right of set off is enforceable at law. Approximately $46,000 offsetting balance as of March 31, 2026 compared to no offsetting balance in fiscal 2025.

Inventories written-down

Inventories are stated at the lower of cost and realizable value, with cost determined by the first-in-first-out method. Work-in-progress and finished goods consist of raw materials, direct labor and overheads associated with the manufacturing process. Write-down of potential obsolete or slow-moving inventories is recorded based on management's assumptions about future demands and market conditions.

Impairment or disposal of long-lived assets and right of use ("ROU") assets

The Company reviews its long-lived assets and ROU assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. When these events occur, the Company measures impairment by comparing the carrying value of the long-lived assets and ROU assets to the sum of the estimated undiscounted future cash flows expected to be generated from the use of the assets and the eventual disposition. An impairment exists when the estimated undiscounted future cash flows are less than the carrying value of the assets being evaluated. Impairment loss is calculated as the amount by which the carrying value of the assets exceeds their fair value.

At each year end as of March 31, 2024, 2025 and 2026, the Company reviewed the long-lived assets and ROU assets for impairment, since there are several indicative events and factors identified, including (1) significant adverse changes in the business climate, including the possible negative impact of political unrest in Myanmar, (2) operating and/or cash flow losses in prior years, and (3) negative impact of business operations as a result of trade controversies between China and the U.S. and new global human and environmental rights regulations pending or enacted.

For the years ended March 31, 2025, as a result of the comparisons, management has identified the sum of expected undiscounted cashflow of long-lived assets and ROU assets are higher than their carrying values. The Company did not recognize any impairment of long-lived assets and ROU assets during the years ended March 31, 2025.

For the year ended March 31, 2024 and 2026, as a result of the comparison, management has identified the sum of estimated undiscounted future cashflow of long-lived assets and ROU assets are lower than their carrying values. Accordingly, an impairment loss of approximately $335,000 and $19,000 for long-lived assets and an impairment loss of approximately $527,000 and $106,000 for ROU assets are recognized in fiscal 2024 and fiscal 2026 respectively, which are the amounts by which the carrying values of assets exceed their fair value.

For the year ended March 31, 2026, The Company performs its annual goodwill impairment test if events or changes in circumstances indicate that the carrying amount of a reporting unit may exceed its fair value.

The impairment test compares the estimated fair value of each reporting unit to its carrying amount. The Company determines the fair value of its reporting units using a discounted cash flow model based on management's internal forecasts, which include assumptions such as revenue growth rates, operating margins, and discount rates.

As of March 31, 2026, the estimated fair value of each reporting unit exceeded its carrying amount. Accordingly, no goodwill impairment was recognized during the fiscal year ended March 31, 2026. The Company also evaluated whether any events or changes in circumstances subsequent to the annual test date would suggest that goodwill might be impaired and determined that no such indicators existed.

Leases

The Company accounts for leases in accordance with ASC 842, Leases ("ASC 842"), which requires lessees to recognize leases on the balance sheet and disclose key information about leasing arrangements. The Company elected not to apply the recognition requirements of ASC 842 to short-term leases. The Company also elected not to separate non-lease components from lease components and, therefore, it will account for lease component and the non-lease components as a single lease component when there is only one vendor in the lease contract.

The Company determines if a contract contains a lease based on whether it has the right to obtain substantially all of the economic benefits from the use of an identified asset which the Company does not own and whether it has the right to direct the use of an identified asset in exchange for consideration. Right of use ("ROU") assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are recognized as the amount of the lease liability, adjusted for lease incentives received. Lease liabilities are recognized at the present value of the future lease payments at the lease commencement date.

Lease payments may be fixed or variable, however, only fixed payments or in-substance fixed payments are included in the Company's lease liability calculation.

Variable lease payments are recognized in operating expenses in the period in which the obligation for those payments are incurred.

The Company reviews its long-lived assets and ROU assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. $106 was made on ROU assets as of March 31, 2026 (2025 impairment: none).

The operating lease is included in operating lease right-of-use assets, operating lease liabilities-current and operating lease liabilities-non-current in the consolidated balance sheets at March 31, 2025 and March 31, 2026.

Business Acquisition

On March 1, 2026, the Company acquired a 51% controlling interest in Regent. The total consideration transferred for the 51% interest was €662,000 (approximately $758,000), consisting of cash of €612,000 and the issuance of restricted shares of the 64,851 Company's common shares valued at €50,000.

Pursuant to the Share Purchase Agreement, the Company completed the transfer of the consideration on March 1, 2026, and the acquisition was completed on the same date. Upon completion of the transaction, the Company obtained control of Regent through its majority voting rights and, accordingly, accounted for the transaction as a business combination in accordance with ASC 805, Business combinations.

The acquisition was accounted for as a business combination by applying the acquisition method. Accordingly, the acquired assets and liabilities were recorded at their fair value on the date of acquisition. The Company engaged an independent third-party valuation firm to assist with the valuation of assets acquired and liabilities assumed in this business combination. The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date, including the recognition of the Non-controlling Interest (NCI) at fair value.

Consideration transferred (51%):		
By cash	$	701
By common shares	$	57
Fair value of Noncontrolling Interest (49%)	$	566
Total	$	1,324
Tangible Assets, net	$	527
Intangible asset – Customer relationship	$	537
Goodwill (residual)	$	260
Total	$	1,324

Item 6. Directors, Senior Management and Employees

Directors and Executive Officers

The Directors and executive officers of the Company as of June 30, 2026 are listed below.

Name	Age	Positions

Roland W. Kohl	77	Chief Executive Officer, Director, Chairman of the Board
Ringo Tsang	60	Chief Operating Officer
Alan Chan	62	Chief Financial Officer, Secretary
Doron Aharonov [1]	47	Director
Irene Wong Ping Yim [1] [2]	60	Director
Heiko Sonnekalb [1] [2]	55	Director
Annie Leung Hoi Ling	37	Director
Brian Chu Chong Tat	53	Director

(1) Current member of Audit Committee.
(2) Member of Compensation Committee

The Directors hold office until their term has expired and they are re-elected at an annual meeting of shareholders. The Company's Amended and Restated Memorandum and Articles of Association provide that the Board of Directors is divided into three classes of directors with staggered terms of office. At each annual meeting of shareholders, the members of one class of directors will be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election, and until their successors have been duly elected and qualified. The next annual meeting of shareholders is currently scheduled to be held on September 12, 2026.

As a foreign private issuer organized under the law of the British Virgin Islands, the Company may follow its home company practice in lieu of NASDAQ's Marketplace Rule 5605(b)(1) requiring the independence of a majority of our directors. During the year ended March 31, 2026 and continuing to date, the composition of the Board of Director has consisted of a majority of directors deemed "independent" under that Rule.

Roland W. Kohl. Mr. Kohl was the founder of the Company and has been its Chief Executive Officer since its inception in 1990. He has been a Director of the Company since March 1, 1995. He has overall responsibility for the day-to-day operations of the Company and its subsidiaries. Prior to forming the Company, Mr. Kohl was the Managing Director of Dialbright Company Limited, a camera manufacturer located in China. Mr. Kohl received a degree in mechanical engineering and has over thirty years' experience in managing factories and manufacturing operations in China. Mr. Kohl is a German national and resides in Hong Kong.

Ringo Tsang. Mr. Tsang was appointed as the Chief Operating Officer in November 2017. Mr. Tsang joined the Company in March 2009 as a Production Engineer and was promoted to Chief Technology Officer in 2010. Since becoming Chief Technology Officer, Mr. Tsang has been in charge of the Company's engineering department, its tool shop, its Computer Numerical Control (CNC) tooling system, and its automation and information technologies. Mr. Tsang has a Bachelor of Science degree in mechanical engineering, and a Master's Degree in each of Business Administration, Information Systems, and Professional Accounting.

Alan Chan. Mr. Chan was appointed as the Company's Chief Financial Officer and Secretary in September 2010. From June 2009 until he joined the Company, Mr. Chan served as chief financial officer for a joint venture in China with Laureate Education Group. He previously served as vice president and chief financial officer for DeCoro, an Italian sofa manufacturer with two facilities in Shenzhen, and as financial controller for San Miguel Shunde Brewery Co. Ltd., a foreign joint venture engaged in the manufacturing and sale of beer products for China and overseas markets. He also served as financial controller for Hua Yang Printing Holdings Co. Ltd., a manufacturer of children's paper products. Mr. Chan began his professional career as an accountant with Nelson Wheeler, an Australian CPA firm, and subsequently with PricewaterhouseCoopers – formerly Coopers and Lybrand. Mr. Chan earned a Master of Arts degree in accounting from Curtin University in Australia and a Bachelor of Arts degree from the University of Lancaster in the United Kingdom.

Irene Wong Ping Yim. Ms. Wong was elected to the Board of Directors in July 2005. For over ten years, Ms. Wong was the Chief Accountant of CNIM Hong Kong Ltd. From 1994 to 2001, she was the Accounting Manager of Highway Holdings. Ms. Wong graduated from Deakin University with a Master's Degree in Business Administration. She is currently a fellow member of the Association of Chartered Certified Accountant and a member of Hong Kong Institute of Certified Public Accountants.

Heiko Sonnekalb. Mr. Sonnekalb was appointed to the Board of Directors on April 1, 2020. Mr. Sonnekalb currently serves as the chief executive officer of Dr. Arnold Schaefer GmbH, a German holding company, Lakal GmbH, a German manufacturer of shutter blinds, and Bartz Werke GmbH, a German casting foundry and heat and pipe technology company. In addition, he serves as a member of the supervisory board of Germany-based Herweck AG. Mr. Sonnekalb also is a committee member of both the IHK Saarland Industrial Research and Foreign Trade Committee and the DIHK Berlin Industrial Research and Foreign Trade Committee. He also serves as a judge on the labor court in Saarbruecken, Germany. Mr. Sonnekalb received a degree in Business Administration from the University of Fulda, Germany, in 1997.

Annie Leung Hoi Ling, 37 years old, has over 12 years of experience in engineering design, manufacturing, and operations. She currently runs an OEM factory she built in 2019 in Vietnam with over 600 employees. Ms. Leung previously held positions at Artop Group, Good Mark Industrial Limited and Good Mark Industrial Vietnam. She received BEng with honors in product analysis and engineering design from The Hong Kong Polytechnic University.

Brian Chu Chong Tat, 53 years old, has over 28 years of experience in collaborative education and entrepreneurship. His dedication to excellence and commitment to helping students realize their unique strengths has served as the foundation for a highly successful career. . Mr. Chu also founded a highly successful tennis club on his own initiative, with approximately 100 active members. Mr. Chu holds a Bachelor of Education with Honors from Hong Kong Education University.

Doron Aharonov. Mr. Aharonov was appointed to the Board of Directors on October 25, 2025. Mr. Aharonov currently serves as a real estate broker with Compass in Manhattan, New York. From 2018 to 2023, he was a commercial real estate agent with CBRE Ltd. in Israel, and from 2015 to 2018 he was a broker with Douglas Elliman Real Estate in New York. Mr. Aharonov holds a B.A. in Business Administration (Finance) from Ono Academic College and served in the Israel Defense Forces from 1997 to 2000 as a Company Sergeant Major in the Free Fall Training School.

There are no other family relationships between any of the above-named officers, directors or employees. To the Company's knowledge, no arrangement or understanding exists between any such director and executive officer and any major shareholder, customer, supplier or other party pursuant to which any director or executive officer was elected as a director or executive officer of the Company.

Since the Company's last annual report, four directors, Tiko Aharonov, Drik Hermann, Ph.D., Patrick Michaels, and Marcus Bagnall, resigned from the Company's Board of Directors. Each resignation was not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Tiko Aharonov also ceased to serve as a member of the Audit Committee and of the Compensation Committee upon his resignation. During fiscal 2026, Doron Aharonov was appointed to the Company's Board of Directors and was also appointed as a member of the Audit Committee. As of the date of this annual report, the Board consists of six directors, five of whom are independent under applicable Nasdaq listing standards

Compensation of Directors and Officers

The aggregate amount of compensation (including non-cash benefits, but excluding equity compensation) paid by the Company and its subsidiaries during the year ended on March 31, 2026 to directors on the Company's Board of Directors and officers as a group, for services rendered to the Company and its subsidiaries in all capacities was approximately $852,000, excluding amounts paid by the Company as dividends to directors and executive officers in their capacity as shareholders of the Company.

Mr. Kohl is employed pursuant to an employment agreement that can only be terminated by the Company, other than for cause or in the case of Mr. Kohl's incapacity, by paying Mr. Kohl a severance payment equal to three times his annual base salary. As of the past fiscal year, Mr. Kohl has voluntarily reduced his annual base salary by half. The forgone portion of his salary is waived. This voluntary reduction may be reversed and his salary restored to its original base salary at any time.

Mr. Kohl, and the three other senior managers of the Company, are entitled to receive cash payments equal to three times their annual salary in the event of a change of control of the Company without the approval of the Board of Directors.

On May 1, 2025, Mr. Kohl, Tiko Aharonov, Mr. Sonnekalb, and Ms. Wong, each directors of the Company, and Mr. Tsang and Mr. Chan, each officers of the Company, were each granted 20,000 shares of restricted stock under the Company's 2020 Stock Option and Restricted Stock Plan. Further, Ms. Ling, and Mr. Tat, each directors of the Company, were each granted 2,500 shares of restricted stock under the Company's 2020 Stock Option and Restricted Stock Plan. The restricted stock awards granted to the directors of the Company are each subject to vesting and each vest fully on April 1, 2028 subject to continuous provision of services to the Company through such date. The restricted stock awards granted to Mr. Tsang and Mr. Chan are each subject to vesting and each vest fully on April 1, 2030 subject to continuous provision of services to the Company through such date.

During the past fiscal year, the Company paid each of the non-executive directors an annual director's fee of $12,000 and reimbursed them for their reasonable expenses incurred in connection with their services as directors. In addition, the Chairman of any committee is paid an additional fee of $2,000 per year, and the members of a committee are paid an additional fee of $2,000 per year for each committee on which they serve.

Board Practices

Directors of the Company are elected at the Company's annual meeting of shareholders and serve until their successors take office, or until their death, resignation or removal. The Company's Amended and Restated Memorandum and Articles of Association provide for the classification of our Board of Directors into three classes of directors with staggered terms of office. At each annual meeting, one class of directors will be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election and until their successors have been duly elected and qualified (i.e. directors will be elected for three year terms).

The Company generally holds its annual meeting of shareholders within 90 days after the filing of its annual report on Form 20-F with the Commission. Executive officers serve at the pleasure of the Board of Directors of the Company. As of the date of this annual report, there are no agreements with any of the Directors that would provide the Directors with any benefits upon termination of employment. However, in the event of a change of control without the approval of the Board of Directors, Mr. Kohl, and the three other senior managers of the Company, are entitled to receive cash payments equal to three times their annual salary.

Audit Committee. During fiscal 2026, the members of the Audit Committee of the Board of Directors were Irene Wong Ping Yim, Heiko Sonnekalb, and Tiko Aharonov, until Tiko Aharonov's resignation from the Board of Directors this fiscal year. The Audit Committee reviews, acts on and reports to the Board of Directors on various auditing and accounting matters, including the selection of the Company's auditors, the scope of the annual audits, fees to be paid to the auditors, the performance of the independent auditors, any additional services to be provided by the auditors, and the Company's accounting practices. Each of these individuals is a non-employee director and is independent as defined under the Nasdaq Stock Market's listing standards, and each has significant knowledge of financial matters (one of the members has an advanced degree in business administration). Ms. Wong has been designated by the Board as the "audit committee financial expert" as defined under Item 401(h)(2) of Regulation S-K of the Securities Exchange Act of 1934, as amended. The Audit Committee met two times during fiscal 2026. The Audit Committee operates under a formal charter that governs its duties and conduct.

Compensation Committee. During the past fiscal year, the Compensation Committee of the Board of Directors consisted of Irene Wong Ping Yim, Heiko Sonnekalb, and Tiko Aharonov, until Tiko Aharonov's resignation from the Board of Directors this fiscal year. The Compensation Committee administers the Company's 2020 Stock Option and Restricted Stock Plan and establishes the salaries and incentive compensation of the executive officers of the Company.

The Board of Directors does not have a separate Nominating Committee. Nominees for the election to the Board are selected and nominated by the independent directors (there currently are six directors, five of whom are independent). The Board of Directors has not established any specific minimum qualifications for director candidates or any specific qualities or skills that a candidate must possess in order to be considered qualified to be nominated as a director. Qualifications for consideration as a director nominee may vary according to the particular areas of expertise being sought as a complement to the existing board composition. In making its nominations, the independent members of the Board of Directors generally will consider, among other things, an individual's business experience, industry experience, financial background, breadth of knowledge about issues affecting our company, time available for meetings and consultation regarding company matters and other particular skills and experience possessed by the individual.

Option and Restricted Stock Plans

2010 Stock Option and Restricted Stock Plan. On June 26, 2010, the Company adopted the 2010 Stock Option and Restricted Stock Plan (the "2010 Option Plan") that covered 600,000 shares of the Common Shares. The Option Plan provided for the grant of options to purchase Common Shares to employees, officers, directors and consultants of the Company and for the grant of shares of restricted stock. The 2010 Option Plan expired on June 26, 2020. On the date that the 2010 Option Plan expired, awards for all 600,000 shares available for grant under the 2010 Stock Option Plan had been granted, and no additional shares were available for grant under the 2010 Option Plan.

2020 Stock Option and Restricted Stock Plan. Because the 2010 Option Plan was about to expire, on June 20, 2020, the Company adopted the 2020 Stock Option and Restricted Stock Plan (the "2020 Option Plan"). Under the 2020 Option Plan, the Company is authorized to grant options, and to issue restricted shares, for a total of 1,000,000 shares. To date, no options have been granted under the 2020 Option Plan and 500,000 shares of restricted stock have been awarded under the 2020 Option Plan. The 2020 Option Plan became effective upon the approval of the plan by the shareholders at the Company's October 8, 2020 annual meeting of shareholders.

Employees

As of June 30, 2026, the Company had a total of 99 persons who were working on a full-time basis for the Company. All of the Company's employees are employed by the Company's various subsidiaries. Of the foregoing workers and employees, 32 were engaged in the administration of the Company (including marketing, purchasing, personal, bookkeeping, import/export, material control, shipping, security), engineering, design and development, tool and fixture production, and the balance, 67 employees, were engaged in manufacturing, quality assurance, warehousing and other supporting functions.

Kayser Myanmar, the Myanmar-based company in which the Company currently owns an 84% stake, employed a total of approximately 10 employees as of June 30, 2026.

Regent-Feinbau, the Germany-based company in which the Company currently owns an 51% stake, employed a total of approximately 21 employees as of June 30, 2026.

The number of workers employed by the Company fluctuates largely due to the availability of workers and the time of year, and the Company occasionally experiences temporary shortages of workers. From time to time, the availability of workers has been adversely affected because of the high demand for such workers in Shenzhen due to transportation difficulties in bringing workers to Shenzhen, and due to seasonal demands on labor such as harvesting when the mainly rural-based laborers are required to return to their village. In addition, most workers are unavailable during the traditional Chinese holidays, including the Chinese New Year's holiday. Due to these factors, the Company experiences high turnover of employees annually.

Since January 1, 2008, Chinese workers are allowed to join an official trade union. However, to the Company's knowledge, none of the Company's employees have joined labor unions or become a party to a

collective bargaining agreement. Employers in China are required to conclude an "open-ended employment contract" with any employee who either has worked for the employer for 10 years or more or has had two consecutive fixed-term contracts. An "open-ended employment contract" is in effect a lifetime, permanent contract, which is terminable only in specified circumstances, such as a material breach of the employer's rules and regulations, or for a serious dereliction of duty. Under the new law, reducing the Company's workforce by 20% or more may occur only under specified circumstances. All of these new labor provisions have significantly increased the Company's cost of labor and have restricted certain of the Company's operating procedures.

The Company believes that its relations with its administrative employees in Hong Kong and with its managers and technicians in China are good.

Myanmar has adopted comprehensive labor laws that now allow employees to unionize. However, none of the employees currently employed at the Myanmar facility belong to a union. Similar to China, many of the workers at the Company's Myanmar facility are seasonal workers who frequently change jobs. As a result, Kayser Myanmar typically only has a short-term relationship with these employees.

Share Ownership

The share ownership of the Company's officers and directors is listed under Item 7 of this annual report.

Item 7. Major Shareholders and Related Party Transactions

Major Shareholders. The Company is not directly or indirectly owned or controlled by any other corporation or any foreign government. The following table sets forth, as of June 30, 2026, certain information with respect to the beneficial ownership of the Company's Common Shares by each person (i) who is an executive officer or director of the Company, (ii) known by the Company to own beneficially more than 5% of the outstanding Common Shares outstanding as of such date, and (iii) the officers and directors of the Company as a group.

Name of Beneficial Owner or Identity of Group(1)	Number of Common Shares Beneficially Owned	Percent Beneficial Owned(**)
Roland W. Kohl	984,067	21.3%
Doron Aharonov	0	*
Heiko Sonnekalb	50,000	1.1%
Irene Wong Ping Yim	23,000	*
Annie Leung Hoi Ling	2,500	*
Brian Chu Chong Tat	2,500	*
Alan Chan	20,000	*
Ringo Tsang	70,000	1.5%
All Directors and Officers as a Group (8 Persons)	1,152,067	24.9%
Greater than 5% shareholders		
Tiko Aharonov	235,000	5.1%

* Less than 1%.

** Under the rules of the Securities and Exchange Commission, shares of Common Shares that an individual or group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

*** (1) The address of each of the named holders is c/o Highway Holdings Limited, Suite 1801, Level 18, Landmark North, 39 Lung Sum Avenue, Sheung Shui, New Territories, Hong Kong.

To the Company's knowledge, none of the Company's shareholders resides in the British Virgin Islands. As of June 30, 2026, the Company had 56 record holders, of whom 23 were residents of the United States. To the Company's knowledge, foreign record holders own 651,295 Common Shares, although a number of the Company's officers, directors and other foreign shareholders also own shares in street name. To the Company's knowledge 1,387,067 of its Common Shares are owned by non-U.S. persons. Based on the Company's records of shares owned by its officers, by its record holders, and by other foreign holders who hold their shares in street name, the Company estimates that at least 29.98% of the Company's outstanding shares are owned by non-U.S. shareholders. Roland Kohl was granted 300,000 shares of restricted stock on May 13, 2023, which increased the number of shares he beneficially owns from 674,067 shares to 974,067 shares. Each of Roland Kohl, former director Tiko Aharonov, Irene Wong Ping Yim, Heiko Sonnekalb, Alan Chan, and Ringo Tsang were also granted 20,000 shares of restricted stock on May 1, 2025, and each of former director Patrick Michaels, former director Marcus Bagnall, Annie Leung Hoi Ling, Brian Chu Chong Tat were also granted 2,500 shares of restricted stock on May 1, 2025. On March 1, 2026, the Company issued 64,851 Common Shares to LeMALe Beteiligungs-GmbH as partial consideration for the Company's acquisition of 51% of the outstanding shares of Regent-Feinbau. Other than those increases in holdings, to the Company's knowledge there have been no significant changes in the percentage ownership held by any major shareholders during the past three years, and there are no arrangements known to the Company, the operation of which may at a subsequent date result in a change in control of the Company. All holders of the Common Shares have the same voting rights.

Related Party Transactions.

The Company did not engage in any related party transactions during the fiscal year ended March 31, 2026. However, as described elsewhere in this annual report, on March 29, 2019 Kayser Myanmar, the Company's 84% owned Myanmar subsidiary, entered into a 50-year lease with Konig Company Limited ("Konig Company"), a Myanmar company. Neither the Company nor any of its subsidiaries owns an equity interest in Konig Company, and Konig Company owns no shares of the Company. Furthermore, none of Konig Company's principals is an officer or director of the Company, nor are any of the Company's officers or directors affiliated with Konig Company. Accordingly, the Company does not believe that Konig Company is a related party. However, Konig Company is owned by two Myanmar citizens, one of whom is currently a manager and a shareholder of Kayser Myanmar (he owns a 16% interest in Kayser Myanmar). These two principals of Konig Company also collectively own 15,000 shares of the Company's restricted stock. All discussions regarding the lease and the other arrangements between the Company and Kayser Myanmar were conducted on behalf of the Company and Kayser Myanmar by officers of the Company, and the two principals of Konig Company represented Konig Company in those interactions.

Item 8. Financial Information.

A. Consolidated Statements and Other Financial Information

The Company has included consolidated financial statements as part of this annual report.

B. Significant Changes

The Company has not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

C. Dividend Policy.

The Company pays a cash dividend to the holders of its Common Shares at the discretion of the Board, subject to the Company's profitability and cash position. The Company declared no dividend payments during the fiscal year ended March 31, 2026.

Dividends are declared and paid at the discretion of the Board of Directors and depend upon, among other things, the Company's results of operations, the anticipated future earnings of the Company, the success of the Company's business activities, the Company's capital requirements, and the general financial conditions of the Company. Furthermore, since the payment of dividends is at the discretion of the Board, no assurance can be given that the Company will pay any dividends in the future even if the Company has a profitable year or is otherwise capable of doing so.

D. Legal Proceedings.

The Company may occasionally become subject to legal proceedings and claims that arise in the ordinary course of its business. However, the Company is not currently subject to any pending legal proceedings that involve amounts that are material to the Company's financial condition.

Item 9. The Offer and Listing

A. Offer and Listing Details

The Company's Common Shares are currently traded on the Nasdaq Capital Market under the symbol "HIHO" and are not listed for trading in any trading market outside the United States. On June 30, 2026, the last reported sale price of our Common Shares on the Nasdaq Capital Market was $0.80 per share. As of June 30, 2026, there were 56 holders of record of the Company's Common Shares. However, the Company believes that there are a significantly greater number of "street name" shareholders of the Common Shares.

B. Plan of Distribution

No disclosure is required in response to this Item.

C. Markets

Our Common Shares have been listed on the Nasdaq Capital Market during the past six years, under the symbol "HIHO."

D. Selling Shareholders

No disclosure is required in response to this Item.

E. Dilution

No disclosure is required in response to this Item.

F. Expenses of the Issue

No disclosure is required in response to this Item.

Item 10. Additional Information

Share Capital

The Company's authorized capital consists of 20,020,000 shares, of which 20,000,000 are Common Shares, $0.01 par value per share, and 20,000 are shares of Series A Preferred Shares, $0.01 par value per share. As of March 31, 2026 and June 30, 2026, there were 4,626,676 and 4,626,676 Common Shares outstanding respectively;

no shares of the Series A Preferred Shares were outstanding. As of March 31, 2026 and June 30, 2026, no options to purchase Common Shares were outstanding respectively.

On May 11, 2018, the Company filed with the Registrar of Corporate Affairs of the British Virgin Islands the Amended and Restated Memorandum and Articles of Association of the Company setting forth, among other things, the rights and preferences of the Series A Preferred Shares. A description of the rights and preferences of the Series A Preferred Shares is set forth below in "Amended and Restated Memorandum and Articles of Association."

There have been no other events in the last three years that have changed the amount, the number of classes, or voting rights, of the Company's issued capital.

Amended and Restated Memorandum And Articles Of Association

The following represents a summary of certain key provisions of the Company's amended and restated memorandum and articles of association. The summary does not purport to be a summary of all of the provisions of our memorandum and articles of association and of all relevant provisions of BVI law governing the management and regulation of BVI companies.

Highway Holdings Limited is registered at Harneys Corporate Services Limited, Craigmuir Chambers, Road Town, Tortola, VG 1110, British Virgin Islands and has been assigned company number 32576. The objectives or purposes of the Company are to engage in any act or activity that is not prohibited under British Virgin Islands law as set forth in Clause 4 of the Amended and Restated Memorandum and Articles of Association of the Company (the "Memorandum and Articles"). The Company's Memorandum and Articles are the instruments governing the Company. These documents are comparable in purpose and effect to certificates or articles of incorporation and bylaws of corporations organized in a state of the United States. The Company does not believe that there are any restrictions in its charter or under British Virgin Island law that materially limit the Company's current or proposed operations.

Common Shares: The Company has authorized 20,000,000 Common Shares with par value of $0.01 each. Holders of our Common Shares are entitled to one vote for each whole share on all matters to be voted upon by members, including the election of directors. Holders of our Common Shares do not have cumulative voting rights in the election of directors. All of our Common Shares are equal to each other with respect to liquidation and dividend rights. Holders of our Common Shares are entitled to receive dividends if and when declared by our Board of Directors out of surplus in accordance with British Virgin Islands law. In the event of our liquidation, all assets available for distribution to the holders of our Common Shares are distributable among them according to their respective holdings. Holders of our Common Shares have no preemptive rights to purchase any additional, unissued Common Shares.

Series A Preferred Shares: Each Series A Preferred Share will be entitled, when, as and if declared, to a minimum preferential quarterly dividend payment of the greater of (a) $10.00 per share, and (b) an amount (subject to certain adjustments) equal to 1,000 times the dividend declared per Common Share. In the event of liquidation, dissolution or winding up of the Company, the holders of Series A Preferred Shares will be entitled to a minimum preferential payment of the greater of (a) $10.00 per share (plus any accrued but unpaid dividends), and (b) an amount equal to 1,000 times the payment made per Common Share. Each Series A Preferred Share will (subject to certain adjustments) have 1,000 votes, voting together with the Common Shares. Finally, in the event of any merger, consolidation or other transaction in which outstanding Common Shares are converted or exchanged, each Series A Preferred Share will be entitled to receive 1,000 times the amount received per Common Shares. These rights are protected by customary anti-dilution provisions.

Rights Agreement: On April 28, 2018, the Company's Board of Directors declared a dividend of one preferred share purchase right (a "Right") for each outstanding Common Share. The Rights will also attach to Common Shares issued in the future. Each Right initially entitles the registered holder to purchase from the Company one one-thousandth of a Series A Preferred Share, par value $0.01 per share, of the Company at a price of

$10.00 per one one-thousandth of a Series A Preferred Share (the "Purchase Price"), subject to adjustment. The description and terms of the Rights are set forth in a Rights Agreement dated as of May 8, 2018, as the same may be amended from time to time (the "Rights Agreement"), between the Company and Computershare Trust Company, N.A., as Rights Agent (the "Rights Agent").

Until the earlier to occur of (i) 10 business days following a public announcement that a person or group of affiliated or associated persons has become an Acquiring Person (as defined below) or (ii) 10 business days (or such later date as may be determined by action of the Board of Directors of the Company prior to such time as any person or group of affiliated or associated persons becomes an Acquiring Person) following the commencement of, or public announcement of an intention to make, a tender or exchange offer the consummation of which would result in any person or group of affiliated or associated persons becoming an Acquiring Person (the earlier of such dates being called the "Distribution Date"), the Rights will be evidenced, with respect to certificates representing Common Shares (or book entry Common Shares) outstanding as of the Record Date, by such certificates (or such book entry shares) together with a copy of a Summary of the Rights (the "Summary of Rights"). Except in certain situations, a person or group of affiliated or associated persons becomes an "Acquiring Person" upon acquiring beneficial ownership of 15% or more of the outstanding Common Shares. No such person or group having beneficial ownership of 15% or more of such outstanding shares at the time of the first announcement of adoption of the rights plan reflected in the Rights Agreement will be deemed an Acquiring Person until such time as such person or group becomes the beneficial owner of additional Common Shares (other than by reason of a stock dividend, stock split or other corporate action effected by the Company in which all holders of Common Shares are treated equally).

The Rights Agreement provides that, until the Distribution Date (or earlier redemption or expiration of the Rights), the Rights will be transferred with, and only with, the Common Shares. Until the Distribution Date (or earlier redemption or expiration of the Rights), new Common Share certificates issued after the Record Date upon transfer or new issuances of Common Shares will contain a notation incorporating the Rights Agreement by reference. Until the Distribution Date (or earlier redemption or expiration of the Rights), the surrender for transfer of any certificates for Common Shares (or book entry Common Shares) outstanding as of the Record Date, even without such notation or a copy of the Summary of Rights, will also constitute the transfer of the Rights associated with the Common Shares represented thereby. As soon as practicable following the Distribution Date, separate certificates evidencing the Rights ("Right Certificates") will be mailed to holders of record of the Common Shares as of the close of business on the Distribution Date and such separate Right Certificates alone will evidence the Rights.

The Rights are not exercisable until the Distribution Date. The Rights will expire on May 8, 2028 (the "Final Expiration Date"), unless the Final Expiration Date is extended or the Rights are earlier redeemed or exchanged by the Company as described below.

The Purchase Price payable, and the number of Series A Preferred Shares or other securities or property issuable, upon exercise of the Rights is subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Series A Preferred Shares, (ii) upon the grant to holders of the Series A Preferred Shares of certain rights or warrants to subscribe for or purchase Series A Preferred Shares at a price, or securities convertible into Series A Preferred Shares with a conversion price, less than the then-current market price of the Series A Preferred Shares or (iii) upon the distribution to holders of the Series A Preferred Shares of evidences of indebtedness or assets (excluding regular periodic cash dividends or dividends payable in Series A Preferred Shares) or of subscription rights or warrants (other than those referred to above).

Because of the nature of the Series A Preferred Shares' dividend, liquidation and voting rights, the value of the one one-thousandth interest in a Series A Preferred Share purchasable upon exercise of each Right should approximate the value of one Common Share.

In the event that any person or group of affiliated or associated persons becomes an Acquiring Person, each holder of a Right, other than Rights beneficially owned by the Acquiring Person (which will thereupon become

void), will thereafter have the right to receive upon exercise of a Right that number of Common Shares having a market value of two times the exercise price of the Right.

In the event that, after a person or group has become an Acquiring Person, the Company is acquired in a merger or other business combination transaction or 50% or more of its consolidated assets or earning power are sold, proper provisions will be made so that each holder of a Right (other than Rights beneficially owned by an Acquiring Person which will have become void) will thereafter have the right to receive upon the exercise of a Right that number of shares of common stock of the person with whom the Company has engaged in the foregoing transaction (or its parent) that at the time of such transaction have a market value of two times the exercise price of the Right.

At any time after any person or group becomes an Acquiring Person and prior to the earlier of one of the events described in the previous paragraph or the acquisition by such Acquiring Person of 50% or more of the outstanding Common Shares, the Board of Directors of the Company may exchange the Rights (other than Rights owned by such Acquiring Person which will have become void), in whole or in part, for Common Shares or Series A Preferred Shares (or a series of the Company's preferred stock having equivalent rights, preferences and privileges), at an exchange ratio of one Common Share, or a fractional Series A Preferred Share (or other preferred stock) equivalent in value thereto, per Right.

With certain exceptions, no adjustment in the Purchase Price will be required until cumulative adjustments require an adjustment of at least 1% in such Purchase Price. No fractional Series A Preferred Shares or Common Shares will be issued (other than fractions of Series A Preferred Shares which are integral multiples of one one-thousandth of a share of Series A Preferred Shares, which may, at the election of the Company, be evidenced by depositary receipts), and in lieu thereof an adjustment in cash will be made based on the current market price of the Series A Preferred Shares or the Common Shares.

At any time prior to the time an Acquiring Person becomes such, the Board of Directors of the Company may redeem the Rights in whole, but not in part, at a price of $0.01 per Right (the "Redemption Price") payable, at the option of the Company, in cash, Common Shares or such other form of consideration as the Board of Directors of the Company shall determine. The redemption of the Rights may be made effective at such time, on such basis and with such conditions as the Board of Directors of the Company in its sole discretion may establish. Immediately upon any redemption of the Rights, the right to exercise the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price.

For so long as the Rights are then redeemable, the Company may, except with respect to the Redemption Price, amend the Rights Agreement in any manner. After the Rights are no longer redeemable, the Company may, except with respect to the Redemption Price, amend the Rights Agreement in any manner that does not adversely affect the interests of holders of the Rights.

Until a Right is exercised or exchanged, the holder thereof, as such, will have no rights as a stockholder of the Company, including, without limitation, the right to vote or to receive dividends.

The Rights Agreement, which includes the form of Rights Certificate as Exhibit A and the Summary of Preferred Share Purchase Rights as Exhibit B, and the Amended and Restated Memorandum and Articles of Association setting forth the terms of the Series A Preferred Shares are attached hereto as Exhibit 1.1 and 2.1, respectively, and incorporated herein by reference. The foregoing descriptions of the Rights and the material terms of the Rights Agreement and the Series A Preferred Shares do not purport to be complete and are qualified in their entirety by reference to such Exhibits.

Other: The Memorandum and Articles also contain the following other provisions affecting the management of the Company and the rights of the shareholders.

The Company's Board of Directors is divided into three classes designated as Class I, Class II and Class III. Each class shall consist, as nearly as is possible, of one-third of the number of directors constituting the entire Board of Directors. At each annual meeting of shareholders, the successors to the class of directors whose terms expire at that meeting will be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election and until their successors have been duly elected and qualified (i.e. directors will be elected for three year terms).

Directors are elected by a plurality of the votes cast by the shareholders at a duly convened and constituted meeting of the shareholders. As a result, candidates receiving the highest number of affirmative votes, up to the number of directors to be elected, are elected.

Any action required or permitted to be taken by the shareholders of the Company must be effected at a duly called meeting of the shareholders and may not be effected by any consent in writing by the shareholders.

The directors may convene meetings of the members of the Company at such times and in such manner and places as the directors consider necessary or desirable, and they shall convene such a meeting upon the written request of members holding 25 percent or more of the outstanding voting shares in the Company. Shareholders may nominate directors for election at an annual meeting of shareholders. To nominate a director, the shareholder must provide the information required by the Memorandum and Articles (such as the nominee's name and qualifications for membership on the Board of Directors) and must give timely notice to our Secretary in accordance with the Memorandum and Articles. An annual meeting of members is held for the election of directors of the Company and in the manner provided in the Memorandum and Articles. Any other proper business may be transacted at the annual meeting. If the annual meeting for election of directors is not held on the date designated therefore, the directors shall cause the meeting to be held as soon thereafter as convenient. If the Company fails to hold the annual meeting for a period of 30 days after the date designated for the annual meeting, or if no date has been designated for a period of 13 months after the Company's last annual meeting, a court of competent jurisdiction of the British Virgin Islands may summarily order a meeting to be held upon the application of any member or director.

A meeting of the shareholders can be called only by the Company's Board of Directors, the Chairman of the Board of Directors, or by the Company's Chief Executive Officer. Shareholders may not convene a meeting of the shareholders. Any meetings of the shareholders shall be held at such times and in such manner and places within or outside the British Virgin Islands as the Board of Directors, the Chairman of the Board of Directors, or the Company's chief executive officer (as applicable) considers necessary or desirable.

A director may be removed from office only with cause (i) by the Board of Directors, or (ii) by a resolution of the shareholders holding at least 66.66% of the votes of the shares entitled to vote passed at a meeting of shareholders called for the purpose of removing the director.

The rights conferred upon the holders of the shares of any class may only be varied, whether or not the Company is in liquidation in the case of Series A Preferred Shares, with the affirmative vote of the holders of two-thirds of the outstanding Series A Preferred Shares, voting together as a single series, and otherwise with the consent of the holders of a majority of the issued shares of that class or by a resolution approved at a duly convened and constituted meeting of the shares of that class by the affirmative vote of a majority of the votes of the shares of that class which were present at the meeting and were voted.

The Company's Board of Directors without shareholder approval may amend the Memorandum and Articles. This includes amendments to increase or reduce our authorized capital stock. The Company's ability to amend its Memorandum and Articles without shareholder approval could have the effect of delaying, deterring or preventing a change in control of the Company, including a tender offer to purchase our Common Shares at a premium over the then current market price.

BVI law does not make a specific reference to cumulative voting, and Memorandum and Articles have no provision authorizing cumulative voting.

The Company may purchase, redeem or otherwise acquire and hold its own shares, provided that no purchase, redemption or other acquisition shall be made unless, immediately after the purchase, redemption or other acquisition the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.

The directors are entitled to vote compensation to themselves in respect of services rendered to the Company.

There is no provision in the Memorandum and Articles for the mandatory retirement of directors. Directors are not required to own shares of the Company in order to serve as directors.

Under BVI law and the Memorandum and Articles, the Company may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any person who is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director of the Company or is or was, at the request of the Company, serving as a director of, or in any other capacity is or was acting for, another body corporate or a partnership, joint venture, trust or other enterprise.

To be entitled to indemnification, these persons must have acted honestly and in good faith and in what he believes to be the best interest of the Company, and they must have had no reasonable cause to believe their conduct was unlawful. Furthermore, such a person must be indemnified by the Company if he has been successful in the defense of any proceedings.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us under the foregoing provisions, the Company has been advised that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Material Contracts

On February 16, 2026, the Company entered into a share purchase agreement with LeMALe Beteiligungs-GmbH pursuant to which the Company agreed to acquire 51% of the outstanding shares of Regent-Feinbau Adermann GmbH. The acquisition closed on March 1, 2026. The total purchase price was €662,000, consisting of €612,000 paid in cash and €50,000 paid through the issuance of 64,851 Common Shares. The foregoing summary is qualified in its entirety by reference to the purchase agreement filed as Exhibit 4.8 to this annual report.

Other than the leases described in the Property, Plant and Equipment section of Item 4 "Information on the Company" and filed as exhibits to the Company's Securities and Exchange Commission filings, all other material contracts to which the Company or any member of the group is a party that were entered into during the two years immediately preceding the filing of this annual report were entered into in the ordinary course of business.

Exchange Controls

There are no exchange control restrictions on payment of dividends on the Company's Common Shares or on the conduct of the Company's operations either in Hong Kong, where the Company's administrative offices are located, or the British Virgin Islands, where Highway Holdings is incorporated. There are no restrictions or limitations imposed by the Hong Kong government on the transfer of capital within, into and out of Hong Kong (including funds from Hong Kong to the PRC or Myanmar). As a member state of the European Union and the Eurozone, Germany does not currently impose exchange control restrictions on the payment of dividends or the transfer of capital by Regent-Feinbau, although distributions by Regent-Feinbau are subject to German corporate

law requirements and the rights of its minority shareholder. Other jurisdictions in which the Company conducts operations may have various exchange controls.

Under existing PRC foreign exchange regulations, payment of current account items, such as profit distributions and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from the State Administration of Foreign Exchange, or the SAFE, by complying with certain procedural requirements. Therefore, although it has not yet done so, Nissin PRC could pay us dividends in foreign currencies without prior approval from SAFE. Approval from, or registration with, appropriate government authorities is, however, required where the RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. Current PRC regulations permit our PRC subsidiary to pay dividends to us only out of their accumulated profits, if any, determined in accordance with Chinese accounting standards and regulations.

The PRC and Myanmar have currency and capital transfer regulations that require us to comply with certain requirements for the movement of capital. We are able to transfer funds to our PRC and Myanmar subsidiaries through an investment (by increasing registered capital in the PRC or Myanmar subsidiary) and through inter-company loans. To date, we have not transferred any earnings from our China or Myanmar subsidiaries to us. Rather, our China and Myanmar subsidiaries have used their profits to either repay our intercompany debts or to further develop their respective businesses. Our Hong Kong subsidiaries have generated the substantial portion of our available cash from their international sales operations.

Taxation

No reciprocal tax treaty regarding withholding tax exists between the U.S. and the British Virgin Islands. Under current British Virgin Islands law, dividends, interest or royalties paid by the Company to individuals and gains realized on the sale or disposition of shares are not subject to tax as long as the recipient is not a resident of the British Virgin Islands. The Company is not obligated to withhold any tax for payments of dividends and shareholders receive gross dividends irrespective of their residential or national status.

Under current Hong Kong tax law, dividends, interest or royalties paid by the Company to individuals and gains realized on the sale or disposition of shares are not subject to tax.

Highway Holdings is a holding company incorporated in the BVI that owns all of the equity interests of Nissin Precision Metal Manufacturing Limited (“Nissin Precision”). Nissin Precision is a Hong Kong company and the owner of 100% of the equity interests of Nissin PRC, the Company’s PRC operating subsidiary. The PRC Enterprise Income Tax Law, or the EIT Law and its implementation rules, provide that a PRC enterprise is subject to a standard income tax rate of 25% and China-sourced income of foreign enterprises, such as dividends paid by a PRC subsidiary to its overseas parent, will normally be subject to PRC withholding tax at a rate of 10%, unless there are applicable treaties between the overseas parent’s jurisdiction of incorporation and China to reduce such rate. However, the dividend withholding tax rate is reduced to 5% if a Hong Kong resident enterprise owns more than 25% of the equity of the PRC company distributing the dividends. As a result, any dividends that Nissin PRC pays to Nissin Precision may be subject to a withholding tax at the rate of 5% if Nissin Precision is not considered to be a PRC “resident enterprise”. However, if Nissin Precision is not considered to be the “beneficial owner” of such dividends, such dividends would be subject to the withholding tax rate of 10%. Under the EIT Law, an enterprise established outside of the PRC with “de facto management bodies” within the PRC is considered a resident enterprise and will normally be subject to the enterprise income tax at the rate of 25% on its global income. If the PRC tax authorities determine that Highway Holdings or Nissin Precision should be classified as a PRC resident enterprise, then such entity’s global income will be subject to PRC income tax at a tax rate of 25%.

The Company’s other PRC operating subsidiary, ShenZhen SilverAge Health and Wellness Co., Ltd. (“SilverAge”), which was formed during fiscal 2026, is likewise a PRC-registered enterprise subject to the EIT Law. Accordingly, SilverAge is generally subject to the standard PRC enterprise income tax rate of 25%, and any dividends that SilverAge pays to its overseas parent would normally be subject to PRC withholding tax at a rate of

10%, which rate may be reduced to 5% if the recipient is a Hong Kong resident enterprise that owns more than 25% of SilverAge's equity and is considered the beneficial owner of such dividends. To date, SilverAge has not generated material revenues or profits and has not paid any dividends. As with Nissin Precision, if the PRC tax authorities were to determine that any overseas member of our group that holds SilverAge should be classified as a PRC resident enterprise by reason of having "de facto management bodies" within the PRC, that entity's global income would be subject to PRC income tax at a rate of 25%.

Regent-Feinbau, the Company's 51%-owned German operating subsidiary, is subject to German corporate income tax (Körperschaftsteuer), the solidarity surcharge imposed thereon, and municipal trade tax (Gewerbesteuer), which together currently result in an aggregate effective tax rate of approximately 30%. Dividends distributed by Regent-Feinbau to the Company may be subject to German withholding tax, subject to reduction or exemption under applicable tax treaties or European Union directives. The Company acquired its 51% interest in Regent-Feinbau on March 1, 2026, and, accordingly, German taxation did not have a material effect on the Company's results of operations for the fiscal year ended March 31, 2026.

Under the U.S. federal income tax law, cash dividends paid to an individual United States citizen or resident alien of the United States (as specifically defined for United States federal income tax purposes) with respect to our Common Shares generally will be taxed as dividend income to the extent such distribution does not exceed the Company's current or accumulated earnings and profits, as calculated for U.S. federal income tax purposes. Cash dividends made with respect of the Company's Common Shares that are made in the United States or by a United States related financial intermediary will be subject to United States information reporting rules. In addition, such payments may be subject to United States federal backup withholding tax. U.S. shareholders will not be subject to backup withholding provided that the shareholder provides his/her correct United States federal taxpayer identification number and certifies, under penalties of perjury, that he/she is not subject to backup withholding. Amounts withheld under the backup withholding rules may be credited against the U.S. shareholder's United States federal income tax, and such shareholder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate claim for refund with the IRS in a timely manner.

Dividends and Paying Agents

The Company has, during the past few years, periodically made dividend payments to its shareholders. Dividends are declared and paid at the discretion of the Board of Directors and depend upon, among other things, the Company's results of operations, the anticipated future earnings of the Company, the success of the Company's business activities, the Company's capital requirements, and the general financial conditions of the Company. The Company is a British Virgin Islands company. British Virgin Islands law prescribes that a company may only pay dividends out of its profits or share premium, and that a company may only pay dividends if, immediately following the date on which the dividend is paid, the value of the company's assets will exceed its liabilities and the company remains able to pay its debts as they come due in the ordinary course of business. The Company has not set a date on which annual, or other, dividends are paid. The declaration and payment of future dividends will be at the discretion of the Board of Directors based on many factors, including but not limited to the Company's financial conditions, its available cash resources, earnings, capital requirements of its businesses, and other factors that the Board of Directors deems relevant. Accordingly, there can be no assurance that dividends in the future will be equal or similar in amount to the amounts declared and paid in the past or that the Board of Directors will not decide to suspend or discontinue the payment of cash dividends in the future. To date, the Company has used its transfer agent, Computershare, at C/O: Shareholder Services, 150 Royall Street, Suite 101, Canton, MA 02021 U.S.A., as its dividend paying agent.

Statement by Experts

No disclosure is required in response to this Item.

Documents On Display

The documents concerning the Company that are referred to in this annual report may be inspected by shareholders of this Company at the offices of this Company in Hong Kong.

The Company is subject to the information requirements of the Securities and Exchange Act of 1934, and, in accordance with the Securities Exchange Act of 1934, the Company files annual reports on Form 20-F and submit other reports and information under cover of Form 6-K with the SEC. Recent filings and reports are also available free of charge though the EDGAR electronic filing system at www.sec.gov. As a foreign private issuer, the Company is exempt from the rules under the Securities Exchange Act of 1934 prescribing the furnishing and content of proxy statements to shareholders.

Subsidiary Information

No disclosure is required in response to this Item.

Annual Report to Security Holders

Not applicable.

Item 11. Quantitative and Qualitative Disclosures About Market Risk.

The Company sells most of its products in U.S. dollars, Hong Kong dollars, and in Euros. Because the exchange rate between the Euro, the U.S. dollar and Hong Kong dollars fluctuate, the Company experiences currency exchange gains and losses. Although the exchange rate between the U.S. and Hong Kong dollar has fluctuated slightly, such fluctuations have not had a material impact on the Company.

The Company conducts all of its manufacturing and assembly operations through its PRC operating subsidiary and through its majority-owned Myanmar subsidiary. The financial performance and position of the PRC subsidiary are measured in terms of Renminbi, and all of the operations of the Myanmar subsidiary are denominated in Kyat. All of the Company's costs of manufacturing in the PRC, including its labor costs, are incurred, and paid, in Renminbi, and all costs in Myanmar are paid in Kyat. Any appreciation in the value of the renminbi or Kyat against the U.S. dollar would consequently have an adverse effect on the Company's operating costs and on its financial performance when measured in terms of U.S. dollars.

The Company has not engaged in currency hedging transactions to offset the risks associated with variations in currency exchange rates. Consequently, significant foreign currency fluctuations and other foreign exchange risks may have a material adverse effect on the Company's business, financial condition and results of operations. The Company does not currently own any market risk sensitive instruments. The Company does not hedge its currency exchange risks and, therefore, will continue to experience certain gains or losses due to changes in foreign currency exchange rates. The Company has, however, attempted to limit its currency exchange rate exposure by (i) requesting that more of the payments made by its clients be paid in U.S. dollars, and (ii) including in certain of its OEM contracts a contractual provision that adjusts the payments the Company receives if the currency exchange rate changes significantly.

The Company's exposure to interest-rate risk primarily relates to the interest rates on its outstanding debt compared to the interest income it generates on its excess cash. The Company maintains its excess cash in short-term interest-bearing deposits (that are subject to interest rate fluctuations). The Company had $569,000 long-term borrowings that are subject to interest rate changes as of March 31, 2026. Because the Company had cash and cash equivalents of approximately $4,409,000 available as of March 31, 2026, and no interest-bearing indebtedness, the Company believes that its interest rate risk is acceptable.

Inflation in China has not materially affected our results of operations. Inflation on a year-over-year basis in China has been 0.2% in calendar year 2023, 0.2% in 2024 and 0.2% in 2025. Inflation in the PRC has modestly increased the Company's cost of operations at its manufacturing facility in the PRC. Continued increase in inflation

could have an adverse effect the Company's costs and margins in the PRC. Inflation on a year-over-year basis in Myanmar has been 14.18% in calendar year 2023, 26.5% in 2024 and 22% in 2025. Although the inflation rate in Myanmar has increased the Company's cost of labor in Myanmar, those increases have to date been offset by the continued weaking of the Kyat.

Item 12. Description of Securities Other Than Equity Securities

Not applicable.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies.

Not applicable.

Item 14. Material Modification to the Rights of Securities Holders and Use of Proceeds.

The Company is a British Virgin Islands company. In the British Virgin Islands, a company's charter documents that are comparable to a U.S.-domestic corporation's articles or certificate of incorporation and bylaws are called Memorandum of Association and Articles of Association. On May 11, 2018, the Company filed its Amended and Restated Memorandum and Articles of Association with the British Virgin Islands Registrar of Corporate Affairs. A copy of the Amended and Restated Memorandum and Articles of Association as filed with the Registrar of Corporate Affairs of the British Virgin Islands is attached hereto as Exhibit 1.5. The principal changes that the Amended and Restated Memorandum and Articles of Association made to our Memorandum and Articles of Association, as amended, include the following:

A. The Amended and Restated Memorandum and Articles of Association amended and restated certain provisions of the Company's Memorandum and Articles of Association. For a description of the Amended and Restated Memorandum and Articles of Association, see "*Item 10. Additional Information--Amended and Restated Memorandum and Articles of Association,*" above. The Amended and Restated Memorandum did not change the terms of the Common Shares as in effect as of the date of the amendment.

B. The Amended and Restated Memorandum and Articles of Association authorized a new class of securities titled "Series A Preferred Shares." No Series A Preferred Shares have been issued, and none are outstanding. In connection with the authorization of the Series A Preferred Shares, on April 28, 2018, the Company's Board of Directors declared a dividend of one preferred share purchase right (the "Rights") for each outstanding share of Common Share. The Rights entitle the registered holders of the Common Shares to purchase from the Company one one-thousandth of a Series A Preferred share, par value $0.01 per share, of the Company at a price of $10.00 per one one-thousandth of a Series A Preferred Share if, and when, a person or group announces an acquisition of 15% or more of the Company's outstanding Common Shares, or announces commencement of a tender offer for 15% or more of the Common Shares. In that event, the Rightsf permit shareholders, other than the acquiring person, to purchase the Series A Preferred Shares. For a description of the Series A Preferred Shares and the Rights, see "*Item 10. Additional Information--Amended and Restated Memorandum and Articles of Association,*" above.

A detailed description of the Rights and the Series A Preferred Shares is included in the report on Form 6-K that we filed with the SEC on May 11, 2018, which information is hereby incorporated by reference into this annual report.

On December 2, 2019, the Company amended Regulation 8.1 of its Amended and Restated Articles of Association to require Directors to be elected by a plurality of the votes cast by the shareholders at a duly convened and constituted meeting of the shareholders. Prior to the amendment, the Company used a modified majority voting system. As a result of the amendment, in future elections, candidates receiving the highest number of affirmative votes, up to the number of directors to be elected, shall be elected.

Item 15. Controls and Procedures.

Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures within the meaning of Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of the end of the period covered by this report. Based upon that evaluation, our management has concluded that, as of March 31, 2026, our disclosure controls and procedures were effective, following the remediation during fiscal 2026 of the material weaknesses previously identified as of March 31, 2025, as described below under "Management's Annual Report on Internal Control over Financial Reporting."

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined under Rule 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934. Management, under the supervision and with the participation of our chief executive officer and chief financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework (2013) by the Committee on Sponsoring Organizations of the Treadway Commission ("COSO"), as supplemented by the related guidance provided in Internal Control Over Financial Reporting – Guidance for Smaller Public Companies, also issued by COSO. Based on that evaluation, and taking into account the remediation measures implemented and tested during fiscal 2026, our management concluded that our internal control over financial reporting was effective as of March 31, 2026.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements will not be prevented or detected on a timely basis.

In connection with the audit of our consolidated financial statements for the year ended March 31, 2025, the following material weaknesses in our internal control over financial reporting were identified as of March 31, 2025: (i) we did not have sufficient and skilled accounting personnel in the Company with an appropriate level of technical accounting knowledge and experience in the application of accounting principles generally accepted in the United States commensurate with the Company's financial reporting requirements; and (ii) we did not have appropriate and adequate policies and procedures in place in the Company to evaluate the proper accounting and disclosures of key transactions and documents. During the fiscal year ended March 31, 2026, the Company implemented and tested remediation measures designed to address these material weaknesses, as described below, and management has concluded that these previously identified material weaknesses have been remediated as of March 31, 2026.

Based on the implementation and testing of the remediation measures described above, our management concluded that the previously identified material weaknesses have been remediated and that our internal control over financial reporting was effective as of March 31, 2026. Notwithstanding the foregoing, we cannot assure you that we will not identify additional material weaknesses or control deficiencies in the future.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Remediation Implemented During the Year Ended March 31, 2026

The Company's internal controls over financial reporting were not effective as of March 31, 2025. Accordingly, during the year ended March 31, 2026 the Company undertook the following remedial actions to address the issues it identified in the prior fiscal year: (i) the Company now pays the salaries of its Myanmar employees through direct deposit to the workers' bank accounts; (ii) internal controls have been implemented so that other expenses that must be paid in cash in Myanmar are subject to approval by senior personnel and immediately recorded in the financial records of the Company; (iii) all cash on hand in Myanmar not immediately required for expenses are securely stored on site by senior personnel; (iv) internal controls have been implemented so that all expenses in Myanmar and key transactions in Myanmar are reviewed by experienced accounting personnel in Hong Kong, including review of underlying transaction documents; and (v) all non-routine transactions are reviewed and approved by the Chief Financial Officer, and all salaries are reviewed and approved by both the Chief Financial Officer and Chief Executive Officer.

Changes in Internal Control Over Financial Reporting

Except for the remediation measures described above, which were implemented and completed during the fiscal year ended March 31, 2026 to address the material weaknesses previously identified as of March 31, 2025, there were no changes in our internal control over financial reporting during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 16. [Reserved]

Item 16A. Audit Committee Financial Expert

The Company's Board of Directors has determined that Ms. Irene Wong Ping Yim of the Audit Committee qualifies as an "audit committee financial expert" as defined by Item 401(h) of Regulation S-K, adopted pursuant to the Securities Exchange Act of 1934. Ms. Wong is an "independent" director, as defined under the Nasdaq Stock Market's listing standards. For more than ten years, Ms. Wong was the Chief Accountant of CNIM HK Ltd. in Hong Kong. Ms. Wong holds a Master of Business Administration from Deakin University. From 1994 to 2001 was the Accounting Manager of Highway Holdings. She is currently a fellow member of the Association of Chartered Certified Accountant and a member of Hong Kong Institute of Certified Public Accountants. In addition, each of the other members of the audit committee has extensive financial and business experience as presidents, chief operating officers, and directors of various public and private enterprises.

All of the members of the audit committee are independent non-executive directors.

Item 16B. Code of Ethics

The Company has adopted a Code of Ethics for the Chief Executive Officer and Chief Financial Officer, which applies to the Company's principal executive officer and to its principal financial and accounting officers. A copy of the Code of Ethics is attached as Exhibit 11.1. Shareholders can also obtain a copy of the Code of Ethics from:

Highway Holdings Limited
Suite 1801, Level 18, Landmark North
39 Lung Sum Avenue
Sheung Shui
New Territories, Hong Kong Attn: Chief Financial Officer

Item 16C. Principal Accountant Fees and Services

The following table presents the aggregate fees for professional services and other services rendered by ARK Pro CPA & Co and Marcum Asia CPAs LLP, New York to the Company for the periods indicated.

	2025	2026
Audit Fees (1) - ARK Pro CPA & Co	$ 36,000	$ 36,000
Audit Fees (1) – Marcum Asia CPAs LLP	176,500	233,500
Tax Fees (2)	-	-
Total	$ 212,500	$ 269,500

(1) Audit fees represent fees for professional services provided in connection with the audit of the Company's consolidated financial statements, and audit services provided in connection with other statutory or regulatory filings.
(2) Tax Fees include fees for the preparation of tax returns.

As part of its policies and procedures, all audit related services, tax services and other services, if any, rendered by our independent registered public accounting firms were pre-approved by the Audit Committee.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Not applicable.

Item 16F. Change in Registrant's Certifying Accountant

On March 7, 2025, the Company appointed Marcum Asia as the Company's independent registered public accounting firm to replace ARK, the Company's former independent auditor. The appointment of Marcum Asia was made after careful consideration and evaluation by the Company, and was approved by the Board of Directors and the Audit Committee of the Company.

ARK's audit reports on the Company's consolidated financial statements for the fiscal year ended March 31, 2024 did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles. During the Company's fiscal year March 31, 2024 and through the subsequent interim period on or prior to December 23, 2024, there were no disagreements between the Company and ARK on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of ARK, would have caused ARK to make reference to the subject matter of the disagreements in connection with its report on the Company's consolidated financial statements for such periods.

For the fiscal year ended March 31, 2024, or subsequently up to December 23, 2024, there were no "reportable events" as such term is described in Item 16F(a)(1)(v) of Form 20-F, other than the material weaknesses reported by the Company in Item 15. Controls and Procedures on Form 20-F filed with the SEC on July 16, 2024 and on June 30, 2025, which material weaknesses, as described in Item 15 of this annual report, have since been remediated as of March 31, 2026.

During the Company's fiscal year ended March 31, 2024, and through the subsequent interim period on or prior to March 7, 2025, neither the Company nor anyone on its behalf has consulted with Marcum Asia on either (a)

the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, or (b) any matter that was the subject of a disagreement, as that term is defined in Item 16F(a)(1)(iv) of Form 20-F (and the related instructions thereto).

The appointment of Marcum Asia to replace ARK was reported by the Company in a report on Form 6-K that was filed with the SEC on March 7, 2025. In accordance with Item 304(a)(3) of Regulation S-K, the Company provided ARK with a copy of the statements set forth in the March 7, 2025 Form 6-K filing with the SEC. The Company requested that ARK furnish the Company with a letter addressed to the SEC stating whether ARK agrees with the statements in the Form 6-K filed with the SEC on March 7, 2025, as required by SEC rules, and ARK has furnished the requested letter, which is attached as Exhibit 99.1 to the Form 6-K filed with the SEC on March 7, 2025.

Item 16G. Corporate Governance

The rules of the Nasdaq Capital Market provide that foreign private issuers may follow home country practices in lieu of the Nasdaq corporate governance requirements, subject to certain exceptions and requirements and except to the extent that such exemptions would be contrary to U.S. federal securities laws and regulations. The Company has chosen to comply with the Nasdaq corporate governance rules as though it was a U.S. company. Accordingly, the Company does not believe there are any significant differences between the Company's corporate governance practices and those followed by U.S. companies under the rules of the Nasdaq Capital Market.

Item 16H. Mine Safety Disclosure

Not applicable.

Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

Item 16J. Insider Trading Policies

We are committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, we have adopted our Insider Trading Policy governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, employees, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to us. A copy of our Insider Trading Policy, including any amendments thereto, is filed as Exhibit 19.1 to this annual report on Form 20-F.

Item 16K. Cybersecurity

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information. Our cybersecurity risk management program is centered on management of risks related to our network and enterprise resource planning system, including security measures and controls to identify, protect, detect, respond to, and recover from cybersecurity risks.

Our cybersecurity risk management program is integrated into our overall risk management process and shares common methodologies, reporting channels and governance processes that apply across the risk management process to other risk areas.

Key aspects of our cybersecurity risk management program include:

- risk assessments designed to help identify material cybersecurity risks to our critical systems and information;

- our information technology department principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;

- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security processes;

- cybersecurity and data privacy awareness for management and employees; and

- a cybersecurity incident response plan and policy that includes procedures for responding to cybersecurity incidents and defines how security incidents are identified, classified, reported, remediated and mitigated.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See "*Item 3. Key Information–D. Risk Factors—Risk of Cybersecurity Breaches Could Adversely Affect Our Business, Revenues and Competitive Position*."

Cybersecurity Governance

Our Board considers cybersecurity risk as a critical part of its risk oversight function and is responsible for the oversight of cybersecurity and other information technology risks. The Board oversees management's implementation of our cybersecurity risk management program.

The Board receives periodic updates of our cybersecurity risks and controls from our Chief Operating Officer (COO). In addition, the COO updates the Board, as necessary, regarding cybersecurity incidents they consider significant. The Board also monitors the cyber risk management program.

On the management team, our COO has overall responsibility for assessing and managing our material risks from cybersecurity threats, and the COO is assisted in this regard by our information technology team.

Our COO takes steps to stay informed about and monitor the identification, prevention, detection, protection, mitigation, and remediation of key cybersecurity risks and incidents through various means, which may include briefings with information technology team members and external consultants, and information and alerts obtained from governmental, public or private sources.

PART III

Item 17. Financial statements.

The Company has elected to provide financial statements pursuant to Item 18.

Item 18. Financial statements.

See the Index to Consolidated Financial Statements accompanying this report beginning page F-1.

Item 19. Exhibits.

The following exhibits are filed as part of this annual report:

1.1	Amended and Restated Memorandum and Articles of Association of Highway Holdings Limited (incorporated by reference to Exhibit 1.1 of registrant's Form 6-K filed on May 11, 2018).
1.2	Amendment to Highway Holdings Limited's Amended and Restated Articles of Association (incorporated by reference to Exhibit 99.2 of registrant's Form 6-K filed on December 4, 2019).
2.1	Rights Agreement, dated as of May 8, 2018, between Highway Holdings Limited and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 2.1 of registrant's Form 6-K filed on May 11, 2018).
2.2	Description of Securities (incorporated by reference to the registrant's annual report on Form 20-F for the fiscal year ended March 31, 2022).
4.1	2010 Stock Option And Restricted Stock Plan (incorporated by reference to the registrant's annual report on Form 20-F for the fiscal year ended March 31, 2010).
4.2	2020 Stock Option And Restricted Stock Plan (incorporated by reference to the registrant's proxy statement included in the Form 6-K filed on August 30, 2024).
4.3	Restricted Share Agreement, dated May 13, 2023, between the Company and Roland Kohl (incorporated by reference to the registrant's annual report on Form 20-F for the fiscal year ended March 31, 2023).
4.4	Property Rental Contract between Shenzhen Long Cheng Industrial Ltd. and Nissin Metal and Plastic (Shenzhen) Limited, effective January 23, 2026.#*
4.5	Tenancy Agreement of Office No. 1801 on Level 18 of Landmark North, Fanling Sheung Shui Town Lot No. 94, dated February 25, 2026, between Kayser Limited and SHK Sheung Shui Landmark investment Limited.#*
4.6	Form of Restricted Share Agreement for employees (incorporated by reference to the registrant's annual report on Form 20-F for the fiscal year ended March 31, 2025).
4.7	Form of Restricted Share Agreement for directors (incorporated by reference to the registrant's annual report on Form 20-F for the fiscal year ended March 31, 2025).
4.8	Share Purchase Agreement, dated February 16, 2026, by and among Highway Holdings Limited, Regent-Feinbau Adermann GmbH, and LeMALe Beteiligungs-GmbH*

8.1	List of all of registrant's subsidiaries, their jurisdictions of incorporation, and the names under which they do business.*
11.1	Code of Ethics (incorporated by reference to the registrant's annual report on Form 20-F for the fiscal year ended March 31, 2005).
12.1	Certifications pursuant to Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
12.2	Certifications pursuant to Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*

13.1	Certifications pursuant to Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
13.2	Certification pursuant to Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
19.1	Insider Trading Policy (incorporated by reference to the registrant's annual report on Form 20-F for the fiscal year ended March 31, 2024).
97	Clawback Policy. (incorporated by reference to the registrant's annual report on Form 20-F for the fiscal year ended March 31, 2024).
101	Financial information from registrant for the year ended March 31, 2026 formatted in eXtensible Business Reporting Language (XBRL):
	(i) Consolidated Balance Sheets as of March 31, 2025 and 2026; (ii) Consolidated Statements of Operations for the Years Ended March 31, 2024, 2025 and 2026; (iii) Consolidated Statements of Changes in Equity and Comprehensive Income (Loss) for the Years Ended March 31, 2024, 2025 and 2026; (iv) Consolidated Statements of Cash Flows for the Years Ended March 31, 2024, 2025 and 2026; (v) Notes to the Consolidated Financial Statements; and (vi) Additional Information - Financial Statement Schedule I.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Filed herewith

\# The agreement is written in Chinese and an English Translation is provided in accordance with Form 20-F Instructions to Exhibits and Rule 12b-12(d) under the Exchange Act).

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf.

HIGHWAY HOLDINGS LIMITED

By /s/ ALAN CHAN
Alan Chan
Chief Financial Officer and Secretary

Date: July 14, 2026

HIGHWAY HOLDINGS LIMITED

Consolidated Financial Statements
For the years ended March 31, 2024, 2025 and 2026
Report of Independent Registered Public Accounting Firm

HIGHWAY HOLDINGS LIMITED

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of Highway Holdings Limited

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Highway Holdings Limited (the "Group") as of March 31, 2025 and 2026, the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the two years in the period ended March 31, 2026, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as of March 31, 2025 and 2026, and the results of its operations and its cash flows for each of the two years in the period ended March 31, 2026, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on the Group's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Group is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Assessment of impairment of long-lived assets

The Group recognized an impairment loss of $125,000 on certain long-lived assets during the year ended March 31, 2026 as discussed in Note 2(n) to the consolidated financial statements. Long-lived assets, including property, plant and equipment with finite lives, and operating lease right-of-use assets, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or an asset group may not be recoverable or that the useful life is shorter than the Group had originally estimated. When these events occur, the Group assesses the recoverability of the assets based on the undiscounted future cash flows the assets are expected to generate from the use of the asset plus net proceeds expected from disposition of the asset, if any, are less than the carrying value of the asset. As of March 31, 2026, the Group had incurred an operating loss under challenging industry and economic conditions. The Group considered this as indicators that certain long-lived assets may be impaired as of March 31, 2026. The Group tested its long-lived assets during the year ended March 31, 2026. The Group's evaluation of long-lived assets assesses estimated future undiscounted cash flows over its remaining term compared to its carrying value. The significant assumptions used in calculating projected future cash flows include revenue projection and revenue growth rates, production costs, and operating expenses.

Auditing the Group's impairment assessment was complex and required substantial auditor judgment due to the significant judgment involved in management's assessment when determining the recoverability of the long-lived assets. Subjectivity and effort are required in performing procedures and evaluating audit evidence relating to the forecasted revenue, production costs, and operating expenses.

How We Addressed the Matter in Our Audit

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing management's process for determining the undiscounted future cash flows the assets are expected to generate, which included (i) obtained an understanding and evaluated the reasonableness of management's process for developing the undiscounted cash flow of long-lived assets; (ii) testing the completeness, mathematical accuracy and relevance of the key underlying data used in the assessment; (iii) evaluating the reasonableness of the significant assumptions related to the forecasted revenue, production costs, and operating expenses used in the assessment by considering (i) the past performance of the asset group; and (ii) the consistency with external market, economic and industry data; (iv) performing sensitivity analyses over significant assumptions to evaluate the potential effect of reasonably possible changes on the impairment measurement; and (v) testing the mathematically accuracy of the impairment model and the calculation of the recorded impairment loss of $125,000.

/s/ Marcum Asia CPAs LLP

Marcum Asia CPAs LLP
We have served as the Group's auditor since 2025.
New York, New York
July 14, 2026

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Highway Holdings Limited

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of operations, comprehensive loss, changes in equity and cash flows of Highway Holdings Limited and its subsidiaries (the "Group") for the year ended March 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of its operations and its cash flows for the year ended March 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on the Group's consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Assessment of impairment of long-lived assets

As discussed in Note 2(n) to the consolidated financial statements, the Group reviews its long-lived assets, including property, plant and equipment and operating lease right-of-use assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may no longer be recoverable. When these events occur, the Group measures impairment by comparing the carrying value of the long-lived assets and ROU assets to the sum of the estimated undiscounted future cash flows expected to be generated from the use of the assets and the eventual disposition. An impairment exists when the estimated undiscounted future cash flows are less than the carrying value of the assets being evaluated. Impairment loss is calculated as the amount by which the carrying value of the assets exceeds their fair value.

As of March 31, 2024, the Group had accumulated deficit and net loss for years. The Group considered these as indicators that certain long-lived assets may be impaired as of March 31, 2024.

Based upon the analysis performed, the Group recognized impairment losses of $0.33 million and $0.53 million for property, plant and equipment and operating lease right-of-use assets, respectively, for the year ended March 31, 2024.

We identified the evaluation of the impairment analysis for long-lived assets as a critical audit matter because of the significant estimates and assumptions management used in the projections of future cash flows, including the expected production and sales volumes, production costs, operating expenses and discount rates applied to these forecasted future cash flows. Performing audit procedures to evaluate the reasonableness of these estimates and assumptions required a high degree of auditor judgment and an increased extent of effort.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included the following, among others: (i) evaluating the appropriateness of the valuation model, by reviewing the valuation report and the calculation schedules prepared by the management and third party valuation specialists engaged by the Company; (ii) comparing the methodology used by the Company, that is, recoverable amount calculations based on future discounted cash flows, to industry practice and testing the completeness and accuracy of the underlying data used in the projections; (iii) assessing the reasonableness of the significant assumptions used in the calculations, which comprised of, amongst others, expected production and sales volumes, production costs, operating expenses and discount rates, by comparing them to external industry outlook reports from a number of sources and by analyzing the historical accuracy of management's estimates; and (iv) involving our valuation specialists to assist us with assessing the appropriateness of the valuation methodologies and the reasonableness of assumptions used, including the discount rates.

/s/ ARK Pro CPA & Co

ARK Pro CPA & Co
We served as the Group's auditor from 2023 to 2024.
Hong Kong, China
July 16, 2024
PCAOB ID: 3299

HIGHWAY HOLDINGS LIMITED

CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands of U.S. dollars, except for shares and per share data)

	For the years ended March 31,		
	2024	2025	2026

	$	$	$
Revenue from contracts with customers	6,321	7,412	4,805
Cost of sales	(4,613)	(4,942)	(3,439)
Gross profit	1,708	2,470	1,366
Selling, general and administrative expenses	(2,477)	(3,005)	(3,548)
Impairment of property, plant and equipment	(335)	-	(19)
Impairment of right of use assets	(527)	-	(106)
Operating loss	(1,631)	(535)	(2,307)
Non-operating income:			
Exchange gain, net	198	124	22
Interest income, net	248	203	159
Other income	30	22	21
Gain on disposal of property, plant and equipment	16	333	75
Total non-operating income	492	682	277
(Loss) income before income taxes	(1,139)	147	(2,030)
Income taxes (note 4)	161	(38)	486
Net (loss) income	(978)	109	(1,544)
Net loss (Profit) attributable to non-controlling interests	19	(3)	20
Net (loss) income attributable to Highway Holdings Limited's shareholders	**(959)**	**106**	**(1,524)**
Net (loss) income per share:			
- basic	(0.22)	0.02	(0.33)
- diluted	(0.22)	0.02	(0.33)
Weighted average number of shares outstanding:			
- basic	4,373,236	4,401,825	4,554,360
- diluted	4,373,236	4,401825	4,554,360

The accompanying notes are an integral part to these consolidated financial statements.

HIGHWAY HOLDINGS LIMITED

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands of U.S. dollars)

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$

Net (loss) income	(978)	109	(1,544)
Other comprehensive loss, net of tax:			
Change in cumulative foreign currency translation adjustment	(57)	(17)	(94)
Comprehensive (loss) income	(1,035)	92	(1,638)
Comprehensive loss (income) attributable to non-controlling interest	19	(2)	20
Comprehensive (loss) income attributable to Highway Holdings Limited's shareholders	(1,016)	90	(1,618)

The accompanying notes are an integral part to these consolidated financial statements.

HIGHWAY HOLDINGS LIMITED

CONSOLIDATED BALANCE SHEETS
(In thousands of U.S. dollars, except for shares and per share data)

	As of March 31,	
	2025	2026
	$	$
ASSETS		
Current assets:		
Cash and cash equivalents (note 5)	5,972	4,409
Accounts receivable, net (note 6)	1,022	1,023
Inventories (note 7)	1,146	1,452
Prepaid expenses and other current assets, net (note 8)	430	253
Total current assets	8,570	7,137
Property, plant and equipment, net (note 9)	94	389
Intangible assets, net (note 10)	-	532
Goodwill (note 11)	-	260
Operating lease right-of-use assets, net (note 15)	784	2,424
Long-term deposits	11	179
Long-term loan receivable (note 12)	95	75
Investments in equity method investees (note 13)	-	-
TOTAL ASSETS	**9,554**	**10,996**
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	613	437
Operating lease liabilities, current (note 15)	623	844
Accrued expenses and other current liabilities (note 14)	1,274	1,509
Current portion of long-term loan payable (note 16)	-	162
Income tax payable	486	162
Dividend payable	81	81
Total current liabilities	3,077	3,195
Operating lease liabilities, non-current (note 15)	187	1,742
Deferred tax liabilities	-	190

Long term accrued expenses (note 14)	23	26
Non current portion of long-term loan payable (note 16)	-	407
Total liabilities	3,287	5,560
Commitments and contingencies (note 17)		
Shareholders' equity:		
Preferred shares, $0.01 par value (Authorized: 20,000 shares; no shares issued and outstanding as of March 31, 2025 and 2026)	-	-
Common shares, $0.01 par value (Authorized: 20,000,000 shares; 4,401,825 and 4,626,676 shares as of March 31, 2025 and 2026 issued and outstanding)	44	46
Additional paid-in capital	12,178	12,417
Accumulated deficit	(5,437)	(6,961)
Accumulated other comprehensive loss	(516)	(610)
Total Highway Holdings shareholder's equity	6,269	4,892
Non-controlling interests	(2)	544
Total Equity	6,267	5,436
TOTAL LIABILITIES AND EQUITY	**9,554**	**10,996**

The accompanying notes are an integral part to these consolidated financial statements.

HIGHWAY HOLDINGS LIMITED

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(In thousands of U.S. dollars, except for shares and per share data)

	Highway Holdings Limited's Shareholders' Equity							
	Common shares, issued and outstanding		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total Highway Holdings Limited's Shareholders' equity	Non-controlling interests	Total equity
	Shares	Amount						
	Number	$	$	$	$	$	$	$
				(in thousands)				
As of March 31, 2023	4,087	41	12,003	(3,396)	(444)	8,204	12	8,216
Exercise of share options	30	0	59	-	-	59	-	59
Share-based compensation	300	3	55	-	-	58	-	58
Net (loss) income	-	-	-	(959)	-	(959)	(19)	(978)
Cash dividends ($0.20 per share)	-	-	-	(660)	-	(660)	-	(660)
Translation adjustments	-	-	-	-	(57)	(57)	-	(57)

As of March 31, 2024	4,417	44	12,117	(5,015)	(501)	6,645	(7)	6,638
Shares cancelled	(15)	(0)	-	-	-	(0)	-	(0)
Share-based compensation	-	-	61	-	-	61	-	61
Net income	-	-	-	106	-	106	3	109
Cash dividends ($0.15 per share)	-	-	-	(528)	-	(528)	-	(528)
Translation adjustments	-	-	-	-	(15)	(15)	2	(13)
As of March 31, 2025	4,402	44	12,178	(5,437)	(516)	6,269	(2)	6,267
Share-based compensation	160	2	180	-	-	182	-	182
Issuance of common shares for business acquisition	65	0	57	-	-	57	566	623
Net (loss) income	-	-	-	(1,524)	-	(1,524)	(20)	(1,544)
Translation adjustments	-	-	-	-	(94)	(94)	-	(94)
As of March 31, 2026	4,627	46	12,417	(6,961)	(610)	4,892	544	5,436

The accompanying notes are an integral part to these consolidated financial statements.

HIGHWAY HOLDINGS LIMITED

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands of U.S. dollars)

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$
Cash flows from operating activities:			
Net (loss) income	(978)	109	(1,544)
Adjustments to reconcile net (loss) income to net cash provided by (used in) operating activities:			
Depreciation of property, plant and equipment	159	9	31
Amortization of operating lease right-of-use assets	599	600	687
Loss on termination of operating lease right of use assets	-	-	9
Amortization of Intangible assets	-	-	5
Expected credit loss (reversal) provision	(513)	66	(82)
Write-down of inventories	86	71	106
Impairment of property, plant and equipment	335	-	19
Impairment of operating lease right of use assets	527	-	106
Gain on disposal of property, plant and equipment	(16)	(333)	(75)
Reversal of income tax provision	-	-	(496)

Share-based compensation expenses	58	61	182
Changes in operating assets and liabilities:			
Accounts receivable	1,133	168	338
Deferred tax	(107)	-	-
Inventories	(272)	356	119
Prepaid expenses and other current assets	46	(230)	210
Accounts payable	36	(326)	(268)
Accrued expenses and other current liabilities	(118)	(511)	117
Operating lease liabilities	(527)	(576)	(717)
Income tax payable	(59)	-	6
Income tax recoverable	3	-	-
Long-term accrued expenses	23	(17)	3
Long-term deposits	-	193	(167)
Net cash provided by (used in) operating activities	415	(360)	(1,411)
Cash flows from investing activities:			
Purchase of property, plant and equipment	(118)	(101)	(103)
Proceeds from disposal of property, plant and equipment	16	333	82
Repayment from a long-term loan	-	-	20
Payment for acquisition of a subsidiary	-	-	(701)
Cash received from the acquired subsidiary	-	-	593
Net cash provided by (used in) investing activities	(102)	232	(109)
Cash flows from financing activities:			
Share options exercised	59	-	-
Cash dividends paid	(616)	(492)	-
Long term loan Repayment	-	-	(25)
Net cash used in financing activities	(557)	(492)	(25)
Net decrease in cash and cash equivalents	(244)	(620)	(1,545)
Cash and cash equivalents at the beginning of year	6,952	6,601	5,972
Effect of exchange rate changes on cash and cash equivalents	(107)	(9)	(18)
Cash and cash equivalents at the end of year	6,601	5,972	4,409
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	3	38	3
Cash paid for interest expenses	-	-	1
Non-Cash investing and financing activities:			
Operating lease right-of-use assets obtained in exchange of operating lease liabilities	-	-	(617)
Common share issued for business combination	-	-	57

The accompanying notes are an integral part to these consolidated financial statements.

HIGHWAY HOLDINGS LIMITED

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands of U.S. dollars, except for shares and per share data)

1. ORGANIZATION AND BASIS OF FINANCIAL STATEMENTS

Highway Holdings Limited (the "Company") was incorporated in the British Virgin Islands on July 20, 1990. It operates through its subsidiaries operating in Hong Kong Special Administrative Region ("Hong Kong"), Shenzhen (comprising Long Hua) of the People's Republic of China ("China"), Yangon of the Republic of the Union of Myanmar ("Myanmar") and Bremen of Federal Republic of Germany ("Germany").

The Company and its subsidiaries (collectively referred as the "Group") are engaged in manufacturing and sale of metal, plastic and electronic parts and components. The Group's manufacturing activities are principally conducted in Shenzhen of China, Yangon of Myanmar and Bremen of Germany, while its selling activities are principally conducted in Hong Kong.

As of March 1 2026, the Group completed the acquisition of a 51% issued share capital in Regent Feinbau Adermann GmbH ("Regent"). Regent is a German-based certified manufacturing specialist for precision sheet metal components and welded assemblies made of aluminum, steel and copper, from LeMALe Beteiligungs-GmbH ("LeMALe"). The primary purpose of the acquisition was to meet European customers' desire for localization, allowing deliveries from within Europe rather than from overseas.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation - The consolidated financial statements of the Group have been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

(b) Principles of consolidation - The consolidated financial statements include the accounts of the Company and include the assets, liabilities, revenues and expenses of wholly owned subsidiaries which the Company exercises control and, when applicable, entity for which the Company has a controlling financial interest or is the primary beneficiary. All inter-company accounts and transactions have been eliminated in consolidation.

Subsidiary is entity in which the Company, directly or indirectly, controls more than one half of the voting power; or has the power to govern the financial and operating policies, to appoint or remove the majority of the members of the board of directors, or to cast a majority of votes at the meeting of directors.

The Company consolidates entities for which the Company is the primary beneficiary if the entity's other equity holders do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(b) Principles of consolidation - continued - Upon loss of control, the Company derecognizes the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognized in profit or loss. If the Company retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as cost method investment depending on the level of influence retained.

(c) Use of estimates - The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management of the Group to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's management based on their estimates on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis for making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. Significant accounting estimates reflected in the Group's consolidated financial statements included revenue recognition, provision for credit losses of accounts receivable, inventories impairment assessment, long-lived assets and right-of-use ("ROU") assets impairment assessment, fair value of business combination measurement and valuation allowance for deferred tax assets. Actual results could differ from those estimates.

The trade controversies between China and the United States and the political unrest in Myanmar have created and may continue to create significant uncertainty in macroeconomic conditions, which may cause further business slowdowns and adversely impact the Group's results of operations.

As a result, during the year ended March 31, 2026, the Group faced uncertainties around its estimates of revenue recognition, revenue collectability, accounts receivable credit losses, impairment of inventories, impairment of long-lived assets and ROU assets and valuation allowance for deferred tax assets. The Group expects uncertainties around its key accounting estimates to continue to evolve depending on the duration and degree of impact associated with the trade controversies between China and the United States and the political unrest in Myanmar. Its estimates may change as new events occur and additional information emerges, and such changes are recognized or disclosed in its consolidated financial statements.

(d) Business combination - In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs. The Group applies a "screen test" that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(d) Business combination - continued - Transactions in which the acquired is considered a business are accounted for as a business combination as described below. Conversely, transactions not considered as business acquisition are accounted for as acquisition of assets and liabilities. In such transactions, the cost of acquisition is allocated proportionately to the acquired identifiable assets and liabilities, based on their proportionate fair value on the acquisition date. In an assets acquisition, no goodwill is recognized on the acquisition date.

Business combinations are recorded using the acquisition method of accounting. The assets acquired, the liabilities assumed, and any non-controlling interests of the acquiree at the acquisition date, if any, are measured at their fair values as of the acquisition date. Goodwill is recognized and measured as the excess of the total consideration transferred plus the fair value of any non-controlling interest of the acquiree and fair value of previously held equity interest in the acquiree, if any, at the acquisition date over the fair values of the identifiable net assets acquired. Common forms of the consideration made in acquisitions include cash and common equity instruments. Consideration transferred in a business acquisition is

measured at the fair value as of the date of acquisition. Acquisition-related expenses and restructuring costs are expensed as incurred.

Where the consideration in an acquisition includes contingent consideration the payment of which depends on the achievement of certain specified conditions post-acquisition, the contingent consideration is recognized and measured at its fair value at the acquisition date and is recorded as a liability, it is subsequently remeasured at fair value at each reporting date with changes in fair value reflected in earnings.

(e) Investments under equity method - The investments for which the Group has the ability to exercise significant influence are accounted for under the equity method. Under the equity method, original investments are recorded at cost and adjusted by the Group's share of undistributed earnings or losses of these entities, the amortization of intangible assets recognized upon f and dividend distributions or subsequent investments. All unrecognized inter-company profits and losses have been eliminated under the equity method.

When the estimated amount to be realized from the investments falls below its carrying value, an impairment charge is recognized in the consolidated statements of operations when the decline in value is considered other than temporary.

(f) Cash and cash equivalents - Cash and cash equivalents consist of cash on hand and bank deposits which are unrestricted as to withdrawal and use, and which have maturities of three months or less when purchased, and are readily convertible to known amount of cash.

Cash equivalents are placed with financial institutions with credit ratings and quality where the Group considers acceptable.

(g) Time deposits - Time deposits are those balances placed with the banks with original maturities longer than three months but less than one year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(h) Accounts receivable - From April 1, 2020, the Group adopted ASU No. 2016-13, "Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments" ("ASC Topic 326"), which amends previously issued guidance regarding the impairment of financial instruments by creating an impairment model that is based on expected losses rather than incurred losses.

The Group's accounts receivable, other current assets (note 8) and loan receivables (note 2(i)) recorded in prepaid expenses and other current assets are within the scope of ASC Topic 326. Accounts receivable primarily represent amounts due from customers, that are typically non-interest bearing and are initially recorded at the invoiced amount. Accounts receivable balances are write-down against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Any off-balance-sheet credit exposure related to its customers is assessed the same manner as on-balance-sheet exposure.

To estimate expected credit losses, the Group has identified the relevant risk characteristics of its customers and the related receivables, other current assets (note 8) and loan receivables which include size, type of the services or the products the Group provides, or a combination of these characteristics. Receivables with

similar risk characteristics have been grouped into pools. For each pool, the Group considers the past collection experience, current economic conditions, future economic conditions (external data and macroeconomic factors) and changes in the Group's customer collection trends. Other key factors that influence the expected credit loss analysis include customer demographics, payment terms offered in the normal course of business to customers, and industry-specific factors that could impact the Group's receivables. Additionally, external data and macroeconomic factors are also considered. This is assessed at each quarter based on the Group's specific facts and circumstances. No significant impact of changes in the assumptions since adoption. As of March 31, 2026, the allowance for expected credit loss provision recorded in accounts receivable was $27 (2025: $109).

The Group accounts for balance sheet offsetting in accordance with ASC 210, Balance Sheet. When all the following conditions are met and when the Group and the counterparty both consent, accounts receivable balances and account payable balances set off each other and the Group presents the asset and liability as a net amount on the balance sheet: Each of the two parties owes the other determinable amounts, the Group has the right to set off the amount owed with the amount owed by the other party, the Group intends to set off and the right of set off is enforceable at law.

(i) Loan receivables - Loan receivables mainly represent the loans to a non-controlling interest and a director of a subsidiary in Myanmar. The loan periods granted by the Group to the staff amounts to 36 months and carries fixed interest rate of 8% per annum. The loan receivables principal and interest are expected to be repaid on the expected settlement date. The loan receivables are stated at the historical carrying amount net of allowance for uncollectible loan receivables (see (h) above). The loan receivables expected to be settled more than one year as of balance sheet date are classified into long-term loan receivable on the consolidated balance sheets. No impairment was made on the loan receivables for the years ended March 31, 2024, 2025 and 2026.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(j) Inventories - Inventories are stated at the lower of cost and net realizable value, with cost determined by the first-in-first-out method. Work-in-progress and finished goods consist of raw materials, direct labor and overheads associated with the manufacturing process. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Write-down of potential obsolete or slow-moving inventories is recorded based on management's assumptions about future demands and market conditions.

(k) Goodwill - Goodwill represents the excess of the aggregate of the consideration transferred and the fair value of any noncontrolling interest in the acquiree over the fair value of the identifiable net assets acquired in a business combination. Goodwill is not amortized but rather tested for impairment at least annually. The Company tests goodwill for impairment in March of each fiscal year at the reporting unit level. Goodwill is also tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Goodwill recognized in a business acquisition includes the portion attributable to both the controlling and noncontrolling interests. No impairment of Goodwill was recognized during the years ended March 31, 2026.

(l) Intangible Assets

Intangible assets acquired in a business combination are recognized separately from goodwill and are recorded at their fair value at the acquisition date. The Regent intangible assets consist of customer relationships.

Intangible assets are amortized on a straight-line basis over their estimated useful lives. The customer relationship acquired in the Regent acquisition is being amortized over its estimated useful life of 6 years, which represents the period over which the asset is expected to contribute to the Company's future cash flows. Amortization expense is recorded within selling, general and administrative expenses in the consolidated statements of operations.

The Company evaluates the remaining useful life of its intangible assets each reporting period to determine whether events and circumstances warrant a revision to the remaining period of amortization. Intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

(m) Property, plant and equipment - Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Depreciation is computed on a straight-line basis with no salvage value over the estimated useful lives of 5 to 15 years for machinery and equipment, shorter of the lease term or the estimated useful life for leasehold improvements and 2 to 5 years for other property, plant and equipment.

The cost and accumulated depreciation of property, plant and equipment disposed of or sold are removed from the consolidated balance sheets and resulting gains and losses are recognized in the consolidated statements of operations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(n) Impairment of long-lived assets (other than goodwill) - The Group reviews its long-lived assets and ROU assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. When these events occur, the Group measures impairment by comparing the carrying value of the long-lived assets to the sum of the estimated undiscounted future cash flows expected to be generated from the use of the assets and the eventual disposition. An impairment exists when the estimated undiscounted future cash flows are less than the carrying value of the assets being evaluated. Impairment loss is calculated as the amount by which the carrying value of the assets exceeds their fair value.

At each year end as of March 31, 2024, 2025 and 2026, the Group has reviewed the long-lived assets for impairment, since there were several indicative events and factors identified, including (1) significant adverse changes in the business climate, including the possible negative impact of political unrest in Myanmar, (2) operating and/or cash flow losses, and (3) negative impact on business operations as a result of trade controversies between China and the United States and new global human and environmental rights regulations pending or enacted.

For the year ended March 31, 2025, as a result of the comparisons, management has identified the sum of estimated undiscounted future cashflows of long-lived assets and ROU assets are higher than their carrying values. The Group did not recognize any impairment of long-lived assets and ROU assets during the year ended March 31, 2025.

For the years ended March 31, 2024 and 2026, as a result of the comparison, management has identified the sum of estimated undiscounted future cashflow of long-lived assets are lower than their carrying values. Accordingly, an impairment loss of $335 and $19 for long-lived assets and an impairment loss of $527 and $106 for ROU assets were recognized for the years ended March 31, 2024 and 2026 respectively, which were the amounts by which the carrying values of the assets exceeded their fair value.

(o) Concentration of credit risk - Financial instruments that potentially expose the Group to the concentration of credit risk consist primarily of cash and cash equivalents, accounts receivable, loan receivable, other receivables and prepayments. The Group places its cash and cash equivalents with financial institutions with credit ratings and quality where the Group considers acceptable.

The risks with respect to accounts receivables are mitigated by credit evaluations performed on the customers or debtors and ongoing monitoring of outstanding balances.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(p) Revenue recognition - The Group recognizes revenue when its customer obtains control of promised goods or receives services provided in an amount that reflects the consideration which the Group expects to receive in exchange for those goods and services. To determine revenue recognition for the arrangements that the Group determines are within the scope of Topic 606, the Group performs the following five steps: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract and (5) recognize revenue when (or as) the entity satisfies a performance obligation.

The Group's revenue from contracts with customers is derived from the sales of metal stamping, mechanical OEM and electric OEM products, from the sub-contracting income from the provision of electronic products assembly service, from the provision of machinery maintenance services and from the other service of educational services.

The cash collected from the sales is initially recorded in "contract liability" in the consolidated balance sheets and subsequently recognized as revenues upon the sales completed. There is no significant financing component or variable consideration.

Product revenue recognition – point of time

The Group sell goods to the customer under sales contracts or by purchase orders. The Group has determined there to be one performance obligation for each of the sales contracts and purchase orders. The performance obligations are considered to be met and revenue is recognized when the customer obtains control of the goods. Revenue is recognized at that point of time. The Group has two major goods delivery channels, included:

(1) Delivering goods to customers' predetermined location, the Group has satisfied the contracts' performance obligations when the goods have been delivered and relevant shipping documents have been collected by the Group; and

(2) Picking up goods by customers in the Group's warehouse, the Group has satisfied the contracts' performance obligations when the goods have been picked up and the acceptance document has been signed by the customers.

Sub-contracting income recognition – point of time

The Group's performance obligation is to provide sub-contracting services on electronic products assembly to one customer. When the Group satisfies a performance obligation, it will recognize as revenue the sub-contracting income it earns from the provision of electronic products assembly service. The Group's revenue from sub-contracting income was $818, nil and nil for the years ended March 31, 2024, 2025 and 2026 respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(p) Revenue recognition – continued

Other service revenue recognition – over time

The Group provides services to elderly people, with revenue recognized over time as the services are rendered. For the years ended March 31, 2024, 2025, and 2026, revenue from these educational services was nil, nil, and $14, respectively.

Breakdown of revenue recognition by product line is as follows:

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$
Sale of products	5,503	7,412	4,791
Sub-contracting income	818	-	-
Other service income	-	-	14
Total revenue from contracts with customers	6,321	7,412	4,805

Breakdown of revenue recognition at a point of time / overtime is as follows:

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$
Revenue recognized at a point of time	6,321	7,412	4,791
Revenue recognized over time	-	-	14
Total revenue from contracts with customers	6,321	7,412	4,805

Return Rights

The Group does not provide its customers with the right of return (except for product quality issue) or production protection. Customer is required to perform product quality check before acceptance of goods

delivery. The Group did not recognize for any refund liability according to the product return on the consolidated balance sheets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(p) Revenue recognition - continued

Value-added taxes and surcharges

The Group presents revenue net of VAT and surcharges incurred. The surcharge is sales related taxes representing the City Maintenance and Construction Tax and Education Surtax. The Group incurs expenses or pays fees to external delivery service providers, respectively, and records such expenses and fees like shipping and handling expenses. Total VAT and surcharges paid by the Group during the years ended March 31, 2024, 2025 and 2026 amounted to $85, $77 and $67 respectively.

Principals vs. agent accounting

The Group records all product revenue on a gross basis. To determine whether the Group is an agent or principal in the sale of products, the Group considers the following indicators: the Group is primarily responsible for fulfilling the promise to provide the specified goods or services, is subject to inventory risks before the specified goods have been transferred to a customer or after transfer of control to the customers, and has discretion in establishing the price of the specified goods.

Disaggregation of revenue

The Group disaggregates its revenue from different types of contracts with customers by principal product categories, as the Group believes it best depicts the nature, amount, timing and uncertainty of its revenue and cash flows. See note 25 for product revenues by segment.

Contract balances

The Group did not recognize any contract asset as of March 31, 2025 and March 31, 2026. The timing between the recognition of revenue and billings issuance is not significant.

The Group’s contract liabilities consist of deposits received from customers. As of March 31, 2025 and March 31, 2026, the balances of the contract liabilities are $10 and $225 including deposits received from a customer. All contract liabilities as of March 31, 2026 are expected to be recognized as revenue during the year ending March 31, 2027.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(p) Revenue recognition - continued

Movement of contract liabilities are as follows:

	For the Years Ended March 31,	
	2025	2026
	$	$
At the beginning of the year	10	10
Addition in the period	10	282
Revenue recognized from opening balance of contract liabilities	(10)	(10)
Revenue recognized from contract liabilities arising during current period	-	(57)
At the end of the year	10	225

(q) Retirement and other post-retirement benefits – Contributions to retirement schemes (which are defined benefit and defined contribution plans, see note 14 and 23) are charged to the consolidated statement of operations as and when the related employee service is provided.

Accounting rules covering defined benefit pension plans and other post-retirement benefits require that amounts recognized in financial statements be determined on an actuarial basis. Management develops the actuarial assumptions used by its international defined benefit pension plan obligations based upon the circumstances of each particular plan. The determination of the defined benefit pension plan obligations requires the use of estimates.

During the year ended March 31, 2024, the Group initially recognizes defined benefit obligation to be made by the Group to its Hong Kong employees upon the termination of services under post-retirement benefits. The cost of providing benefits is measured using projected unit credit method with actuarial valuations to determine its present value and service cost. The discount rate is an estimate of the interest rate at which the retirement benefits could be effectively settled. In estimating the discount rate, the Group looks to rates of return on Hong Kong Government Bonds currently available and expected to be available during the period to maturity of the retirement benefits. The net defined benefit liabilities recognized in the balance sheet represent the present value of the obligation under defined benefit plan minus the fair value of plan assets. The Group carried out comprehensive actuarial valuation at the end of reporting period. The remeasurement of the net defined benefit liabilities during a period is recognized as cost of defined benefit plan during the period.

As of March 31, 2025 and 2026, $23 and $26 were recognized as defined benefit obligation in the consolidated balance sheets as “Long term accrued expense”. Upon initiation of the plan during the year ended March 31, 2024, the amount is fully recognized as prior service cost in the consolidated statement of operations under “selling, general and administrative expenses”.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(q) Retirement and other post-retirement benefits - continued - The Group also operates a Mandatory Provident Fund (“MPF”) scheme for all qualifying employees in Hong Kong. The MPF is a defined

contribution scheme and the assets of the scheme are managed by a trustee independent of the Group. Contributions are made by the Group to the MPF at a rate of 5% based on each employee's relevant compensation, subject to a cap of HK$1,500 (equivalent to $0.19) per month.

Full time employees of the Group in the PRC participate in a government mandated defined contribution plan, pursuant to which certain pension benefits, medical care, employee housing fund and other welfare benefits are provided to employees. Chinese labor regulations require that the PRC subsidiary of the Group make contributions to the government for these benefits based on certain percentages of the employees' salaries, up to a maximum amount specified by the local government. The Group has no legal obligation for the benefits beyond the contributions made.

The Group was required registration of its employee in Myanmar with the Social Security Board. Contributions are made by the Group to the social security plan at a rate of 3% based on each employee's relevant compensation, subject to a cap of 9,000 Kyat (equivalent to $0.004) per month.

The Group's German subsidiaries participate in statutory social security schemes constituting defined contribution plans, including statutory pension insurance, statutory health insurance, statutory long-term care insurance, statutory unemployment insurance, and statutory accident insurance/employers' liability insurance association. Contributions are made by the Group to the statutory social security schemes based on certain percentage of the employees' relevant compensation. For statutory pension insurance and statutory unemployment insurance, the cap is 8,450 Euro (equivalent $9,700) per month, while for statutory health insurance and statutory long-term care insurance, it is 5,813 Euro (equivalent $6,700) per month.

(r) Foreign currency translations and transactions - The functional and reporting currency of the Company is the United States Dollars ("U.S. dollars"). All transactions in currencies other than functional currencies during the year are remeasured at the exchange rates prevailing on the respective transaction dates. Monetary assets and liabilities existing at the balance sheet date denominated in currencies other than functional currencies are remeasured at the exchange rates on the balance sheet date. Exchange differences are recorded in the consolidated statements of operations.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates prevailing on the transaction dates. The transaction date is the date on which the Group initially recognizes such non-monetary assets and liabilities. Non-monetary assets and liabilities that are stated at fair value are translated using the exchange rates prevailing at the dates the fair value is measured. The resulting exchange differences are recognized in accumulated other comprehensive income/loss.

The books and records of the Company's major subsidiaries are maintained in their respective local currencies, the Hong Kong dollars, Myanmar Kyat, Chinese Renminbi and Euro which are also their respective functional currencies. The financial statements of the Group's entities of which the functional currency is not U.S. dollars are translated from their respective functional currency into U.S. dollars. Assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the rates of exchange prevailing at the balance sheet date. Equity accounts other than earnings generated in current period are translated into U.S. dollars at the appropriate historical rates. Income and expense items are translated into U.S. dollars at the average rates of exchange over the year. All exchange differences arising from the translation of subsidiaries' financial statements are recorded as a component of comprehensive income (loss).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(r) Foreign currency translations and transactions – continued

Exchange rates used to translate amounts in Chinese Renminbi, Myanmar Kyat and Euro into the U.S. dollars, the reporting currency are as follows:

	For the Years Ended March 31,		
	2024	2025	2026
Items in the consolidated statement of operations:			
Chinese Renminbi	7.15	7.14	7.04
Myanmar Kyat	2,103	2,510	3,536
Euro	-	-	8.91

	As of March 31,	
	2025	2026
Balance sheet items, except for equity accounts		
Chinese Renminbi	7.18	6.88
Myanmar Kyat	3,536	3,536
Euro	-	8.91

Chinese Renminbi and Myanmar Kyat are not fully convertible currencies. Any restrictions on currency exchange may limit the Group's ability to convert Chinese Renminbi and Myanmar Kyat into U.S. dollars or Hong Kong dollars or vice versa.

(s) Income taxes - Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are determined based on the temporary difference between the financial reporting and tax bases of assets and liabilities, and net operating loss and tax credit carryforwards using enacted tax rates that will be in effect for the period in which the differences are expected to reverse. The Group records a valuation allowance against the amount of deferred tax assets that it determines is not more likely than not of being realized. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

The Group recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Group records interest related to unrecognized tax benefits and penalties, if any, within income tax expenses.

As a public business entity, the Group adopted the standard of ASU 2023-09, Income Taxes (Topic 740) – Improvements to Income Tax Disclosures effective on April 1, 2025 on a prospective basis on its consolidated financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(t) Net (loss) income per share - Basic net (loss) income per share is computed by dividing net (loss) income attributable to the Company by the weighted average number of common shares outstanding during the year.

Diluted net (loss) income per share is computed similar to basic net income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if all the potential common shares pertaining to stock options and similar instruments had been issued and if the additional common shares were dilutive.

Diluted net (loss) income per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method for the outstanding unvested restricted stock and options, and the if-converted method for the outstanding convertible instruments. Under the treasury stock method, options are assumed to be exercised at the beginning of the period (or at the time of issuance, if later) and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Under the if-converted method, outstanding convertible instruments are assumed to be converted into common stock at the beginning of the period (or at the time of issuance, if later).

Anti-dilutive potential ordinary shares are not considered in the calculation of the diluted earnings per share. Potential ordinary shares are anti-dilutive when the conversion of ordinary shares increases the earnings per share or decreases the net loss per share.

(u) Comprehensive (loss) income - Comprehensive (loss) income includes net (loss) income and foreign currency translation adjustments and is presented net of tax.

The Group presents the components of net (loss) income, the components of other comprehensive (loss) income and total comprehensive (loss) income in two separate but consecutive statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(v) Fair value measurement and financial instruments - The Group applies a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Under this hierarchy, there are three levels of inputs that may be used to measure fair value:

- Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

- Level 2 applies to assets or liabilities for which there are inputs other than quoted prices included within Level 1 that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical asset or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

- Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Determining which category an asset or liability falls within the hierarchy requires significant judgment.

The carrying amounts of financial instruments, which consist of cash and cash equivalents, time deposits, accounts receivable, other current assets, accounts payable and other liabilities approximate their fair values due to the short-term nature of these instruments.

The fair value guidance describes three main approaches to measure the fair value of assets and liabilities: (1) market approach; (2) income approach and (3) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount. The measurement is based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset.

When available, the Group uses quoted market prices to determine the fair value of an asset or liability. If quoted market prices are not available, the Group will measure fair value using valuation techniques that use, when possible, current market-based or independently sourced market parameters, such as interest rates and currency rates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(w) Non-controlling interest - For the Group's non-wholly owned subsidiary, a non-controlling interest is recognized to reflect the portion of equity that is not attributable, directly or indirectly, to the Group. Non-controlling interests are classified as a separate line item in the equity section of the Group's consolidated balance sheets and have been separately disclosed in the consolidated statements of operations and statements of changes in equity to distinguish the interests from that of the Group. Cash flows related to transactions with non-controlling interests are presented under financing activities in the consolidated statements of cash flows.

During the fiscal year ended March 31, 2026, the Group acquired 51% of the issued share capital of Regent on 28 February 2026. As a result, Regent became a majority-owned subsidiary of the Group. The remaining 49% equity interest not held by the Group is presented as a non-controlling interest. In accordance with ASC Topic 805, the non-controlling interest in Regent is measured at its fair value at the acquisition date. The fair value of the non-controlling interest was determined using an income approach based on the discounted cash flow method, with a discount for lack of control applied to reflect the minority interest. Goodwill recognized on the acquisition includes the portion attributable to the non-controlling interest. Subsequent changes in the Group's ownership interest in Regent that do not result in a loss of control are accounted for as equity transactions, with any difference between the consideration paid or received and the carrying amount of the non-controlling interest recognized directly in equity attributable to the Group's shareholders.

(x) Stock-based compensation - The Group adopted the provisions of ASC Topic 718 which requires the Group to measure and recognize compensation expenses for an award of an equity instrument based on the grant-date fair value.

The fair value of each option award is estimated on the date of grant using the Black-Scholes Option Valuation Model.

The fair value of restricted share units ("RSUs") is determined based on the market price of the Company's ordinary shares on the grant date.

The compensation expense is recognized (a) immediately on the grant date if no vesting conditions are required; (b) for share options or RSUs granted with only service conditions, using the straight-line method, over the vesting period; and (c) for RSUs granted with performance conditions, over the vesting period only for the portion that is reasonably probable to vest based on the annual assessment at each reporting date.

Further, ASC Topic 718 requires the Group to estimate forfeitures in calculating the expense related to stock-based compensation. Compensation expenses recognized relating to post-vesting cancellation or termination will not be reversed.

The expected volatility was based on the historical volatilities of the Company's listed common stocks in the United States and other relevant market information. The Group uses historical data to estimate share option exercises and employee departure behavior used in the valuation model. The expected terms of share options granted is derived from the output of the option pricing model and represents the period of time that share options granted are expected to be outstanding. Since the share options once exercised will primarily trade in the U.S. capital market, the risk-free rate for periods within the contractual term of the share option is based on the U.S. Treasury yield curve in effect at the time of grant.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(x) Stock-based compensation - continued - Details of grants of restricted shares to non-employee consultants after the effectiveness of ASU 2018-07 -Compensation - stock compensation (Topic 718) - Improvements to non-employee share-based payment accounting are disclosed in note 24.

(y) Leases - The Group accounts for leases in accordance with ASC 842, Leases ("ASC 842"), which requires lessees to recognize leases on the balance sheet and disclose key information about leasing arrangements. The Group elected not to apply the recognition requirements of ASC 842 to short-term leases. The Group also elected not to separate non-lease components from lease components, therefore, it will account for lease component and the non-lease components as a single lease component when there is only one vendor in the lease contract.

The Group determines if a contract contains a lease based on whether it has the right to obtain substantially all of the economic benefits from the use of an identified asset which the Group does not own and whether it has the right to direct the use of an identified asset in exchange for consideration. Right of use ("ROU") assets represent the Group's right to use an underlying asset for the lease term and lease liabilities represent the Group's obligation to make lease payments arising from the lease. ROU assets are recognized as the amount of the lease liability, adjusted for lease incentives received. Lease liabilities are recognized at the present value of the future lease payments at the lease commencement date.

Lease payments may be fixed or variable, however, only fixed payments or in-substance fixed payments are included in the Group's lease liability calculation.

Variable lease payments are recognized in operating expenses in the period in which the obligation for those payments are incurred.

As disclosed in note 2(n), the Group reviews its long-lived assets and ROU assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may no longer be recoverable. The Group recognized an impairment loss of $nil and $106 on ROU assets as of March 31, 2025 and 2026 respectively.

The operating lease is included in operating lease right-of-use assets, operating lease liabilities-current and operating lease liabilities-non-current in the consolidated balance sheets as of March 31, 2025 and March 31, 2026.

(z) Dividends – Dividends are recognized when declared.

Dividends paid on equity-classified awards are often subject to the same vesting conditions as the underlying awards. Dividends are forfeited if the award is forfeited. When the dividend is declared, the Group accounts for forfeitures when they occur and recognize a debit to retained earnings and a credit to dividend payable for all awards. If an award is ultimately forfeited, that entry is reversed with a debit to dividends payable and a credit to retained earnings. The reversal entry would be made in the period in which the forfeitures occur.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

(z) Dividends – continued - Dividends recognized for unvested restricted shares for the years ended March 31, 2024, 2025 and 2026 were $44, $36 and $nil, respectively.

(aa) Long term loan payable, - The long term loans are initially recognized at fair value, net of transaction costs incurred. Loans are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

The loans are classified as current or noncurrent based on the contractual maturity date that would require repayment within twelve months of the balance sheet date. (see note 16)

(ab) Commitments and contingencies - The Group adopts ASC Topic 450 “Contingencies” subtopic 20, in determining its accruals and disclosures with respect to loss contingencies. Accordingly, estimated losses from loss contingencies are accrued by a charge to income when information available before financial statements are issued or are available to be issued indicates that it is probable that an asset had been impaired, or a liability had been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated. Legal expenses associated with the contingency are expensed as incurred. If a loss contingency is not probable or reasonably estimable, disclosure of the loss contingency is made in the financial statements when it is at least reasonably possible that a material loss could be incurred.

(ac) Recently adopted accounting standards - In December 2023, the FASB issued ASU 2023-09, Improvement to Income Tax Disclosure. This standard requires more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. This standard also includes certain other amendments to improve the effectiveness of income tax disclosures. ASU 2023-09 is effective for public business entities, for annual periods beginning after December 15, 2024. For entities other than public business entities, the amendments are effective for annual periods beginning after December 15, 2025. Early adoption is

permitted. As a public business entity, the Group adopted ASU 2023-09 effective on April 1, 2025 on a prospective basis on its consolidated financial statements.

(ad) Accounting standards issued but not adopted as of March 31, 2026 - In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses, which requires disclosure in the notes to the financial statements, of disaggregated information about certain costs and expenses that are included in expense line items on the face of the income statement. The requirements of ASU 2024-03 are effective for fiscal years beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027 with early adoption permitted. The Group is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements and disclosures.

3. Acquisition of Regent Feinbau Adermann GmbH

On March 1, 2026, the Group acquired a 51% controlling interest in Regent. The total consideration transferred for the 51% interest was €662,000 (approximately $758,000), consisting of cash of €612,000 (approximately $701,000) and the issuance of restricted shares of the 64,851 Company's common shares valued at €50,000 (approximately $57,000).

Pursuant to the Share Purchase Agreement, the Group completed the transfer of the consideration on March 1, 2026, and the acquisition was completed on the same date. Upon completion of the transaction, the Group obtained control of Regent through its majority voting rights and, accordingly, accounted for the transaction as a business combination in accordance with ASC 805, Business combinations.

The acquisition was accounted for as a business combination by applying the acquisition method. Accordingly, the acquired assets and liabilities were recorded at their fair value on the date of acquisition. The Group engaged an independent third-party valuation firm to assist with the valuation of assets acquired and liabilities assumed in this business combination. The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date, including the recognition of the Non-controlling Interest (NCI) at fair value.

Consideration transferred (51%):		
By cash	$	701
By common shares	$	57
Fair value of Noncontrolling Interest (49%)[(1)]	$	566
Total	$	1,324
Allocation of total fair value:		
Property, plant and equipment		236
Operating lease right-of-use assets		617
Inventories		530
Accounts receivable and others		275
Cash and cash equivalents		593
Long-term loan payable		(594)
Operating lease liabilities		(617)
Trade payables and others		(166)

Income tax payable		(157)
Deferred income taxes		(190)
Net assets		527
Intangible asset – Customer relationship[2]	$	537
Goodwill (residual)[3]	$	260
Total	$	1,324

(1) The non-controlling interests mainly represent the interests allocated to shareholders with 49% equity interest in Regent. The fair value of the non-controlling interest was determined using the income approach, with assistance of an independent appraiser.

3. Acquisition of Regent Feinbau Adermann GmbH - continued

(2) The customer relationship was valued using the multi-period excess earnings method under the income approach. The estimated useful life of the customer relationship is 6 years.

(3) Goodwill primarily represents the expected synergies arising from the acquisition, including expansion of the Group's manufacturing capabilities in Germany, access to an established customer base and workforce. Goodwill is not expected to be deductible for tax purposes.

The revenue and net loss of Regent since the acquisition date and that were included in the Company's consolidated statements of operations and comprehensive loss for the year ended March 31, 2026 are $222 and $2, respectively.

Prior to the acquisition, Regent did not prepare its financial statements in accordance with U.S. GAAP and had a different fiscal year end from the Group. In addition, management concluded that the impact of the acquisition is not material to the Group's consolidated results of operations. Thus the historical financial statement and pro forma financial information has not been presented.

4. INCOME TAXES

Income is subject to tax in the various countries in which the Group operates.

The Group's manufacturing operations were conducted mainly in PRC and Myanmar during the years ended March 31, 2024, 2025 and 2026. The Group's operating subsidiaries, other than Nissin Metal and Plastic (Shenzhen) Company Limited ("Nissin PRC"), ShenZhen SilverAge Health and Wellness Co., Ltd ("Siverage"), Kayser Myanmar Manufacturing Company Ltd. ("Kayser Myanmar") and Regent Feinbau Adermann GmbH ("Regent") are all incorporated in Hong Kong and are subject to Hong Kong taxation on income derived from their activities conducted in Hong Kong.

BVI

Under the current tax laws of the BVI, the Group is not subject to tax on its income or capital gains. In addition, no BVI withholding tax will be imposed upon the payment of dividends by the Company to its shareholders.

Hong Kong

Hong Kong Profits Tax has been calculated at 16.5% of the estimated assessable profit for the years ended March 31, 2024, 2025 and 2026. As of March 21, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on March 28, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million (equivalent to $257) 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%. The Group has selected Kayser Limited ("Kayser") as the qualified entity under two-tiered profit tax rates regime and the remaining Hong Kong based subsidiaries are not qualifying under the regime and continue to be taxed at 16.5%.

4. INCOME TAXES - continued

PRC

Under the Enterprise Income Tax ("EIT") Law in the PRC, the unified EIT rate for domestic enterprises and foreign invested enterprises is 25%, except for available preferential tax treatments. For qualified small and low-profit enterprises, from January 1, 2023 to December 31, 2027, 25% of the first RMB 3.0 million of the assessable profit before tax is subject to the tax rate of 20%. For the year ended March 31, 2024, 2025 and 2026, all PRC subsidiaries are qualified small and low-profit enterprises, and thus are eligible for the above preferential tax rates for small and low-profit enterprises.

Germany

During the year ended March 31, 2026, the subsidiary in Germany's primary statutory tax rate was 29.83%, consisting of the German corporate tax rate of 15%, a 5.5% solidarity surcharge on the corporate tax rate, and a trade tax rate of 14%.

Myanmar

Starting from October 1, 2021 onwards, income tax rate for the subsidiary incorporated in Myanmar is 22%.

The components of (loss) income before income taxes are as follows:

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$
Hong Kong	(346)	(502)	(1,929)
PRC	39	567	135
Myanmar	(832)	82	(236)
Germany	-	-	0
Total	(1,139)	147	(2,030)

4. INCOME TAXES - continued

Income tax (benefit) expense consists of the following:

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$
Current income tax (benefit) expense			
Hong Kong	(59)	-	-
PRC			
- Current	-	38	3
- Reversal of overprovision in prior year	-	-	(496)
Myanmar	5	-	-
Germany	-	-	7
Deferred income tax benefit	(107)	-	-
Total income tax (benefit) expense	(161)	38	(486)

The reconciliation of differences between the Hong Kong statutory tax rate and the effective tax rate for income tax for the years ended March 31, 2024 and 2025 in accordance with the guidance prior to the adoption of ASU 2023-09 was as follows:

	For the Years Ended March 31,	
	2024	2025
	%	%
Profits tax rate in Hong Kong	16.5	16.5
Non-deductible expenses (non-taxable income)*	(7.9)	(50.0)
Changes in valuation allowances	10.4	138.3
Overprovision of profits tax in prior year	4.7	-
Effect of different tax rate of subsidiaries operating in other jurisdictions	(0.4)	47.0
Effect of preferential tax rate	-	(77.3)
Tax effect of tax losses not recognized	(12.3)	(52.7)
Tax effect of other temporary difference not recognized	-	(21.8)
Profit tax expense from disposal of PRC property	-	26.1
Others	3.1	-
Effective tax rate	14.1	26.1

* The non-deductible expenses (non-taxable income) are mainly including the other non-deductible expenses from subsidiaries do not generate assessable, non-deductible entertainment expense, non-taxable gain from disposal of PRC property, and non-taxable interest income for the years ended March 31, 2024 and 2025.

4. INCOME TAXES - continued

Upon adoption of ASU 2023-09, Improvements to Income Tax Disclosures, as described in Note 2, Summary of Significant Accounting Policies, the reconciliation of taxes at the Hong Kong statutory income tax rate to the benefit from income taxes for the year ended March 31, 2026 was as follows:

	For the Year Ended March 31, 2026	
	$	%
Loss before income tax	(2,030)	100
Computed income tax benefit at Hong Kong statutory income tax rate	(335)	16.5
Domestic tax effect		
- Non-deductible expenses from subsidiaries not generating income	96	(4.7)
- Non-taxable disposal gain from PRC property transfer	(13)	0.6
- Non-taxable interest income	(26)	1.3
- Changes in valuation allowance	302	(14.9)
- Unrealized intercompany transactions	(41)	2.0
Foreign tax effects		
PRC		
- Statutory income tax rate difference between PRC and Hong Kong	11	(0.5)
- Preferential tax rate	(27)	1.3
- Changes in valuation allowance	(7)	0.3
- Reversal of overprovision for income tax expense in prior years	(496)	24.4
- Others	4	(0.1)
Myanmar		
- Statutory income tax rate difference between Myanmar and Hong Kong	(14)	0.7
- Changes in valuation allowance	62	(3.1)
Germany		
- Statutory income tax rate difference between Germany and Hong Kong	0	0.0
- Others	(2)	0.1
Effective income tax rate	(486)	23.9

4. INCOME TAXES - continued

Upon adoption of ASU 2023-09, Improvements to Income Tax Disclosures, as described in Note 2, Summary of Significant Accounting Policies, cash paid for income taxes, net of refunds, during the year ended March 31, 2024, 2025 and 2026 were as follows:

	For the Years Ended March 31,		
	2024	2025	2026

	$	$	$
Hong Kong	-	-	-
PRC	-	38	3
Myanmar	3	-	-
Germany	-	-	-
Total	-	38	3

The significant components of deferred taxes as of March 31, 2025 and 2026 were as follows:

	As of March 31,	
	2025	2026
	$	$
Deferred tax assets:		
Property, plant and equipment	45	42
Other social benefits	46	35
Lease liabilities	52	304
Tax loss carry forwards	918	1294
Total deferred tax assets	1,061	1,675
Less: Valuation allowance	(995)	(1,352)
Total deferred tax assets, net of valuation allowance	66	323
Net off against deferred tax liabilities	(66)	(323)
Net deferred tax assets	-	-
Deferred tax liabilities:		
Operating lease right-of-use assets	(66)	(313)
Intangible assets acquired in a business acquisition	-	(160)
Property, plant and equipment	-	(40)
Total deferred tax liabilities	(66)	(513)
Net off against deferred tax assets	66	323
Net deferred tax liabilities	-	(190)

4. INCOME TAXES - continued

The changes related to valuation allowance for years ended 2024, 2025 and 2026 are as follows:

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$
At the beginning of the year	469	792	995

Addition	323	203	376
Reversal	-	-	(19)
At the end of the year	792	995	1,352

According to PRC tax regulations, the PRC enterprise net operating loss can be generally carry forward for no longer than five years, and HNTE's net operating losses can be carried forward for no more than 10 years, starting from the year subsequent to the year in which the loss was incurred. Carryback of losses is not permitted. Considering the future strategic development, the Group will not re-apply for the HNTE certificate for Nissin SZ when the prior certificate expires on December 31, 2024.

Total net operating losses (NOLs) carryforwards of the Company's subsidiary in PRC is $794 as of March 31, 2026. As of March 31, 2026, net operating loss carryforwards from PRC will expire in calendar year 2030, 2031, and 2033, if not utilized. The NOLs carryforwards of the Company's subsidiaries in Hong Kong is $7,273 as of March 31, 2026, which can be carried forward without an expiration date. In addition, the NOLs carryforwards of the Company's subsidiary in Myanmar is $310. As of March 31, 2026, net operating loss carryforwards from Myanmar will expire in 2027.

The Company considers positive and negative evidence to determine whether some portion or all of the deferred tax assets will more likely than not be realized. This assessment considers, among other matters, the nature, frequency and severity of recent losses, forecasts of future profitability, the duration of statutory carry-forward periods, the Company's experience with tax attributes expiring unused and tax planning alternatives. Valuation allowances have been established for deferred tax assets based on a more-likely-than-not threshold. Under the applicable accounting standards, management has considered the Company's history of losses and uncertainty of future profitability and concluded that it is more likely than not that the Company will not generate future taxable income to utilize the deferred tax assets. Accordingly, as of March 31, 2025 and 2026, the valuation allowance of $995 and $1,352 have been established respectively.

Uncertainties exist with respect to how China's current income tax law applies to the Group's overall operations, and more specifically, with regard to tax residency status. China's Enterprise Income Tax ("EIT") Law includes a provision specifying that legal entities organized outside of China will be considered residents for China income tax purposes if their place of effective management or control is within China. The Implementation Rules to the EIT Law provides that non-resident legal entities will be considered as China residents if substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. occur within China. The Company does not believe that its legal entities organized outside of China should be treated as residents for the EIT Law's purposes. Substantially, the Company's overall management and business operation are located outside China. The Company does not expect any significant adverse impact on the Company's consolidated results of operations.

4. INCOME TAXES - continued

The Group has made its assessment of the level of the tax authority for each tax position (including the potential application of interest and penalties) based on the technical merits and has measured the unrecognized tax benefits associated with the tax positions. As of March 31, 2025 and 2026, the Group did not have any unrecognized uncertain tax positions. For the years ended March 31, 2024, 2025 and 2026, the Group did not incur any interest and penalties related to potential underpaid income tax expenses.

In Hong Kong, an additional assessment may be made by an HKIRD tax assessor if a taxpayer chargeable to tax has not been assessed to tax or has been assessed at less than the proper amount. The assessment must be made within the relevant year of assessment or within six years after the end of that year of assessment. The time limit for making additional assessments is extended when a taxpayer either has not been assessed, or is under-assessed, due to fraud or willful evasion. In that case, an additional assessment may be made up to ten years after the end of the relevant assessment year.

In PRC, according to PRC Tax Administration and Collection Law, the statute of limitations is three years if the underpayment of taxes is due to computational errors made by the taxpayer or withholding agent. The statute of limitations will be extended to five years under special circumstances, which are not clearly defined (but an underpayment of tax liability exceeding RMB0.1 million is specifically listed as a special circumstance). In the case of a related party transaction, the statute of limitations is ten years. There is no statute of limitations in the case of tax evasion.

In Myanmar, the statute of limitation to raise an assessment is three years after the financial year-end. It does not apply in cases of fraudulent default.

In German, the statutory limitation period for the issue or correction of assessments is four years from the end of the year in which the return was filed. If no return was filed, the period runs from the end of the third year following the end of the year of assessment. The four-year period is extended to five in cases of taxpayer negligence and to ten in the event of evasion. The statutory limitation period for the collection of tax debts is five years from the end of the year in which payment became due.

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of the following:

	As of March 31,	
	2025	2026
	$	$
Cash on hand	11	9
Bank deposits	5,961	4,400
Total Cash and cash equivalents	5,972	4,409

6. ACCOUNTS RECEIVABLE, NET

Accounts receivable, net is analyzed as follows:

	As of March 31,	
	2025	2026
	$	$
Accounts receivable	1,131	1,050
Less: allowance for expected credit losses	(109)	(27)

Total accounts receivable, net	1,022	1,023

Details of the movements of the expected credit loss provision are as follows:

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$
At beginning of year	554	43	109
Provision (reversal) for the year	(511)	66	(82)
At end of year	43	109	27

7. INVENTORIES

Inventories consisted of the following:

	As of March 31,	
	2025	2026
	$	$
Raw materials	789	494
Work in progress	138	434
Finished goods	219	524
Total Inventories	1,146	1,452

Slow moving inventories amounting to $86, $71 and $106 were written off during the years ended March 31, 2024, 2025 and 2026, respectively.

8. PREPAID EXPENSES AND OTHER CURRENT ASSETS, NET

Prepaid expenses and other current assets, net consisted of the following:

	As of March 31,	
	2025	2026
	$	$
Prepaid expenses	132	140
Payment in advance	4	13
Deposits	207	3
Other	87	97
Less: allowance for expected credit losses	-	-

Total prepaid expenses and other current assets, net	430	253

Details of the movements of the expected credit loss provision for prepaid expenses and other current assets, net are as follows:

	Years ended March 31,		
	2024	2025	2026
	$	$	$
At beginning of year	2	-	-
Provision (reversal) for the year	(2)	-	-
At end of year	-	-	-

9. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net consisted of the following:

	As of March 31,	
	2025	2026
	$	$
At cost:		
Machinery and equipment	11,122	11,878
Furniture and fixtures	79	97
Leasehold improvements	743	700
Motor vehicles	151	151
Total	12,095	12,826
Less: Accumulated depreciation	(10,679)	(11,096)
Less: Accumulated impairment	(1,322)	(1,322)
Less: Impairment loss	-	(19)
Property, plant and equipment, net	94	389

Depreciation expense incurred for the years ended March 31, 2024, 2025 and 2026 were $159, $9 and $31, respectively.

For the years ended March 31, 2024 and 2026, as the estimated undiscounted future cash flows are less than the carrying value of property, plant and equipment, an impairment loss of $335 and $19 was recognized respectively. Income approach was used to measure the fair value of assets and liabilities. Impairment loss was recognized as the adverse changes in the business climate negatively impacted the Group’s business operations.

No impairment of property, plant and equipment was recognized during the years ended March 31, 2025.

During the fiscal years ended March 31, 2025 and 2026, the company sold an apartment located in Shenzhen, China in each year for net proceeds of $333 and $82 respectively after transaction taxes.

As of March 31, 2026, property, plant and equipment with net carrying amount of $67 were pledged as collateral. (see note 16)

10. INTANGIBLE AESSETS

Intangible assets, net is the following:

	As of March 31,	
	2025	2026
	$	$
At cost:		
Customer relationship^	-	537
Less: Accumulated amortization	-	(5)
Intangible assets, net	-	532

Intangible assets consist of customer relationships acquired in connection with Group's acquisition of Regent on March 1, 2026. The customer relationship represents the existing contracts and relationships with Regent's customers as of the acquisition date.

^ Refer to Note 3 – Acquisition for further details regarding the acquisition of Regent Feinbau Adermann GmbH.

Total amortization expense for the amortizable intangible assets was $nil and $5 during the years ended March 31, 2025 and 2026.

The estimated amortization expense for each of the next five years and thereafter is as follows:

	Customer relationship
	$
Years ending March 31,	
2027	90
2028	90
2029	90
2030	90
2031	90
Thereafter	82
Total	532

11. GOODWILL

Goodwill is the following:

	As of March 31,	
	2025	2026
	$	$
At cost:		
Goodwill (Regent acquisition)^	-	260
Less: Accumulated impairment	-	-
Goodwill	-	260

^ Refer to Note 3 – Acquisition for further details regarding the acquisition of Regent Feinbau Adermann GmbH.

12. LONG-TERM LOAN RECEIVABLE

Long-term loan receivable represents loans to the managing director of a subsidiary with a fixed interest rate of 8% per annum and loan periods of 36 months, repayable by March 30, 2027 to March 30, 2029. The loan receivables principal and interest are expected to be repaid on the loan maturity date. Interest income of $8, $8, $7 was receivable for each of the years ended March 31, 2024, 2025 and 2026 respectively. For the year ended March 31, 2026, the managing director of a subsidiary repaid $20 to the Group.

13. INVESTMENTS IN EQUITY METHOD INVESTEES

The following table provides a reconciliation of the investments in equity method investees in the Group's consolidated balance sheets as of March 31, 2025 and 2026 and the amount of underlying equity in net assets of the equity investees:

	As of March 31,	
	2025	2026
	$	$
The Group's proportionate share of equity in the net assets of equity investees	5	5
Less: Accumulated impairment losses recognized	(5)	(5)
Investments in equity investees reported in the consolidated balance sheets	-	-

As of March 31, 2025 and 2026, investment in equity method investees represented the 50% equity interest in Kayser Technik (Overseas) Inc. (K.T.I) ("Kayser Technik (Overseas)"), a company incorporated in Republic of Panama, which was formerly engaged in the trading of camera batteries, films, and disposable cameras. Kayser Technik (Overseas) was inactive, and the investment was fully impaired as of March 31, 2025 and 2026.

14. ACCRUED EXPENSES, OTHER CURRENT LIABILITIES AND LONG TERM ACCRUED EXPENSES

Accrued expenses, other current liabilities and long term accrued expenses consisted of the following:

	As of March 31,

	2025	2026
	$	$
Accrued payroll	76	103
Accrued housing allowance	200	194
Accrued other social benefits	486	298
Defined benefit obligation	23	26
Contract liability	10	225
Accrued audit fee	179	234
Others	323	455
	1,297	1,535
Less: Long term accrued expenses	23	26
Current portion	1,274	1,509

14. ACCRUED EXPENSES, OTHER CURRENT LIABILITIES AND LONG TERM ACCRUED EXPENSES - continued

Accrued other social benefits represented the provision of employment termination payments based on management approved restructuring plan for relocating its manufacturing facilities based on China's Labor laws. The restructuring plan is currently in process and expected to be completed within twelve months from March 31, 2026. The provision amount is reasonably estimated based on China's Labor laws and management estimation of acceptance rate. During the year ended March 31, 2026, an adjustment to the liabilities $229 and $10 were recognized in the cost of sales and selling, general and administrative expenses, respectively. It was based on the management reassessment of the number of staffs of the employment termination plan. The Group allocated the amount of adjustment to the liabilities $125 and $104 to the two reportable segments Metal stamping and Mechanical OEM and Electric OEM, respectively. The Group allocated the total amount of costs expected to be incurred in the employment termination $5 and $5 to the two reportable segments Metal stamping and Mechanical OEM and Electric OEM, respectively.

According to note 2(q), defined benefit obligation represented the amounts entitled by Hong Kong employees that have been employed continuously for at least five years in accordance with the Hong Kong Employment Ordinance under certain circumstances. These circumstances include where an employee is dismissed for reasons other than serious misconduct or redundancy, that employee resigns at the age of 65 or above, or the employment contract is of fixed term and expires without renewal. For the eligible employees to be retired, resigned or dismissed before May 1, 2025, defined benefit obligations are calculated based on two-thirds of the salary of last month (or average monthly salary over last twelve months) and the reckonable years of service subject to a maximum amount of HK$390,000 (equivalent to $50). For the eligible employees to be retired, resigned or dismissed on or after May 1, 2025, defined benefit obligations are divided into two portions (i.e. pre-transition portion and post-transition portion). The pre-transition portion is calculated based on two-thirds of the salary for April 2025 (or average monthly salary for the twelve months ending April 30, 2025) and the reckonable years of service up to April 30, 2025. The post-transition portion is calculated based on two-thirds of the salary of the last month (or average monthly salary over the last twelve months) and the reckonable years of service counting from

May 1, 2025 to the last day of employment. The total of the two portions is subject to a maximum amount of HK$390,000 (equivalent to $50).

15. LEASES

On March 21, 2026 , the Group entered into a lease agreement for executive and administrative offices in Hong Kong, under a three-year lease that expire in March 2029.

On March 1, 2026, the Group entered into lease agreements for factory space and dormitories located in Shenzhen, China that expire in February 2029.

On March 29, 2019, the Group entered into a lease agreement for factory space located in Yangon, Myanmar that expire in March 2069. The lease for the factory space has a term of 50 years, Kayser Myanmar has the option to extend the lease term for two consecutive 10-year terms on the same terms and conditions as in effect for the initial 50-year period. Kayer Myanmar is obligated under the lease to make monthly lease payment equal to 10 million Myanmar Kyat (equivalent to $4.8 per month as of March 31, 2026).

During the year ended March 31, 2019, Kayser Myanmar has paid Konig Company $950 as prepaid rent under the lease, approximately 12 years of rental payments.

15. LEASES – continued

In January 2024, Kayser Myanmar has further advanced $123 (equivalent to MMK 259 million) as prepaid rent under the lease, approximately 2 years of rental payments, the Group subsequently measured the lease liability, with an adjustment to the corresponding ROU asset. Accordingly, lease liabilities were decreased by $53 and ROU asset was increased by $70.

As of March 1, 2026, Regent had lease agreements for factory space and equipment, and an electric power system located in Bremen, Germany, originally entered into in 2018 and 2024 respectively that expire in August 2028. In addition, the Regent had two separate motor vehicle lease agreements, with expiration dates in November 2027 and January 2028, respectively.

For the years ended March 31, 2024 and 2026, as the estimated undiscounted future cashflows are less than the carrying value of ROU assets, an impairment loss of $527 and $106 was recognized respectively. Income approach was used to measure the fair value of assets and liabilities. Impairment loss was recognized as the adverse changes in the business climate negatively impact the Group’s business operations. No impairment of ROU assets was recognized during the year ended March 31, 2025.

	2024	2025	2026
	$	$	$
Operating lease cost	696*	689*	725*
Weighted Average Remaining Lease Term - Operating leases	8.77 years	8.75 years	5.27 years
Weighted Average Discount Rate - Operating leases	8.06%^	8.14%^	5.29%^

* No unconditional government subsidy received for factory space and dormitories located in Shenzhen in 2024, 2025 and 2026.

^ The interest rate used to determine the present value of the future lease payments is the Group's incremental borrowing rate ("IBR"), because the interest rate implicit in most of the Group's leases is not readily determinable. The IBR is a hypothetical rate based on the Group's understanding of what its credit rating would be to borrow and resulting interest the Group would pay to borrow an amount equal to the lease payments in a similar economic environment over the lease term on a collateralized basis.

15. LEASES – continued

The following is a schedule, by years, of maturities of lease liabilities as of March 31, 2026:

	Operating leases
	$
Year ending March 31,	
2027	906
2028	914
2029	715
2030	-
2031	-
Thereafter	1,213
Total undiscounted cash flows	3,748
Less: imputed interest	(1,162)
Present value of lease liabilities	2,586

16. LONG-TERM LOAN PAYABLE

Prior to the acquisition on March 1, 2026, Regent had entered into loan arrangements with financial institutions and an unrelated third-party lender to finance its working capital needs and ongoing operating expenses. Interest expense of $1 was paid during the year ended March 31, 2026.

Long-term loan payable consisted of the following:

	Long-term loan payable
	$
Financial institutions	460
- Loan of $34 at interest rate 4.81%, due November 30, 2027	
- Loan of $128 at interest rate 1.54%, due June 30, 2029^	
- Loan of $28 at interest rate 3%, due April 30, 2030	
- Loan of $270 at interest rate 3%, due June 30, 2030	
Third-party lender	109

- Loan of $109 at interest rate 3%, due August 31, 2027	
Total	569
Less current portion	(162)
Non- current portion	407

^ As of March 31, 2026, property, plant and equipment with net carrying amount of $67 were pledged as collateral.

17. COMMITMENTS AND CONTINGENCIES

As of March 31, 2025 and 2026, the Group did not have commitments for capital expenditure contracted for but not provided in the consolidated financial statements in respect of the acquisition of property, plant and equipment.

18. OFF-BALANCE SHEET EXPOSURE

Pursuant to agreements signed in October 2020 and January 2021, the Group has extended a credit facility of $1,000 to a new customer for 30 months expiring on April 5, 2023. The agreement and the credit facility were extended for a further 24 months based on a promissory note signed on May 30, 2023 and that the outstanding balance as of March 31, 2023 will be repaid by July 31, 2023. This credit facility is collateralized by the intellectual property rights of the customer, personal guarantees of the shareholders of the customer and 10% of the common stock of the customer.

Subsequently during the year ended March 31, 2024, the off-balance sheet credit facility was terminated with mutual consent and the credit term was changed to 30 days after invoice date. As of March 31, 2025 and 2026, the Group did not have any off-balance sheet exposure to this customer.

19. DIVIDENDS

The Company declared three dividend payments during the fiscal year ended March 31, 2025: a dividend of $0.05 per share that was paid on May 3, 2024, a dividend of $0.02 per share that was paid on October 11, 2024 and a dividend of $0.05 per share that was paid on December 24, 2024. No dividend was paid during the fiscal year ended March 31, 2026

20. CONCENTRATIONS OF CREDIT RISK AND MAJOR CUSTOMERS AND SUPPLIERS

The Group’s financial instruments that are exposed to concentrations of credit risk consist primarily of its cash and cash equivalents and accounts receivables.

The Group's cash and cash equivalents are high-quality deposits placed with authorized banking institutions. This investment policy limits the Group's exposure to concentrations of credit risk.

Accounts receivable from the three customers with the largest receivable balances or customers that individually comprised 10% or more of receivable balance as of March 31, 2025 and 2026 are as follows:

	Percentage of accounts receivable	
	2025	2026
	%	%
Customer B (note e)	21.5	38.2
Customer D	32.9	24.5
Customer E	-	12.1
Customer C (note f)	25.4	***
Three largest receivable balances	79.8	74.8

A substantial percentage of the Group's sales are made to three customers and are typically on an open account basis. Customers accounting for 10% or more of total revenue from contracts with customers in any of the years ended March 31, 2024, 2025 and 2026 are as follows:

	For the Years Ended March 31,		
	2024	2025	2026
	%	%	%
Customer B (note a, note e)	24.0	31.9	34.7
Customer C (note b, note f)	34.4	41.2	24.0
Customer D (note a)	11.2	15.4	21.7
Customer A (note c, note d)	12.9	***	***
Customer E (note a)	10.7	***	***
	93.2	88.5	80.4

20. CONCENTRATIONS OF CREDIT RISK AND MAJOR CUSTOMERS AND SUPPLIERS - continued

Contract liability from customer(s) that represent 10% or more of the Group's total contract liabilities:

	Percentage of Contract Liabilities	
	2025	2026
	%	%
Customer A (note c, note d)	***	90.0
Customer F	100	***
	100.0	90.0

Notes:

(a) Sales to these customers were reported in both of the Metal Stamping and Mechanical OEM and Electric OEM operating segments.

(b) Sales to this customer was reported in the Metal Stamping operating segment.

(c) Sub-contracting income received was reported in Electric OEM operating segment.

(d) Customer A is the same entity as Supplier E below.

(e) Customer B is the same entity as Supplier D below.

(f) Customer C is the same entity as Supplier A below.

*** Represented not reaching 10% threshold in the respective years.

Accounts payable to suppliers that individually comprised 10% or more of accounts payable balance as of March 31, 2025 and 2026 are as follows:

	Percentage of accounts payable	
	2025	2026
	%	%
Supplier E (note g)	15.5	11.0
Supplier A (note h)	19.7	***
	35.2	11.0

20. CONCENTRATIONS OF CREDIT RISK AND MAJOR CUSTOMERS AND SUPPLIERS - continued

Suppliers accounting for 10% or more of net purchases for the years ended March 31, 2024, 2025 and 2026 are as follows:

	For the Years Ended March 31,		
	2024	2025	2026
	%	%	%
Supplier C	***	16.2	16.7
Supplier A (note h)	10.7	19.3	***
	10.7	35.5	***

Notes:

(g) Supplier E is the same entity as Customer A above.

(h) Supplier A is the same entity as Customer C above.

*** Represented not reaching 10% threshold in the respective years

21. FOREIGN CURRENCY EXCHANGE RISK

The Group receives revenue primarily in U.S. dollars. Payments are made in U.S. dollars, Hong Kong dollars, Chinese Renminbi, Euro and Myanmar Kyat. Currency exchange rate fluctuations affect the Group's operating costs, and also affect the price the Group receives for the products that it sells. Most of the Group's net sales are to Europe and to the U.S. In order to mitigate the currency exchange rate risks related to changes in the value of the U.S. dollar, the Group has requested its European customers to pay in U.S. dollars, and from fiscal 2024, substantially all of the Group's European customers did so. In addition, the Group has entered into agreements with certain of its larger European customers that permit the Group's prices to be adjusted every three months to account for currency fluctuations.

The Group does not utilize any form of financial hedging or option instruments to limit its exposure to exchange rate or material price fluctuations and has no current intentions to engage in such activities in the future.

22. NET (LOSS) INCOME PER SHARE

The following table sets forth the computation of basic and diluted net (loss) income per share for years indicated:

	For the Years Ended March 31,		
	2024	2025	2026
	$	$	$
Net (loss) income attributable to Highway Holdings Limited's shareholders, basic and diluted	(959)	106	(1,524)
Shares:			
Weighted average common shares used in computing basic net (loss) income per share	4,373,236	4,401,825	4,554,360
Dilutive stock option	-	-	-
Weighted average common shares used in computing diluted net (loss) income per share	4,373,236	4,401,825	4,554,360
Net (loss) income per share, basic	(0.22)	0.02	(0.33)
Net (loss) income per share, diluted	(0.22)	0.02	(0.33)

For the years ended March 31, 2024, 2025 and 2026 stock options to purchase 195,000 shares, nil shares and nil shares of the Company's stock were excluded respectively from the EPS calculation, as their effects were anti-dilutive.

23. STAFF RETIREMENT PLANS

As disclosed in note 2(q), the Group initially recognizes defined benefit obligation to be made by the Group to its Hong Kong employees upon the termination of services under post-retirement benefits during the year ended March 31, 2024. An employee employed under a continuous contract for not less than five years is eligible for post-retirement payments if the employee retires, resigns or is dismissed under qualifying conditions.

As of March 31, 2026, $26 (2025: $23) was recognized as defined benefit obligation. Upon initiation of the plan during March 31, 2024, the amount is fully recognized as prior service cost.- to be update

The Group also operates a Mandatory Provident Fund ("MPF") scheme for all qualifying employees in Hong Kong. The MPF is a defined contribution scheme and the assets of the scheme are managed by a trustee independent of the Group. The MPF is available to all employees aged 18 to 64 with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group to the MPF at a rate of 5% based on each employee's relevant compensation, subject to a cap of HK$1,500 (equivalent to $0.19) per month. Total amounts of such employee benefit expenses, which were expensed as incurred, were approximately $44, $39 and $35 for the years ended March 31, 2024, 2025 and 2026, respectively.

The Group's full-time employees in China participate in a government-mandated multiemployer defined contribution plan pursuant to which certain medical care unemployment insurance, employee housing fund and other welfare benefits are provided to employees. The China labor regulations require the Group to accrue for these benefits based on certain percentages of the employees' salaries. No forfeited contributions may be used by the employer to reduce the existing level of contributions. Total amounts of such employee benefit expenses, which were expensed as incurred, were approximately $86, $118 and $134 for the years ended March 31, 2024, 2025 and 2026, respectively.

Under the Social Security Schemes in Myanmar, the Group was required registration of its employees with the Social Security Board. Contributions are made by the Group to the social security plan at a rate of 3% based on each employee's relevant compensation, subject to a cap of 9,000 Kyat (equivalent to $0.004) per month. Total amounts of such employee benefit expenses, which were expensed as incurred, were approximately $3, $3 and $2 for the years ended March 31, 2024, 2025 and 2026, respectively.

There is no gratuity/end of service/pension entitlements stipulated under Myanmar law for private sector employees. Presently there is no pension plan required by Myanmar law compelling private sector employees or employers to make pension contributions. The Group does not provide additional private pension plans to its employees in Myanmar.

The Group's German subsidiaries participate in statutory social security schemes constituting defined contribution plans, including statutory pension insurance, statutory health insurance, statutory long-term care insurance, statutory unemployment insurance, and statutory accident insurance/employers' liability insurance association. Contributions are made by the Group to the statutory social security schemes based

on certain percentage of the employees' relevant compensation. For statutory pension insurance and statutory unemployment insurance, the cap is 8,450 Euro (equivalent $9,700) per month, while for statutory health insurance and statutory long-term care insurance, it is 5,813 Euro (equivalent $6,700) per month. Total amounts of such employee benefit expenses, which were expensed as incurred, was approximately $15 for the year ended March 31, 2026 after acquisition from March 1, 2026.

The cost of the Group's contribution to the staff retirement plans in Hong Kong, China and Myanmar amounted to $156, $120 and $141 for the years ended March 31, 2024, 2025 and 2026, respectively.

24. STOCK OPTIONS AND RESTRICTED SHARES

On June 20, 2020, the Group has adopted the "2020 Stock Option and Restricted Stock Plan" (the "2020 Option Plan"). Under the 2020 Option Plan, the Company is authorized to grant options, and to issue restricted shares, for a total of 500,000 shares. The 2020 Option Plan is administered by the Compensation Committee appointed by the Board of Directors, which determines the terms of the options granted, including the exercise price, the number of common shares subject to the option and the option's exercisability. Unless otherwise specified by the Compensation Committee, the maximum term of options granted under the 2020 Option Plan is five years. Upon the approval by the Company's shareholders in the annual general meeting held in October 2024, the total number of shares available under the 2020 Option Plan have been increased to 1,000,000 shares.

Stock Options Issued to Directors and Key Employees

No options were granted for the years ended March 31, 2024, 2025 and 2026 under the 2020 Option Plan.

A summary of stock option activity during the years ended March 31, 2024, 2025 and 2026 is as follows:

	Number of stock options	Weighted average exercise price	Weighted average remaining contractual life (years)
		$	
Outstanding as of March 31, 2023	225,000	1.97	1.36
Exercised	(30,000)	-	-
Cancelled	-	-	-
Outstanding and exercisable as of March 31, 2024	195,000	1.97	0.36
Exercised	-	-	-
Expired	(195,000)	-	-
Outstanding and Exercisable as of March 31, 2025	-	-	-
Outstanding and Exercisable as of March31, 2026	-	-	-

As of March 31, 2025 and 2026, there are no share options exercisable.

24. STOCK OPTIONS AND RESTRICTED SHARES - continued

Restricted Shares Issued to Directors and Key Employees

For the year ended March 31, 2020, 175,000 restricted shares were granted to key employees under the 2010 Option Plan. The restricted shares will vest in five years. In the event that any recipient's employment with the Group is terminated before August 8, 2024, the Company will have the right to repurchase the restricted shares at a price of $0.01 per share.

On January 4, 2021, the Board of Directors granted awards for a total of 15,000 restricted shares at share price $4.12 to three consultants (5,000 restricted shares to each consultant) based in Germany under the 2020 Option Plan. The number of restricted shares to be vested was based on the aggregate amount of qualified revenues brought by the consultants to the Group during the 3-year vesting period from January 4, 2021 to January 4, 2024. Subsequently, the three consultants cannot meet the qualified revenues criteria during the 3-year vesting period ended on January 4, 2024. Expenses amounted to $45 was reversed fully during the year ended March 31, 2024. Previously, $5, $20 and $20 were recognized as expenses during the years ended March 31, 2021, 2022 and 2023 respectively.

No restricted shares were granted for the years ended March 31, 2023 and 2025 under the 2020 Option Plan.

On May 1, 2025, total of 160,000 restricted shares were granted to the Board of Directors and key employees 2020 Option Plan. The restricted shares will vest in three and five years to the Board of Directors and key employees respectively. In the event that any recipient's employment with the Group is terminated before April 30, 2028 and 2030 respectively, the Company will have the right to repurchase the restricted shares at a price of $0.01 per share. On March 1, 2026, 64,851 restricted shares were granted to LeMALe as part of consideration in 51% acquisition of Regent.

On May 13, 2023, Mr. Roland Kohl, the Chief Executive Officer of the Company, was granted 300,000 shares of restricted shares under the Group's 2020 Option Plan. The restricted shares award granted to Mr. Roland Kohl is subject to vesting in tranches upon the Group's achievement of certain strategic transactions within five years from the date the shares were granted, and any shares not vested by the five-year anniversary of the date of grant or upon termination of Mr. Roland Kohl's employment with the Group shall be forfeited and reconveyed to the Group. For these restricted shares, any cash or stock dividend payable will be deemed to be restricted shares and will be retained by the Group until the unvested shares on which such dividend was paid have vested. The vesting schedule is as follows:

- 100,000 of the restricted shares shall vest upon the establishment by the Company or one of its subsidiaries of a first merger and/or acquisition project within five years of the date of grant, subject to the approval of the majority of independent board members.

- 100,000 of the restricted shares shall vest upon the establishment by the Company or one of its subsidiaries of a second merger and/or acquisition project within five years of the date of grant, subject to the approval of the majority of independent board members.

- A total 300,000 or whatever balance of restricted shares remains up to the total of 300,000 restricted shares shall vest upon the consummation of a reverse merger, approved by the majority of the independent board members, within five years of the date of grant.

As of March 31, 2026, the Group has took over Regent that the first acquisition project is completed within five years of the date of grant. Accordingly, 100,000 (2024: 100,000) of the restricted shares shall vest and compensation expense of $121 (2025: $39) was recognized for the year ended March 31, 2026.

24. STOCK OPTIONS AND RESTRICTED SHARES - continued

The restricted shares granted under the 2010 Option Plan and the 2020 Option Plan resulted in a compensation expense of $58, $61 and $60 for the years ended March 31, 2024, 2025 and 2026 respectively, which is included in selling, general and administrative expenses.

As of March 31, 2024, 2025 and 2026, there were respectively $572, $509 and $581 unrecognized compensation cost related to non-vested restricted shares granted under the 2010 Option Plan and the 2020 Option Plan. The cost was expected to be recognized over a weighted-average period of 2.73, 3.08 and 2.65 years respectively.

As of March 31, 2024, 2025 and 2026, the Company has the right to repurchase 475,000, 300,000 and 460,000 shares respectively at a price of $0.01 per share when restricted shares be forfeited and reconveyed to the Company.

A summary of restricted shares activity during the years ended March 31, 2025 and 2026 is as follows:

	Number of non-vested restricted shares	Weighted average grant date fair value
		$
Outstanding as of March 31, 2024	475,000	1.95
Vested	(175,000)	-
Outstanding as of March 31, 2025	300,000	1.94
Granted	224,851	-
Outstanding as of March 31, 2026	524,851	1.70

25. SEGMENT INFORMATION

The Group’s chief operating decision maker, who has been identified as the Company’s Chief Executive Officer, evaluates segment performance and allocates resources based on several factors, of which the primary financial measure is operating income.

As of March 31, 2026, the Group operates in three segments, Metal stamping and mechanical OEM segment, Electric OEM segment and Service segment. The Metal stamping and mechanical OEM segment focus on manufacturing and sale of metal parts and components. The Electric OEM segment focuses on manufacturing and sale of plastic and electronic parts and components. The Service segment focuses on income from the service.

Corporate represented expenses that are not allocated to reportable segments and other corporate items.

25. SEGMENT INFORMATION - continued

A summary of the revenue from contracts with customers, profitability information and asset information by segment and geographical areas is shown below:

	Metal stamping and Mechanical OEM	Electric OEM	Other Services	Corporate	Consolidated
Fiscal year ended March 31, 2026					
Revenues:					
Sales of products	$ 2,713	2,078	-	-	4,791
Sub-contracting income	-	-	-	-	-
Other Service income	-	-	14	-	14
Total revenue	2,713	2,078	14	-	4,805
Cost	2,010	1,398	31	-	3,439
Gross Profit/(Loss)	703	680	(17)	-	1,366
Operating expenses:					
Selling, general and administrative expenses	1,797	1,371	220	160	3,548
Impairment of property, plant and equipment	5	4	10	-	19
Impairment of operating lease right of use assets	60	46	-	-	106
Total operating expenses	1,862	1,421	230	160	3,673
Segment loss	$ (1,160)	(741)	(246)	(160)	(2,307)
Reconciliation of segment profit or loss					
Exchange gain, net					22
Interest income					159
Other income					21
Gain on disposal of property, plant and equipment					75
Loss before income taxes					(2,030)
Other segment information:					
Depreciation expense	$ 18	9	4	-	31
Amortization expenses	5	-	-	-	5
Capital expenditure	50	41	12	-	104

25. SEGMENT INFORMATION - continued

	Metal stamping and Mechanical OEM	Electric OEM	Corporate	Consolidated
Fiscal year ended March 31, 2025				
Revenues:				
Sales of products	$ 4,500	2,912	-	7,412
Sub-contracting income	-	-	-	-
Total revenue	4,500	2,912	-	7,412
Cost	3,077	1,865	-	4,942
Gross Profit	1,423	1,047	-	2,470
Operating expenses:				
Selling, general and administrative expenses	1,749	1,149	107	3,005
Impairment of property, plant and equipment	-	-	-	-
Impairment of operating lease right of use assets	-	-	-	-
Total operating expenses	1,749	1,149	107	3,005
Segment loss	$ (326)	(102)	(107)	(535)
Reconciliation of segment profit or loss				
Exchange gain, net				124
Interest income				203
Other income				22
Gain on disposal of property, plant and equipment				333
Income before income taxes				147
Other segment information:				
Depreciation expense	$ 6	3	-	9
Capital expenditure	62	39	-	101

25. SEGMENT INFORMATION - continued

	Metal stamping and Mechanical OEM	Electric OEM	Corporate	Consolidated
Fiscal year ended March 31, 2024				
Revenues:				
Sales of products	$ 3,474	2,029	-	5,503

Sub-contracting income	-	818	-	818
Total revenue	3,474	2,847	-	6,321
Cost	2,719	1,894	-	4,613
Gross Profit	755	953	-	1,708
Operating expenses:				
Selling, general and administrative expenses	1,158	1,210	109	2,477
Impairment of property, plant and equipment	190	145	-	335
Impairment of operating lease right of use assets	302	225	-	527
Total operating expenses	1,650	1,580	109	3,339
Segment loss	$ (895)	(627)	(109)	(1,631)
Reconciliation of segment profit or loss				
Exchange gain, net				198
Interest income				248
Other income				30
Gain on disposal of property, plant and equipment				16
Loss before income taxes				(1,139)
Other segment information:				
Depreciation expense	$ 89	70	-	159
Capital expenditure	65	53	-	118

25. SEGMENT INFORMATION - continued

	As of March 31,	
	2025	2026
	$	$
Total assets:		
Metal stamping and Mechanical OEM	5,041	6,742
Electric OEM	4,302	4,171
Other Services	-	26
Corporate	211	57
Total assets	9,554	10,996

	As of March 31,	
	2025	2026
	$	$
Property, plant and equipment, net:		
Metal stamping and Mechanical OEM	57	317
Electric OEM	37	72
Other Services	-	-
Total property, plant and equipment, net	94	389

For the year ended March 31, 2026, the Group recognize impairment loss $5 in Metal stamping and Mechanical OEM (2025: $nil), $4 in Electric OEM (2025: $nil), and in Other Service $10 (205: $nil) respectively.

25. SEGMENT INFORMATION - continued

All of the Group's sales are coordinated through its head office in Hong Kong. The Group considers revenues to be generated by geographic area based on the physical location of customers. The breakdown by geographic area is as follows:

	Year ended March 31,		
	2024	2025	2026
	$	$	$
Revenue from contracts with customers:			
Hong Kong and China	906	794	629
Europe	4,214	6,324	3,784
Other Asian countries	-	3	30
North America	1,201	291	362
Total revenue from contracts with customers	6,321	7,412	4,805

All of the Group's property, plant and equipment are located in Hong Kong, China, Myanmar and Germany. The breakdown by geographic area is as follows:

	As of March 31,	
	2025	2026
	$	$
Property, plant and equipment, net:		
Hong Kong and China	83	160
Myanmar	11	-
Germany	-	229
Total property, plant and equipment, net	94	389

For the year ended March 31, 2026, the Group recognize impairment loss of property, plant and equipment $10 in Hong Kong and China (2025: $nil), and $9 Myanmar (2025: $nil), respectively.

26. RELATED PARTY TRANSACTION

There are no material related party transactions for the years ended March 31, 2024, 2025 and 2026.

27. SUBSEQUENT EVENT

Th Group has evaluated events from the year ended March 31, 2026 through the date the financial statements were issued. There were no subsequent events that need disclosure.

* * * * * *

CORPORATE INFORMATION

Current Board of Directors:

Roland W. Kohl, Chief Executive Officer
Doron Aharonov
Irene Wong Ping Yim
Heiko Sonnekalb
Annie Leung Hoi Ling
Brian Chu Chong Tat

Officers:

Roland W. Kohl, Chief Executive Officer
Alan Chan, Chief Financial Officer, Secretary
Ringo Tsang, Chief Operating Officer

Securities Listing:
NASDAQ Capital Market
Common Shares: HIHO

Registrar and Transfer Agent:

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Auditors:

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New York, New York, USA

Securities Counsel:

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Investor Relations:

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