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仍志集團控股有限公司
WISDOMCOME GROUP HOLDINGS LIMITED

(Continued into Bermuda with limited liability)

(Stock code: 8079)

ANNUAL RESULTS ANNOUNCEMENT
FOR THE YEAR ENDED 31 MARCH 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This announcement, for which the directors (the “**Directors**”) of Wisdomcome Group Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

ANNUAL RESULTS

The board of the Directors (the “**Board**”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 March 2026 together with the comparative audited figures for the preceding financial year as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Notes	2026 HK\$'000	2025 HK\$'000
Revenue from money lending	3	6,799	7,494
Revenue from sale of goods	3	38,699	34,065
Cost of goods sold		(23,689)	(28,798)
Gross profit from sale of goods		15,010	5,267
Investment and other income	4	506	454
Other gains and losses, net	5	(1,023)	(14,399)
Servicing, selling and distribution costs		(4,403)	(4,208)
Administrative expenses		(32,090)	(37,885)
Impairment losses reversed on trade receivables, net		1,806	394
Impairment losses reversed (recognised) on loans and advances to customers, net		10,166	(2,891)
Finance costs	7	(282)	(197)

	<i>Notes</i>	2026 HK\$'000	2025 <i>HK\$'000</i>
Loss before tax	6	(3,511)	(45,971)
Income tax expense	8	<u>—</u>	<u>—</u>
Loss and total comprehensive expense for the year		<u>(3,511)</u>	<u>(45,971)</u>
Loss and total comprehensive expense for the year attributable to:			
Owners of the Company		(3,464)	(45,421)
Non-controlling interests		<u>(47)</u>	<u>(550)</u>
		<u>(3,511)</u>	<u>(45,971)</u>
Loss per share attributable to owners of the Company	9		
Basic and diluted		<u>HK\$(0.11)</u>	<u>HK\$(1.60)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	<i>Notes</i>	2026 HK\$'000	2025 <i>HK\$'000</i>
ASSETS			
Non-current assets			
Property, plant and equipment		–	–
Right-of-use assets		–	–
Goodwill		–	–
Interests in associates		–	–
Deposits, prepayments and other receivables	<i>12</i>	865	606
Loans and advances to customers	<i>13</i>	10,191	12,313
		<u>11,056</u>	<u>12,919</u>
Current assets			
Inventories	<i>10</i>	5,041	6,063
Trade receivables	<i>11</i>	3,154	1,880
Deposits, prepayments and other receivables	<i>12</i>	5,312	5,798
Loans and advances to customers	<i>13</i>	6,853	11,134
Financial assets at fair value through profit or loss ("FVTPL")		–	150
Cash and cash equivalents		7,089	3,964
		<u>27,449</u>	<u>28,989</u>
LIABILITIES			
Current liabilities			
Trade and other payables	<i>14</i>	6,999	7,480
Contract liabilities		1,776	1,421
Lease liabilities		2,609	2,389
		<u>11,384</u>	<u>11,290</u>
Net current assets		<u>16,065</u>	<u>17,699</u>
Total assets less current liabilities		<u>27,121</u>	<u>30,618</u>

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Non-current liability		
Lease liabilities	<u>1,897</u>	<u>1,883</u>
	<u>1,897</u>	<u>1,883</u>
Net assets	<u><u>25,224</u></u>	<u><u>28,735</u></u>
EQUITY		
Share capital	311	311
Reserves	<u>25,755</u>	<u>29,219</u>
Equity attributable to owners of the Company	26,066	29,530
Non-controlling interests	<u>(842)</u>	<u>(795)</u>
Total equity	<u><u>25,224</u></u>	<u><u>28,735</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

1. GENERAL INFORMATION

Wisdomcome Group Holdings Limited (the “**Company**”) was an exempted company incorporated in Bermuda with limited liability with effect from 30 April 2008. The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda.

The principal places of business of the Company and its subsidiaries (collectively referred to as the “**Group**”) are in Hong Kong. The Company’s principal place of business in Hong Kong is Unit 502, 5/F., Eastmark, 21 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong. The Company’s shares are listed on the Growth Enterprise Market Board (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In the opinion of the directors of the Company, there is no ultimate controlling party of the Company.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

The Company is principally engaged in investment holding. The principal activities of the Group include money lending business and retail and wholesales business in Hong Kong.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendments to an HKFRS Accounting Standard that is mandatorily effective for the current year

In the current year, the Group has applied the following amendments to an HKFRS Accounting Standard as issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) for the first time, which are mandatorily effective for the Group’s annual period beginning on or after 1 April 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability
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The application of the amendments to an HKFRS Accounting Standard in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

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

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³
HKAS 21	Translation to a Hyperinflationary Presentation Currency ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2026.

³ Effective for annual periods beginning on or after 1 January 2027.

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

HKFRS 18 “Presentation and Disclosure in Financial Statements” (“HKFRS 18”)

HKFRS 18 “Presentation and Disclosure in Financial Statements”, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 “Presentation of Financial Statements” (“HKAS 1”). This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provides disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors” (the title of which will be changed to “Basis of Preparation of Financial Statements” upon effective of HKFRS 18) and HKFRS 7 “Financial Instruments: Disclosures”. Minor amendments to HKAS 7 “Statement of Cash Flows” and HKAS 33 “Earnings per Share” are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 require retrospective application with specific transition provisions. The application of the new standard is not expected to have significant impact on the financial performance and positions of the Group in terms of recognition and measurement. However, it is expected to affect the structure and presentation of the consolidated statement of profit or loss.

3. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents the aggregate of the net amounts received and receivable from third parties for the year. There is no seasonality and cyclicity of the operations of the Group. The Group has applied the practical expedient in paragraph 121 of HKFRS 15 “Revenue from Contracts with Customers” (“**HKFRS 15**”) to its sales of goods such that it does not disclose the information about its remaining performances obligation as the contracts have an original expected duration of one year or less. Disaggregation of revenue from contracts with the customers are as follows:

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Revenue from contracts with customers within the scope of HKFRS 15		
Retail business	27,942	21,682
Wholesale business	<u>10,757</u>	<u>12,383</u>
	<u>38,699</u>	<u>34,065</u>
Revenue from contracts with customers not within the scope of HKFRS 15		
Revenue from money lending	<u>6,799</u>	<u>7,494</u>
	<u>45,498</u>	<u>41,559</u>
Timing of revenue recognition within the scope of HKFRS 15		
At a point in time	<u>38,699</u>	<u>34,065</u>

(b) Segment information

The chief operating decision makers have been identified as the executive directors of the Company (the “**Executive Directors**”). The Executive Directors review the Group’s internal reporting in order to assess performance and allocate resources. Management determined the operating segments based on these reports.

The Executive Directors assess the performance based on the nature of the Group’s businesses which are principally located in Hong Kong, and comprise (i) money lending; and (ii) retail and wholesale business.

3. REVENUE AND SEGMENT INFORMATION (Continued)

Segment results represent the profit/(loss) generated by each segment without allocation of central administration costs, investment and other income, other gains and losses, net and finance costs. This is the measure reported to the Executive Directors for the purposes of resources allocation and assessment of segment performance.

Segment assets include all assets, other than unallocated corporate assets. Segment liabilities include all liabilities, other than unallocated corporate liabilities.

(c) Segment results, assets and liabilities

	Money lending		Retail and wholesale business		Total	
	2026	2025	2026	2025	2026	2025
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Reportable segment revenue from external customers	6,799	7,494	38,699	34,065	45,498	41,559
Reportable segment profit/(loss) before tax	9,732	(2,594)	(1,298)	(16,242)	8,434	(18,836)
Depreciation of property, plant and equipment	–	3	136	334	136	337
Depreciation of right-of-use assets	–	–	876	1,140	876	1,140
Impairment losses reversed on trade receivables, net	–	–	(1,806)	(394)	(1,806)	(394)
Impairment losses reversed (recognised) on loans and advances to customers, net	(10,166)	2,891	–	–	(10,166)	2,891
Reportable segment assets	21,725	25,911	11,239	12,382	32,964	38,293
Additions to property, plant and equipment	–	62	604	7,210	604	7,272
Reportable segment liabilities	2,366	1,533	6,858	7,649	9,224	9,182

3. REVENUE AND SEGMENT INFORMATION (Continued)

(d) Reconciliations of reportable segment revenue, loss before tax, assets and liabilities

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Revenue		
Reportable segment revenue and consolidated revenue	<u>45,498</u>	<u>41,559</u>
	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Loss before tax		
Reportable segment profit/(loss) before tax	8,434	(18,836)
Unallocated head office corporate expenses	(11,146)	(12,993)
Investment and other income	506	454
Other gains and losses, net	(1,023)	(14,399)
Finance costs	<u>(282)</u>	<u>(197)</u>
Consolidated loss before tax	<u>(3,511)</u>	<u>(45,971)</u>
	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Assets		
Reportable segment assets	32,964	38,293
Unallocated corporate assets	<u>5,541</u>	<u>3,615</u>
Consolidated total assets	<u>38,505</u>	<u>41,908</u>
	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Liabilities		
Reportable segment liabilities	9,224	9,182
Unallocated corporate liabilities	<u>4,057</u>	<u>3,991</u>
Consolidated total liabilities	<u>13,281</u>	<u>13,173</u>

3. REVENUE AND SEGMENT INFORMATION (Continued)

(e) Information about major customer

Revenue from customer of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Customer A ¹	<u>10,047</u>	<u>11,351</u>

¹ Revenue from retail and wholesale business segment.

(f) Geographical information

All of the Group's operations and assets are located in Hong Kong, in which all of its revenue was derived.

4. INVESTMENT AND OTHER INCOME

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Interest income from		
– bank balances	29	1
– rental deposits	54	29
Others	<u>423</u>	<u>424</u>
	<u>506</u>	<u>454</u>

5. OTHER GAINS AND LOSSES, NET

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Fair value loss on financial assets at FVTPL, net	–	(3,450)
Fair value gain on consideration receivable	576	–
Gain on disposal of property, plant and equipment, net	100	130
Gain on early termination of lease	–	508
Impairment loss on property, plant and equipment	(468)	(8,049)
Impairment loss on right-of-use assets	(2,470)	(4,150)
Impairment loss on goodwill	–	(1,344)
Recovery of bad debt previously written off	1,174	611
Waiver of promissory note	–	1,345
Others	<u>65</u>	<u>–</u>
	<u>(1,023)</u>	<u>(14,399)</u>

6. LOSS BEFORE TAX

	2026	2025
	HK\$'000	HK\$'000
Loss before tax is arrived at after charging:		
Auditor's remuneration	924	880
Commission expense		
– Money lending business	760	255
– Retail and wholesale business	434	277
Minimum lease payments in respect of short-term leases of land and buildings	608	531
Employee benefit expenses (including directors' emoluments)		
– Basic salaries, allowances and other benefits in kind	15,628	13,238
– Retirement benefit scheme contributions	<u>965</u>	<u>812</u>
	<u>16,593</u>	<u>14,050</u>
Depreciation of property, plant and equipment	136	638
Depreciation of right-of-use assets	876	1,647
Carrying amount of inventories sold	22,045	23,517
Provision for impairment/write-down of inventories (included in cost of goods sold)	<u>1,239</u>	<u>4,904</u>
Cost of inventories recognised as expenses	<u>23,284</u>	<u>28,421</u>

7. FINANCE COSTS

	2026	2025
	HK\$'000	HK\$'000
Interest expenses on:		
Borrowing	21	25
Lease liabilities	<u>261</u>	<u>172</u>
	<u>282</u>	<u>197</u>

8. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Group has no assessable profits for the years ended 31 March 2026 and 2025.

For the years ended 31 March 2026 and 2025, Hong Kong Profits Tax was calculated under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 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%.

9. LOSS PER SHARE

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

	2026	2025
	<i>HK\$'000</i>	<i>HK\$'000</i>
Loss		
Loss for the year attributable to owners of the Company	<u>(3,464)</u>	<u>(45,421)</u>
	2026	2025
Number of ordinary shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>31,117,201</u>	<u>28,460,777</u>

The weighted average number of ordinary shares of 31,117,201 (2025: 28,460,777) in issue during the year ended 31 March 2026, has been adjusted to reflect the effect of the share consolidation.

The computation of diluted loss per share for the years ended 31 March 2026 and 2025 is the same as the computation of basic loss per share as there were no potential ordinary shares in issue.

10. INVENTORIES

	2026	2025
	HK\$'000	HK\$'000
Merchandise, at cost	<u>5,041</u>	<u>6,063</u>

11. TRADE RECEIVABLES

	2026	2025
	HK\$'000	HK\$'000
Trade receivables	19,829	20,361
Less: allowance for credit losses	<u>(16,675)</u>	<u>(18,481)</u>
	<u>3,154</u>	<u>1,880</u>

As at 1 April 2024, trade receivables from contracts with customers, net of allowance for credit losses amounted to HK\$1,551,000.

The Group maintains payment terms of cash on delivery for retail sales for both years ended 31 March 2026 and 2025. The credit term for certain wholesale customers is 0 to 30 days from the date of billing for the years ended 31 March 2026 and 2025. The Group did not hold any collateral as security or other credit enhancements over the trade receivables.

The following is an aged analysis of trade receivables, net of allowance for credit losses, presented based on the invoice dates:

	2026	2025
	HK\$'000	HK\$'000
Within three months	3,154	686
Over three months and within one year	<u>–</u>	<u>1,194</u>
	<u>3,154</u>	<u>1,880</u>

As at 31 March 2026, included in the Group's trade receivables, net of allowance for credit losses, are debtors with aggregate carrying amount of HK\$944,000 (2025: HK\$1,194,000) which are past due as at the reporting date. Out of the past due balances, HK\$nil amount (2025: HK\$nil) has been past due by 90 days or more and therefore none is not considered as in default.

12. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Deposits	5,375	5,031
Prepayments	802	619
Consideration receivables	–	718
Other receivables	–	36
	<u>6,177</u>	<u>6,404</u>
Analysed for reporting purpose as:		
Current portion	5,312	5,798
Non-current portion	865	606
	<u>6,177</u>	<u>6,404</u>

13. LOANS AND ADVANCES TO CUSTOMERS

	2026 <i>HK\$'000</i>	2025 <i>HK\$'000</i>
Loans and advances to customers	93,364	113,019
Allowance for credit losses	<u>(76,320)</u>	<u>(89,572)</u>
	<u>17,044</u>	<u>23,447</u>
Analysed for reporting purpose as:		
Current portion	6,853	11,134
Non-current portion	10,191	12,313
	<u>17,044</u>	<u>23,447</u>

As at 31 March 2026, loans and advances to customers of HK\$nil (2025: HK\$3,500,000) and HK\$1,276,000 (2025: HK\$1,823,000), respectively, are secured by the customers' pledged first charge and second charge properties located in Hong Kong of which the fair value of the property is higher of the respective loan. In addition, loans and advances to customers of HK\$29,876,000 (2025:HK\$10,862,000) is secured by the customers' pledged car of which the fair value of the car is higher of the respective loan. The remaining balances are unsecured which include unsecured personal loans and third mortgage loans.

13. LOANS AND ADVANCES TO CUSTOMERS (Continued)

All loans and advances to customers are denominated in HK\$. The Group's loans and advances to customers related to a large number of diversified customers with principal amounts ranged from HK\$10,000 to HK\$15,000,000 (2025: HK\$10,000 to HK\$15,000,000). The loans and advances to customers carry fixed interest rate as follows with credit terms mutually agreed with the customers:

Type of loan	Range of interest rate per annum	
	2026	2025
Secured loan with properties (first charge and second charge)	14%-24%	14% - 24%
Secured loan with car	10%-29%	10% - 31%
Unsecured loan	4%-48%	4% - 48%

14. TRADE AND OTHER PAYABLES

	2026 HK\$'000	2025 HK\$'000
Trade payables	1,135	693
Other payables and accruals	5,864	6,787
	<u>6,999</u>	<u>7,480</u>

All trade and other payables are expected to be settled within one year or are repayable on demand.

The following is an aged analysis of trade payables presented based on the invoice dates:

	2026 HK\$'000	2025 HK\$'000
0-30 days	1,017	575
Over 90 days	118	118
	<u>1,135</u>	<u>693</u>

15. EVENT AFTER THE END OF THE REPORTING PERIOD

On 24 April 2026, special resolution proposing the change of the name of the Company has been passed at the special general meeting of the Company. The English and Chinese name will be changed from "Wisdomcome Group Holdings Limited" to "LIT Life Holdings Limited" and from "仍志集團控股有限公司" to "墨生命控股有限公司", respectively, subject to the completion of filing or registration procedure with the Registrar of Companies in Bermuda and Companies Registry in Hong Kong.

On 20 May 2026, the Company has completed the acquisition of 49% of the total issued share capital of Verde Vines Limited ("Verde Vines"), a company incorporated in Hong Kong, from the vendor of Lit Enterprises Limited, a company incorporated in Hong Kong, with the consideration of HK\$2,760,000, which was settled by allotment and issuance of 5,520,000 ordinary share of the Company ("Consideration Shares") at the issue price of HK\$0.5 per Consideration Share. Verde Vines is principally engaged in wine funding on Hong Kong and Chinese Mainland, management of the Group believed that the acquisition of Verda Vines is beneficial to the Group's existing business and product mix with high-end wines.

Lit Enterprises Limited is wholly owned by TGG Holdings Limited, which is the shareholders of the Company, and is 50% owned by Mr. Li, Nigel Yiu Kee and 50% owned by Mr. Tsang Eric Fan Zee.

MANAGEMENT DISCUSSION AND ANALYSIS

The Company proposes to change the English name of the Company from “Wisdomcome Group Holdings Limited” to “LIT Life Holdings Limited” and change the Chinese name of the Company from “仍志集團控股有限公司” to “鑿生命控股有限公司”.

The Board considers that the proposed change of company name will provide the Company with a fresh corporate image and identity, and in turn, such refreshment of the Company’s brand will better reflect the Company’s position and direction for future strategic business development – specifically its focus on human-centric consumer products aimed at enhancing quality of life, including but not limited to the media, entertainment, and human longevity related businesses. The Board is of the view that the proposed change of company name will benefit the Group’s future business development and is in the best interests of the Group and the Shareholders as a whole.

The resolution for approval of the proposed change of company name has been passed by shareholders on 24 April 2026. The Company is still in process for the proposed change of company name.

Details of the proposed change of company name were disclosed in the announcements and circular dated 4 March 2026, 24 March 2026, 16 April 2026 and 24 April 2026 respectively.

BUSINESS REVIEW

During the financial year ended 31 March 2026 (“FY2026”), the Group continued to operate principally in (i) retail and wholesale of food, health and lifestyle products, and (ii) money lending services in Hong Kong. The Group maintained a cautious approach in navigating a challenging operating environment characterised by changing consumer behaviour, intensified competition and evolving economic conditions.

OPERATION REVIEW

Revenue for the financial year ended 31 March 2026 was approximately HK\$45.5 million (2025: HK\$41.6 million). The loss before tax was reduced from approximately HK\$46.0 million to HK\$3.5 million was due to (a) decrease in administrative expenses; (b) impairment losses reversed on trade receivables; (c) impairment losses reversed on loans and advances to customers; and (d) increase in profit margin.

Money Lending Business

Business Review

The Group has been engaged in the money lending business through its subsidiary, Yvonne Credit Service Company Limited (“**Yvonne Credit**”), a licensed money lender in Hong Kong. The segment focuses on providing mortgage loans, secured car loans and unsecured personal loans to individuals and corporate customers.

Revenue is primarily derived from interest income from loans and advances to customers. Customer acquisition is conducted mainly through referral agents and supported by direct customer channels.

Financial Performance

Revenue from the money lending segment for FY2026 decreased by approximately 9.3% to HK\$6.8 million (2025: HK\$7.5 million). The decrease was primarily attributable to a lower average amount of performing loans advanced to borrowers during the year, reflecting the Group’s continued prudent and cautious approach in loan assessment and approval process.

The performance of the segment continued to be influenced by concern on credit risk and conservative lending policies, which limited to the customer acquisition but helped on managing the potential credit exposure.

As at 31 March 2026, the carrying amount of loans and advances to customers was approximately HK\$17.0 million. Loans past due for less than 30 days amounted to approximately HK\$444,000, while loans past due for more than 30 days amounted to approximately HK\$634,000. Subsequent settlements after the reporting period were approximately HK\$96,000 and HK\$78,000, respectively.

Loan Portfolio and Customer Analysis

The Group maintains a diversified loan portfolio comprising mortgage loans, secured car loans and unsecured personal loans.

- ***Mortgage Loans:***

As at 31 March 2026, the Group had 1 mortgage loan customer with outstanding balance of approximately HK\$154,000, representing approximately 0.9% of the total loan portfolio. This loan is secured by residential property in Hong Kong.

- *Secured and Unsecured Loans:*

The Group had 118 secured car loans and 52 unsecured personal loans, with an aggregate outstanding balance of approximately HK\$16.9 million, representing approximately 99.1% of the total loan portfolio.

The largest borrower accounted for approximately 3.0% of the total loan portfolio, while the top five borrowers collectively accounted for approximately 13.5%, indicating a moderate level of concentration risk.

Credit Risk Management and Internal Controls

The Group's money lending business has been mainly carried out by its subsidiary, Yvonne Credit, a money lender license holder under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), since 2007.

The source of funding was mainly financed by the internal resources and the working capital of the Group. With a view to minimizing the credit risk, Yvonne Credit only granted loans to Hong Kong residents. Majority portions of customers on money lending business segment was referred by Yvonne Credit's referral agents and minor portion were walk-in customers.

The money lending business model involves providing loans to individuals or businesses in exchange for repayment with interest over a specified period. Operating within a regulated financial framework, Yvonne Credit assess borrowers' creditworthiness and risk profiles before issuing funds, often using criteria such as income, credit history and collateral. The model generates revenue primarily through interest income from loan and advanced to customer.

The Group adopts a prudent credit risk management framework. Loan approvals are subject to comprehensive credit assessment procedures, including evaluation of the borrower's financial position, income stability, repayment ability, credit history and collateral value (if applicable).

Standard documentation had been reviewed, which includes identity proof, income proof, address verification, credit searches and land searches for secured loans. The Group also complies with applicable regulatory requirements, including anti-money laundering and counter-terrorist financing obligations.

Loan terms, including interest rates, tenure and collateral requirements, are determined on case-by-case basis, taking into account factors, such as borrower risk profile, loan purpose, prevailing market conditions and expected risk-adjusted returns.

Ongoing monitoring procedures are in place to track on repayment status, borrowers' financial condition and collateral value of pledged asset. In the event of repayment default, the Group will undertake recovery actions including borrower engagement, issuance of demand letters and, where necessary, legal proceedings to enforce repayment or realise collateral.

Principal Risks and Uncertainties

The money lending segment is inherently subject to various interconnected risks and uncertainties. Credit risk remains a primary focus, encompassing the potential for borrower default and the deterioration of credit quality. This is closely linked to collateral risk arising from fluctuations in the market value of pledged assets, as well as concentration risk stemming from exposure to a limited number of larger borrowers. On the operational and macroeconomic fronts, the segment faces regulatory risk regarding strict compliance with the Money Lenders Ordinance and evolving statutory frameworks, alongside shifting economic conditions, such as interest rate volatility and broader macroeconomic changes, that directly impact borrowers' repayment capacities.

Outlook

Looking ahead, the Group will continue to adopt a prudent and cautious approach to credit risk management while seeking to maintain a stable loan portfolio. Emphasis will be placed on enhancing credit assessment procedures and monitoring mechanisms to safeguard asset quality.

Given the uncertain economic environment and evolving credit conditions, the Group expects the growth of this segment to remain moderate. The Group will continue balancing on risk and return in expanding its loan portfolio and explore opportunities to diversify its customer base within acceptable risk parameters.

Determination of Loan Terms

The Group would determine the terms of the loans (including loan amount, duration and interest rate) on a case-by-case basis taking into account factors including but not limited to the cost of providing a particular loan, the financial background and repayment ability of the borrowers, the credit and business risks of the loan, the expected rates of return of the loan, the borrowers' credit rating and repayment record in other financial institutions, the borrower's earning abilities, quality and value of the collateral (if any), the purpose of the loan, the relationship with the borrowers and guarantors (if any), the debt ratio of the borrower, the past repayment record (for these repeated borrowers), the prevailing market interest rate for similar loans, and the general economic environment. Generally, unsecured loan is subject to higher interest rates due to the appearance of lack of collaterals, but the actual interest rate charged might vary subject to the terms of maturity, loan size, financial strength of borrower/guarantor and business relationship with the Group.

Collaterals and guarantors would be obtained from the borrowers as appropriate on a case-by-case basis by considering the amount of the loan, the interest rate, whether the existing assets of the borrower would be able to cover the loan and interests, the financial background, repayment ability and credit worthiness of the borrowers. The Group may grant loans to borrowers without collateral, if the borrower has stable employment, financial condition and has asset proof and good credit history. Nevertheless, the Group is conservatively prudent cautions on assessing the creditworthiness of the unsecured loans including but not limited to obtaining copies of income proof such as tax demand note, salary payroll, employment contract, and copies of assets proof such as asset title certificates, bank statements, financial statements and auditor's reports (if applicable) to assess the borrower's asset portfolio, leverage level and liquidity conditions before granting the loan.

Major Terms of Loans Granted

The Group offers both mortgage loans and personal loans. The Group focuses on provision of mortgage loans which are secured by legal charge against real estates located in Hong Kong, including residential, and car parking spaces, to individuals or corporations. During the year ended 31 March 2026, the interest rates charged to mortgage loan's customers were at the range from 14% to 24% per annum with the maturity profile from 12 to 180 months.

The Group also provides secured car loans and unsecured personal loans to individuals who are mainly owners of motor vehicles and owners of real estate assets under the Home Ownership Scheme and the Tenant Purchase Scheme as well as private residential properties. During the year ended 31 March 2026, the interest rates of all outstanding loans charged to them were at the range from 4% to 48% per annum with the maturity profile from 1 to 240 months.

The duration of loans is normally requested by the borrowers. The Group will determine the final duration of the loans based on the information provided by the borrowers, for example, the age of borrower, financial information of borrower and the past repayment record (if any). Sometimes, the Group grants loans at significant variance in duration and interest rate, which taking into account on the loan amount, short term financing, special collaterals (e.g. antique and jewellery), long term business relationship and goodwill, etc.

Retail and Wholesale Business

Business Review

During FY2026, the Group operated four retail outlets located in Wanchai, Lai Chi Kok, Kowloon Bay and Ma On Shan, together with an online sales platform. The Group maintains a dual-channel business model comprising retail sales to end consumers and wholesale distribution to other resellers.

Retail sales typically generate higher gross margins but lower sales volumes, whereas wholesale operations provide relatively stable revenue streams at lower margins due to volume-based pricing. This model allows the Group to balance profitability and revenue stability.

Financial Performance

Revenue from the retail and wholesale segment increased by approximately 13.50% to HK\$38.7 million (2025: HK\$34.1 million). The increase was primarily attributable to a higher contribution from sales of health-related products, including health supplements and skincare products, which generally carry higher profit margins.

The shift in product mix towards these higher-margin items supported both revenue growth and overall segment profitability, partially offsetting the relatively stable performance of traditional grocery and frozen food products.

During the year, retail gross margins experienced moderate improvement as a result of the enhanced product mix. However, overall profitability continued to be affected by competitive pricing pressures and ongoing promotional activities. Wholesale margins remained relatively stable but continued to be constrained by volume-based pricing arrangements.

Market and Customer Analysis

The Group's customer base primarily comprises local consumers aged over 20, pet owners, and online shoppers. During the year, demand for health supplements and wellness-related products, particularly among elderly consumers, showed resilience and contributed to revenue growth.

Notwithstanding the above, consumer behaviour continued to be influenced by cross-border consumption trends. This trend continued to exert pressure on local retail demand, particularly in supermarket channels. Revenue generated from online sales platform recorded steady growth, reflecting gradual changes in purchasing behaviour.

Supply Chain and Product Portfolio

The Group's products offering originate from various regions, including but not limited to Hong Kong, Taiwan, South Korea, Japan and Malaysia. While procurement costs remained relatively stable during the year, the Group remained exposed to certain headwinds, including foreign exchange fluctuations, logistics disruptions and supply chain uncertainties.

The Group's product portfolio includes snacks, gourmet foods, hormone-free frozen foods, seasonal fruits, ready-to-eat products, pets products, health supplements and skincare products. During FY2026, the Group further expanded its health supplement and skincare offerings to capture increasing demand from health-conscious consumers.

Principal Risks and Uncertainties

The segment operates within a dynamic market landscape subject to several key risks and uncertainties. Chief among these is the ongoing shift in consumer spending toward cross-border markets, alongside intensifying market competition that exerts downward pricing pressure and leads to margin compression. Furthermore, our reliance on imported products exposes the Group to foreign exchange fluctuations and logistical disruptions, while rapid changes in consumer preferences continue to shift demand away from traditional product categories.

Outlook

Looking ahead, the Group will continue to enhance its competitiveness by diversifying its product offerings and strengthening its brand positioning. Particular focus will be placed on expanding the health supplement and skincare segments, which are expected to benefit from increasing health awareness and favourable demographic trends.

The Group will also continue to invest in online sales platform to capture evolving consumer purchasing behaviour and reduce reliance on physical retail operations.

Despite the challenging operating environment, the Group remains committed to adapting its business strategies and cost structure with a view to achieving sustainable long-term growth.

IMPAIRMENTS

Impairment on loans and advances to customers

The Group adopted the requirements in respect of ECL assessment set forth in HKFRS 9 issued by the HKICPA in determining the impairment loss allowance for its loan receivables. The Company has taken into account the following factors on the impairment assessment for the outstanding loans due from the connected parties and independent third parties in accordance with the HKFRS 9:

- (i) the probability of default and the likelihood that the borrowers may fail to pay back the loans. The Company will perform due diligence on the financial statements and consider the macro-environment and the latest announcements of the borrowers. The repayment history of the borrowers will also be taken into account;
- (ii) the loss given default and the expected cash shortfall between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive. The Company will consider the value of the collaterals pledged for the loans, if any; and
- (iii) forward-looking market data such as gross domestic product (“**GDP**”) will also impact to the recoverability of the loans.

The Group applies general approach to measure impairment loss on loans and advances to customers. Under the general approach, loans and advances to customers are classified into three stages to reflect the deterioration in credit quality. Impairment allowance of each stage is calculated based on the product of probability of default, loss given default and exposure at default. Stage 1 covers loans and advances to customers that have not deteriorated significantly in credit quality since initial recognition including those that are considered to be low credit risk. Stage 2 covers loans and advances to customers that have deteriorated significantly in credit quality since initial recognition. Stage 3 covers loans and advances to customers for which credit loss events occur and become credit-impaired. 12m expected credit loss (“**ECL**”) is recognised in Stage 1, while lifetime ECL are recognised in Stages 2 and 3.

The Group’s internal credit risk grading assessment on loans and advances to customers comprises the following categories:

Internal credit rating	Description	Basic for recognition of ECL
Normal	Borrowers can honour the terms of their loans. There is no reason to doubt their ability to repay the principal and interest in full on a timely basis.	12m ECL
Special mention	Borrowers are currently able to service their loans and interest, though repayment may be adversely affected by specific factors.	Lifetime ECL – not credit impaired
Sub-standard	Borrowers’ ability to service their loans is in question and borrowers cannot rely entirely on normal business revenues to repay the principal and interest. Losses may ensue even when collateral items or guarantees are invoked.	Lifetime ECL – credit impaired
Doubtful	Borrowers cannot repay the principal and interest in full and significant losses will need to be recognised even when collateral or guarantees are invoked.	Lifetime ECL – credit impaired
Loss	Principal and interest of loans cannot be recovered or only a small portion of them can be recovered after taking all possible measures or resorting to all necessary legal procedures.	Amount is written off

The management will from time to time assess whether the credit risk of the loan receivables has increased significantly since their initial recognition. The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

An external valuation firm was engaged to assess the provision for impairment of loans and advances to customers based on the measurement of ECL under a “three-stage” model. Based on their ECL model, there was a recognition a net reversal of impairment losses on loans and advances to customers of approximately HK\$10.2 million for the year ended 31 March 2026 (2025: approximately HK\$2.9 million loss). This reversal of impairment on loan receivables was mainly attributable to repayments from certain borrowers.

The major parameters and assumptions used by external valuer firm on measurement of ECL on loans and advances to customers

1. Default rate

The loan receivable are classified into internal credit ratings (“Normal”, “Special mention”, “Sub-standard”, “Doubtful” and “Loss”) based on days past due. The transition matrix method is used to estimate default rate by observing historical amounts of receivables that migrated from each credit rating to “Doubtful”.

Internal credit rating	Description	Basic for recognition of ECL
Normal	Borrowers can honour the terms of their loans. There is no reason to doubt their ability to repay the principal and interest in full on a timely basis.	12m ECL
Special mention	Borrowers are currently able to service their loans and interest, though repayment may be adversely affected by specific factors.	Lifetime ECL – not credit impaired
Sub-standard	Borrowers’ ability to service their loans is in question and borrowers cannot rely entirely on normal business revenues to repay the principal and interest. Losses may ensue even when collateral items or guarantees are invoked.	Lifetime ECL – credit impaired
Doubtful	Borrowers cannot repay the principal and interest in full and significant losses will need to be recognised even when collateral or guarantees are invoked.	Lifetime ECL – credit impaired
Loss	Principal and interest of loans cannot be recovered or only a small portion of them can be recovered after taking all possible measures or resorting to all necessary legal procedures.	Amount is written off

2. *Forward-looking adjustment*

Forward-looking adjustment incorporate forecasted macroeconomic information in the determination of default rate. Based on the relationships between corporate default rate, sourced from Moody, and specific historical macroeconomic factors, sourced from reliable website, the forward-looking adjustment is obtained with these specific projected macroeconomic factors sourced from reliable website.

Accordingly a forward-looking adjustment of 96.24% is applied.

Impairment on property, plant and equipment and right-of-use assets

The Company concluded that there was indication of impairment and conducted impairment assessment on property, plant and equipment and right-of-use assets with carrying amounts (before any impairment) as at 31 March 2026 of approximately HK\$468,000 and HK\$2.5 million, respectively (2025: HK\$8.0 million and HK\$4.2 million). For the purposes of impairment testing, assets are grouped at each operating segment for which there are separately identifiable cash flows (“CGUs”). An impairment loss was recognised for the amount by which the carrying amount of the CGUs exceeds its recoverable amount. The estimated recoverable amounts of the CGUs of money lending business operating segment and the CGUs of retail and wholesale business operating segment are lower than the respective carrying amounts of the CGUs.

Detailed breakdown of impairments on property, plant and equipment and right-of-use assets is as follows:

	Property, plant and equipment <i>HK'000</i>	Right-of-use assets <i>HK'000</i>
Retail and wholesales business	<u>468</u>	<u>2,470</u>
Total	<u><u>468</u></u>	<u><u>2,470</u></u>

The recoverable amount of the CGUs on money lending business and retail and wholesale business operating segment has been determined based on a VIU calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period. The estimated recoverable amounts of the CGU of money lending business operating segment and the CGU of retail and wholesale business operating segment are lower than the respective carrying amounts of the CGUs, the Group recognised impairment loss of approximately HK\$468,000 (2025: HK\$8.0 million) on property, plant and equipment, and impairment loss of approximately HK\$2.5 million (2025: HK\$4.2 million) on right-of-use assets for the year ended 31 March 2026.

PROFIT GUARANTEE AND FOLLOW UP ACTIONS

Reference is made to the circular dated 19 April 2023 in relation to, inter alia, the acquisition of Union Raise Limited (“**Union Raise**”) and Pets Supermarket Limited (“**Pets Supermarket**”) and the subscription of new shares under Specific Mandate A and Specific Mandate B (the “**Circular**”).

Each of Union Raise and Pets Supermarket recorded a loss of HK\$1.3 million respectively for the year ended 31 March 2024, and a loss of approximately HK\$2.8 million respectively for the year ended 31 March 2025. As both Profit Guarantee A and Profit Guarantee B are not met, each of Mr. Cheng Sai Chit, Luke (“**Mr. Cheng**”) and Ms. Li Yung (“**Ms. Li**”) shall pay Shortfall A (as defined in the Circular) and Shortfall B (as defined in the Circular) of HK\$4.0 million to Union Raise and Pets Supermarket respectively.

After careful consideration by the Board and upon conducting comprehensive review of Union Raise and Pets Supermarket’s performances, the Board has considered and assessed the possible alternative options of recovering Shortfall A and Shortfall B, including but not limited to (i) offsetting against the management fee to be paid by the Company to Mr. Cheng and Ms. Li, and (ii) repayment of Shortfall A and Shortfall B by Mr. Cheng and Ms. Li to the Company by instalments. Details of the follow-up actions taken by the Company are as follows:

A. Legal proceedings against Mr. Cheng

In respect of Shortfall A, the Board has commenced the abovementioned actions and considered various repayment options with Mr. Cheng. During the management period, approximately HK\$50,000 of the management fee has been paid to Mr. Cheng on 1 April 2025, and the remaining approximately HK\$670,000 management fees have been used to offset against the outstanding amounts under Shortfall A. However, none of the other follow-up actions or repayment options are viable for Mr. Cheng. On 1 December 2025, the Company filed a statutory demand against Mr. Cheng to enforce the outstanding amounts of approximately HK\$3.3 million under Shortfall A. Further on 2 April 2026, the Company filed a bankruptcy petition against Mr. Cheng. The bankruptcy proceedings against Mr. Cheng is still on-going as at the date of this announcement.

As at the date hereof, Mr. Cheng has not repaid the amount of Shortfall A. The Company shall proceed to obtain bankruptcy order against Mr. Cheng and shall appoint receiver to take over his assets to recover Shortfall A and/or any amount he is due to the Company where appropriate.

B. Settlement Agreement with Ms. Li

In respect of Shortfall B, all of the management fees during the relevant management period amounting to approximately HK\$720,000 have been used to offset against the outstanding amounts under Shortfall B owed by Ms. Li to the Company. Upon careful consideration by the Board, the Company and Ms. Li have entered into a settlement agreement in relation to the settlement of the remaining of Shortfall B (the “**Settlement Agreement**”), pursuant to which Ms. Li shall settle the Settlement Agreement amounting to HK\$3.28 million in 11 monthly installments. The Company is of the view that entering into a settlement agreement with Ms. Li has a higher level of certainty and likelihood of recovering the outstanding amount owed by Ms. Li to the Company.

As at the date hereof, the Company has received a total of HK\$2.10 million (being the total amount of seven of the installments under the Settlement Agreement). As at the date of this announcement, the outstanding amount under the Settlement Agreement is HK\$1.18 million and the last installment for Ms. Li to repay the outstanding amount is on or before 31 October 2026.

CAPITAL STRUCTURE

During the year ended 31 March 2026, there is no change of the capital structure of the Company.

As at 31 March 2026, the issued shares of the Company are 31,117,201 shares.

SHARE OPTION SCHEME

The Company has adopted a share option scheme on 29 May 2023, which will expire on the tenth anniversary of its adoption.

The Directors consider that the share option scheme will enable the Group to reward its employees, directors and other participants for their contributions to the Group and will assist the Group in its recruitment and retention of high calibre professionals, executives and employees who are instrumental to the growth and development of the Group’s business.

No option was granted during the year ended 31 March 2026.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally financed its operations with internally generated cash flows. As at 31 March 2026, the Group had cash and cash equivalents of approximately HK\$7.1 million (2025: HK\$4.0 million).

As at 31 March 2026, the Group has no borrowing (2025: Nil).

As at 31 March 2026, the Group's gearing ratio, expressed as a percentage of total borrowings (comprising borrowings) less cash and cash equivalents then divided by total equity was nil (2025: Nil).

CHARGES ON GROUP'S ASSETS

As at 31 March 2026, no financial instruments was pledged as collateral to securities brokers for margin financing granted to the Group and no margin financing was utilised by the Group (2025: Nil).

TREASURY POLICIES

Cash and bank deposits of the Group are mainly denominated in HK dollars (“**HK\$**”).

Since most of the transactions of the Group are denominated in Hong Kong dollars, no hedging or other arrangements to reduce the currency risk have been implemented.

EMPLOYEES

As at 31 March 2026, the Group had 42 (2025: 37) full-time employees. The total employee remuneration, including of the Directors, for the year ended 31 March 2026 amounted to approximately HK\$16.6 million (2025: HK\$14.1 million). The Group remunerates its employees based on their performance, experience and the prevailing commercial practice.

RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund Scheme (the “**MPF Scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds. Both the Group and the employees are required to contribute based on a fixed percentage of the employee's relevant income up to a maximum of HK\$1,500 per employee per month.

Contributions to the MPF by the Group for its employees are fully and immediately vested in the employees once the contributions are made. There are no contributions forfeited by the Group on behalf of its employees who leave the plan prior to vesting fully in such contribution. Hence, there is no forfeited contributions which may be used by the Group to reduce the existing level of contributions.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance to protect the interests of the shareholders of the Company. The Company had complied with the code on the basis of the Corporate Governance Code (the “**CG Code**”) as set out in the Appendix C1 of the GEM Listing Rules throughout the year ended 31 March 2026.

During the year ended 31 March 2026, the Board was responsible for determining the policy for the corporate governance of the Company performing the corporate governance duties as below:

- to develop and review the Group’ s policies and practices on corporate governance and make recommendations;
- to review and monitor the training and continuous professional development of the Directors and senior management;
- to review and monitor the Group’ s policies and practices on compliance with all legal and regulatory requirements (where applicable);
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- to review the Group’ s compliance with the CG Code and disclosure requirements in the corporate governance report.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 (the “**Required Standard of Dealings**”) of the GEM Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Required Standard of Dealings for the financial year ended 31 March 2026.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY’ S LISTED SECURITIES

For the year ended 31 March 2026, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’ s listed securities.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors as at the date of this announcement, the Company maintained the prescribed public float under the GEM Listing Rules.

CONTINGENT LIABILITIES

As at 31 March 2026, the Company did not provide any corporate guarantee to third parties.

DIVIDEND

The Directors of the Company did not recommend the payment of any dividend for the year ended 31 March 2026 (2025: Nil).

EVENT AFTER THE REPORTING PERIOD

Acquisition of 49% in Target Company involving issue of Consideration Shares under General Mandate (“Acquisition”)

On 20 March 2026, the Company and Lit Enterprises Limited (the “**Vendor**”) entered into the Sale and Purchase Agreement, pursuant to which the Company has conditionally agreed to purchase, and the Vendor has conditionally agreed to sell 2,940,000 Sale Shares of Verde Vines Limited (the “**Target Company**”) at the Consideration of HK\$2,760,000, which shall be settled by way of the issue of the Consideration Shares at the issue price of HK\$0.50 per Consideration Share under the General Mandate.

The Target Company is a limited liability company that was incorporated in Hong Kong on 27 July 2023. The Target Company is wholly-owned by the Vendor. The Target Company is principally engaged in wine trading in Hong Kong and China.

Lit Enterprises Limited, the Vendor, is a limited liability company incorporated in Hong Kong and is wholly-owned by TGG Holdings Limited. It is principally engaged in investment holding.

TGG Holdings Limited, a limited liability company incorporated in the British Virgin Islands and is 50% owned by Tsang, Eric Fan Zee, and 50% owned by Li, Nigel Yiu Kee. Both Mr. Tsang and Mr. Li are businessmen who has extensive experience in various sectors, including but not limited to food and beverages outlets, lifestyle products, entertainment-related projects.

Completion took place on 20 May 2026 in accordance with the terms and conditions of the Agreements. Pursuant to the Agreements, the Consideration Shares, being 5,520,000 shares, have been duly allotted and issued by the Company to the Vendor or its designated nominee at the Issue Price of HK\$0.50 per Consideration Share.

Following the Completion, the 49% equity interest of the Target Company is held by the Company. The results and assets and liabilities of the Target Company will not be consolidated with, and accounted for as subsidiary in the Company’s consolidated financial statement.

The details of the Acquisition were disclosed in the announcements dated 20 March 2026, 27 April 2026 and 20 May 2026 respectively.

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's annual report and financial statements and half-yearly report to provide advice and comment thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group. As at the date of this announcement, it consists of three Independent Non-executive Directors, Ms. Ho Sau Ping, Pia, Mr. Pong Chun Yu (appointed with effect from 1 June 2026) and Mr. Tsang Wing Yiu (appointed with effect from 1 June 2026). The Company's annual results for the year ended 31 March 2026 have been reviewed by the Audit Committee.

SCOPE OF WORK OF RONGCHENG (HONG KONG) CPA LIMITED

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2026 as set out in this announcement have been agreed by the Company's Independent Auditor, Rongcheng (Hong Kong) CPA Limited, to the amounts set out in the Group's consolidated financial statements for the year ended 31 March 2026. The work performed by Rongcheng (Hong Kong) CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagement issued by the HKICPA and consequently no assurance has been expressed by Rongcheng (Hong Kong) CPA Limited in this announcement.

PUBLICATION OF FINANCIAL INFORMATION

This result announcement is published on the websites of the Company (www.ecrepay.com) and The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>). The Company's Annual Report 2025/26 will be despatched to the shareholders and available on the same websites in due course.

By order of the Board
Wisdomcome Group Holdings Limited
Tsui Ka Kin, Kevin
Executive Director

Hong Kong, 17 June 2026

As at the date of this announcement, the board of directors of the Company comprises Mr. Law Ka Kei, Ms. Mo Ka Yan, Mr. Andre Pierre Lajeunesse and Mr. Tsui Ka Kin, Kevin as executive directors; Mr. Pong Chun Yu, Mr. Tsang Wing Yiu and Ms. Ho Sau Ping Pia as independent non-executive directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> for at least seven days from the date of its posting and on the Company's website at www.ecrepay.com.