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## **GRAND BRILLIANCE GROUP HOLDINGS LIMITED**

**君百延集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8372)**

### **ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2025**

#### **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “HONG KONG 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 Hong Kong 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given that the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Hong Kong Stock Exchange 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 Grand Brilliance Group Holdings Limited (the “Company”, together with its subsidiaries, the “Group” or “We”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Hong Kong Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading and deceptive; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

## ANNUAL RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the audited consolidated results of the Group for the year ended 31 March 2025, together with the comparative figures for the year ended 31 March 2024.

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

*For the year ended 31 March 2025*

	Notes	2025 HK\$'000	2024 HK\$'000
<b>Revenue</b>	5	<b>94,448</b>	81,903
Cost of revenue		<u>(48,726)</u>	<u>(39,962)</u>
<b>Gross profit</b>		<b>45,722</b>	41,941
Other income	6	<b>3,421</b>	4,239
Other gains or losses	7	<b>(648)</b>	(910)
Gain on bargain purchase arising from acquisition of a subsidiary	16	<b>975</b>	–
Distribution and selling expenses		<b>(1,397)</b>	(1,319)
Administrative and other operating expenses		<b>(37,785)</b>	(35,354)
Reversal/(Provision) of loss allowance on trade receivables, net		<b>10</b>	(18)
Share of results of associates		<b>18</b>	(263)
Finance costs		<u><b>(208)</b></u>	<u>(106)</u>
<b>Profit before income tax</b>	8	<b>10,108</b>	8,210
Income tax expense	9	<u><b>(917)</b></u>	<u>(420)</u>
<b>Profit and total comprehensive income for the year</b>		<u><b>9,191</b></u>	<u>7,790</u>
<b>Profit and total comprehensive income for the year attributable to:</b>			
Equity shareholders of the Company		<b>9,460</b>	7,855
Non-controlling interests		<u><b>(269)</b></u>	<u>(65)</u>
<b>Profit and total comprehensive income for the year</b>		<u><b>9,191</b></u>	<u>7,790</u>
		<b>HK cent(s)</b>	<b>HK cent(s)</b>
<b>Earnings per share</b>	11		
Basic and diluted earnings per share		<u><b>1.18</b></u>	<u>0.98</u>

# **CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

*As at 31 March 2025*

	<i>Notes</i>	<b>2025</b> <b>HK\$'000</b>	2024 HK\$'000
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment		<b>1,352</b>	1,918
Interests in associates		<b>652</b>	1,122
Other asset		<b>2,690</b>	2,690
Financial assets at fair value through profit or loss		<b>1,100</b>	2,792
Deposits		<b>678</b>	–
Right-of-use assets		<b>4,030</b>	1,778
Deferred tax assets		<b>50</b>	–
		<b>10,552</b>	10,300
<b>Current assets</b>			
Inventories		<b>27,799</b>	24,500
Financial assets at fair value through profit or loss		<b>724</b>	478
Trade and other receivables, deposits and prepayments	12	<b>31,615</b>	18,203
Tax recoverable		<b>1,267</b>	1,026
Cash and cash equivalents		<b>60,235</b>	59,988
		<b>121,640</b>	104,195
<b>Current liabilities</b>			
Trade and other payables	13	<b>13,929</b>	9,404
Contract liabilities		<b>2,250</b>	375
Tax payable		<b>664</b>	11
Lease liabilities		<b>1,852</b>	1,429
		<b>18,695</b>	11,219
<b>Net current assets</b>		<b>102,945</b>	92,976
<b>Total assets less current liabilities</b>		<b>113,497</b>	103,276
<b>Non-current liabilities</b>			
Lease liabilities		<b>2,054</b>	–
<b>Net assets</b>		<b>111,443</b>	103,276
<b>CAPITAL AND RESERVES</b>			
Share capital	14	<b>8,000</b>	8,000
Reserves		<b>102,786</b>	95,326
Equity attributable to the owners of the Company		<b>110,786</b>	103,326
Non-controlling interests		<b>657</b>	(50)
<b>Total equity</b>		<b>111,443</b>	103,276

## **NOTES**

*For the year ended 31 March 2025*

### **1. GENERAL INFORMATION**

Grand Brilliance Group Holdings Limited (the “Company”) was incorporated in the Cayman Islands with limited liability under the Companies Law, Cap. 22 of the Cayman Islands on 5 July 2017. Its shares have been listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 29 March 2018. The address of the Company’s registered office is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is situated at Units 2901–2903 and 2905, 29/F, The Octagon, 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred hereafter as the “Group”) are principally engaged in supplying medical devices and providing medical device solutions including market trend analysis, sourcing of medical devices, after-sale services, technical support and training services, medical devices leasing services and quality assurance.

The Company’s parent is B&A Success Limited (“B&A Success”), a company incorporated in the British Virgin Islands (“BVI”). In the opinion of the directors, B&A Success is also the ultimate parent of the Company.

### **2. BASIS OF PREPARATION**

#### **(a) Statement of compliance**

The Group’s consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards which collective term include individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

#### **(b) Basis of measurement**

The consolidated financial statements have been prepared under the historical cost convention except for certain financial instruments, which are measured at fair value.

#### **(c) Functional and presentation currency**

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company and its major subsidiaries.

### 3. ADOPTION OF HKFRS ACCOUNTING STANDARDS

#### (a) Adoption of revised HKFRS Accounting Standards — effective on 1 April 2024

The following revised HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which are relevant to and effective for the Group’s consolidated financial statements for annual period beginning on 1 April 2024:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
HK Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements
Amendments to HKFRS 16	Lease Liabilities in a Sale and Leaseback

The adoption of the above amendments to HKFRS Accounting Standards that are effective for the current reporting period did not have any significant impact on the Group’s consolidated financial statements.

#### (b) New and revised HKFRS Accounting Standards that have been issued but are not yet effective

The following new and amendments to HKFRS Accounting Standards potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

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

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2026

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2027

<sup>4</sup> The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined

The directors anticipate that all of the relevant pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. The above new and amendments to HKFRS Accounting Standards that have been issued but not yet effective are not expected to have a material impact on the Group's results and financial position upon application except for HKFRS 18.

HKFRS 18 replaces HKAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as HKAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 *Statement of Cash Flows*, HKAS 33 *Earnings per Share* and HKAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other HKFRS Accounting Standards. HKFRS 18 and the consequential amendments to other HKFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's consolidated financial statements.

#### 4. SEGMENT INFORMATION

##### (a) Operating segment information

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker, i.e. directors of the Company who are used to make strategic decisions.

During the reporting period, the directors assessed the operating performance and allocated the resources of the Group as a whole as the Group is primarily engaged in supplying medical devices and providing medical device solutions including market trend analysis, sourcing of medical devices, after-sale services, technical support and training services, medical devices leasing services and quality assurance. Therefore, the Group has only one operating segment that qualifies as reportable segment under HKFRS 8 *Operating Segment*.

##### (b) Geographical segment information

The Company is an investment holding company and the principal place of the Group's operations is in Hong Kong. Accordingly, management determines that the Group is domiciled in Hong Kong. All of the Group's revenue are derived from and most of the Group's non-current assets (other than deferred tax and financial assets) are located in Hong Kong. As a result, no separate segmental analysis is presented.

##### (c) Disaggregation of revenue from contracts with customers

	2025 HK\$'000	2024 HK\$'000
<b>Timing of revenue recognition</b>		
Over time	2,317	2,107
At a point in time	91,975	79,640
	<u>94,292</u>	<u>81,747</u>

##### (d) Information about major customers

Revenue from major customers individually contributing 10% or more of the Group's total revenue is set out as follows:

	2025 HK\$'000	2024 HK\$'000
Customer A	18,608	N/A
Customer B	9,743	10,453
Customer C	N/A	9,228

*Note:* N/A represents that the amounts of revenue from such customer is less than 10% of the Group's revenue.

## 5. REVENUE

The Group is principally engaged in supplying medical devices and providing medical device solutions including market trend analysis, sourcing of medical devices, after-sale services, technical support and training services, medical devices leasing services and quality assurance. Revenue derived from the principal activities comprises the following:

	2025 HK\$'000	2024 HK\$'000
Revenue from contracts with customers:		
Sales of medical devices and products		
Medical consumables	58,646	54,985
Medical equipment	31,657	22,899
Medical instruments	1,672	1,756
	91,975	79,640
Rendering of maintenance services	2,317	2,107
	94,292	81,747
Revenue from other source:		
Rental income from leasing medical devices	156	156
	94,448	81,903

## 6. OTHER INCOME

	2025 HK\$'000	2024 HK\$'000
Bank interest income	1,615	1,661
Government grants ( <i>note</i> )	1,747	2,510
Dividend income	19	18
Gain on disposal of property, plant and equipment	–	50
Sundry income	40	–
	3,421	4,239

*Note:* Government grants mainly included subsidies for Research Talent Hub of the Innovation and Technology Fund for supporting the payroll of the research talent of HK\$492,000 (2024: HK\$720,000), subsidies under Research and Development Cash Rebate Scheme for conducting research and development of HK\$481,000 (2024: nil) and subsidies under Enterprise Support Scheme for conducting research and development of HK\$450,000 (2024: HK\$1,712,000).

There were no unfulfilled conditions or contingencies relating to these government subsidies.



## 7. OTHER GAINS OR LOSS

	2025 HK\$'000	2024 HK\$'000
Changes in fair value of financial assets at fair value through profit or loss		
— Unlisted equity securities ( <i>note</i> )	(1,529)	(421)
— Other investments	83	(269)
Exchange gain/(loss), net	798	(220)
	<u>(648)</u>	<u>(910)</u>

*Note:* The Group has 1% equity interest in an unlisted investee company which is a developer and provider of autonomous mobile robots. During the financial year, the investee is undergoing liquidation process and its fair value at the end of the reporting was assessed to be immaterial. Accordingly, fair value loss of HK\$1,529,000 (2024: HK\$421,000) was recognised for the investment.

## 8. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging:

	2025 HK\$'000	2024 HK\$'000
Auditor's remuneration	600	600
Cost of inventories recognised as expense		
— Carrying amount of inventories sold	47,903	39,673
— Allowance for inventories	823	289
	<u>48,726</u>	<u>39,962</u>
Depreciation of property, plant and equipment*	746	617
Depreciation of right-of-use assets*	2,889	3,999
Employee costs (including directors' emoluments		
— Salaries, allowances and other benefits	23,441	20,615
— Contributions to defined contribution retirement plan <sup>&lt;</sup>	590	550
	<u>24,031</u>	<u>21,165</u>
Finance costs — interest on lease liabilities	208	106
Research and development expenditure <sup>#</sup>	3,926	4,080

\* Included in administrative and other operating expenses

# Included in research and development expenditure are staff costs amounted to approximately HK\$3,915,000 (2024: HK\$4,053,000) which are included in the employee costs above

< For the year ended 31 March 2025, no forfeited contribution in respect of the defined contribution retirement plans were utilised by the Group to reduce the contribution payable to the plans (2024: nil). As at 31 March 2025, no forfeited contribution under these plans is available to reduce future contribution (2024: nil).

## 9. INCOME TAX EXPENSE

The amount of income tax expense in the consolidated statement of comprehensive income represents:

	2025 HK\$'000	2024 HK\$'000
Current tax for the year		
— Hong Kong Profits Tax	967	352
Over-provision in respect of prior years	—	(41)
	<u>967</u>	<u>311</u>
Deferred tax	(50)	109
	<u>917</u>	<u>420</u>

The Group has no income subject to taxation in the Cayman Islands, the British Virgin Islands and United Kingdom. The Company and its Hong Kong incorporated subsidiaries are subject to Hong Kong Profits Tax, which is calculated at tax rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Company which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 of assessable profits of this subsidiary are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Pursuant to the tax rules and regulations of Macau, the subsidiaries incorporated and operated in Macau are liable to Macau Profits Tax at the rate of 12%.

The Group operates in certain jurisdictions where the Pillar Two Rules are enacted but not effective. However, as the Group's consolidated annual revenue is expected to be less than EUR750 million, the management of the Group considered the Group is not liable to top-up tax under the Pillar Two Rules.

## 10. DIVIDENDS

	2025 HK\$'000	2024 HK\$'000
Interim dividend declared and paid during the financial year — HK0.25 cent (2024: HK0.4 cent) per ordinary share	<u>2,000</u>	<u>3,200</u>

Subsequent to the end of the reporting period, an interim dividend of HK0.25 cent (2024: HK0.25 cent) per ordinary share, totally amounting to HK\$2,000,000 (2024: HK\$2,000,000) was declared by the directors in respect of the reporting period. The interim dividend declared after the end of the reporting period was not recognised as a liability at the end of the reporting period.

## 11. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is based on the following data:

	2025 HK\$'000	2024 HK\$'000
<b>Earnings</b>		
Profit for the year attributable to owners of the Company	<u>9,460</u>	<u>7,855</u>
	'000	'000
<b>Weighted average number of ordinary shares in issue</b>		
Weighted average number of ordinary shares for the purpose of calculating the basic and diluted earnings per share	<u>800,000</u>	<u>800,000</u>

For the purpose of calculating diluted earnings per share for the years ended 31 March 2025 and 2024, no adjustment has been made as the exercise of the outstanding share options has an anti-dilutive effect of the basic earnings per share.

## 12. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2025 HK\$'000	2024 HK\$'000
Trade receivables	26,778	15,414
Less: Allowance for impairment	<u>(1,461)</u>	<u>(1,471)</u>
Trade receivables, net	25,317	13,943
Other receivables	986	1,383
Deposits and prepayments	<u>5,990</u>	<u>2,877</u>
	32,293	18,203
Less: non-current portion deposits	<u>(678)</u>	<u>—</u>
	<u>31,615</u>	<u>18,203</u>

The credit period granted to customers ranged from 0 to 30 days.

The ageing analysis of the trade receivables (net), based on invoice date, as of the end of the reporting period is as follows:

	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
0–30 days	<b>21,088</b>	5,797
31–60 days	<b>3,324</b>	2,433
61–90 days	<b>312</b>	294
Over 90 days	<b>593</b>	5,419
	<u><b>25,317</b></u>	<u>13,943</u>

### 13. TRADE AND OTHER PAYABLES

	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
Trade payables	<b>7,925</b>	3,875
Accrual for staff costs	<b>2,936</b>	2,630
Other payables and accruals	<b>3,068</b>	2,899
	<u><b>13,929</b></u>	<u>9,404</u>

The credit period granted by suppliers ranged from 0 to 90 days.

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

	<b>2025</b> <b>HK\$'000</b>	2024 <i>HK\$'000</i>
0–30 days	<b>6,375</b>	2,866
31–60 days	<b>224</b>	131
61–90 days	<b>1</b>	112
Over 90 days	<b>1,325</b>	766
	<u><b>7,925</b></u>	<u>3,875</u>

#### 14. SHARE CAPITAL

Ordinary shares	Number of shares	Amount HK\$'000
<b>Authorised:</b>		
Ordinary shares of HK\$0.01 each		
<b>At 1 April 2023, 31 March 2024, 1 April 2024 and 31 March 2025</b>	<b>8,000,000,000</b>	<b>80,000</b>
<b>Issued and fully paid:</b>		
Ordinary shares of HK\$0.01 each		
<b>At 1 April 2023, 31 March 2024, 1 April 2024 and 31 March 2025</b>	<b>800,000,000</b>	<b>8,000</b>

#### 15. GUARANTEES

The Group has provided guarantees in respect of the surety bonds issued by a bank in favour of certain tender contracts of some customers. Details of these guarantees at the end of the reporting period are as follows:

	<b>2025</b> <b>HK\$'000</b>	<b>2024</b> <b>HK\$'000</b>
Aggregate value of the surety bonds issued in favour of customers	<b>1,365</b>	<b>1,192</b>

The surety bonds are required for the entire period of the relevant tender contracts. As at 31 March 2025, majority of the tender contracts are expected to be completed by year 2027 (2024: year 2025).

As assessed by the directors, it is highly not probable that the bank would claim the Group for losses in respect of the guarantee contracts as it is highly unlikely that the Group is unable to fulfill the performance requirements of the relevant contracts. Accordingly, the management did not expect these guarantees to have significant impact on the financial statements.

## 16. STEP ACQUISITION

On 6 February 2025, the Group acquired a further 40% equity interest in Sonne Techmetics Limited (“Sonne Techmetics”), a former associate of the Group from an investment partner of Soone Techmetics, which the Group has 1% equity interest (the “Acquisition”). Upon the completion of the Acquisition, the Group’s equity interest in Sonne Techmetics increased from 20% to 60% and Sonne Techmetics has become an indirect non-wholly-owned subsidiary of the Company. The principal reason for this acquisition was for enhancement of the Group’s presence in autonomous mobile robot solutions in the healthcare industries and developed the Group’s branded autonomous mobile robot solution. Sonne Techmetics is a limited liability company incorporated in Hong Kong and is principally engaged in provision of autonomous mobile robots solutions for healthcare industries, sourcing of original equipment manufacturer and research and development. The consideration for the Acquisition is US\$100 (equivalent to approximately HK\$1,000) and in the form of cash.

The fair values of the identifiable assets and liabilities of Sonne Techmetics as at the date of the Acquisition and the gain on bargain purchase arising from the Acquisition were as follows:

### Recognised amounts of identifiable assets acquired and liabilities assumed:

	<i>HK\$’000</i>
Cash and bank balances	2,455
Account payables and accruals ( <i>note</i> )	<u>(15)</u>
Total identifiable net assets acquired at fair value	<u><u>2,440</u></u>

*Note:* The fair value of account payables and accruals amounted to HK\$15,000 represented their gross contractual amounts.

### Accounting for step acquisition:

	<i>HK\$’000</i>
Consideration for 40% interest acquired	1
Non-controlling interests	976
Acquisition-date fair value of previously held 20% interest	<u>488</u>
	1,465
Acquisition-date fair value of identifiable net assets acquired	<u>2,440</u>
Gain on bargain purchase arising from the Acquisition	<u><u>(975)</u></u>

### Analysis of the cash flows in respect of the Acquisition:

HK\$'000

Cash consideration paid	(1)
Cash and bank balances acquired	<u>2,455</u>
Net inflow of cash and cash equivalents included in cash flows from investing activities	<u><u>2,454</u></u>

In the opinion of the directors, the gain on bargain purchase is mainly attributable to the immediate cash realisation need of the investment partner and the Group's capability in negotiating the terms of the Acquisition in favour of the Group with the investment partner.

Since the Acquisition, Sonne Techmetics did not contribute any revenue to the Group and contribute loss of HK\$158,000 for the year ended 31 March 2025. Had the combination been taken place at the beginning of the financial year, the revenue and profit of the Group would have been HK\$94,538,000 and HK\$8,999,000, respectively.

The Group recognises non-controlling interests in an acquired entity either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. This decision is made on an acquisition-by-acquisition basis. For the non-controlling interests in Sonne Techmetics, the Group elected to recognise the non-controlling interests at their proportionate share of the acquired net identifiable assets.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

We are an established medical device distributor and one-stop medical device solutions provider with over 20 years of experience in the medical device market in Hong Kong.

### **BUSINESS REVIEW**

For the year ended 31 March 2025, the Group continued to implement our business strategy to solidify our position as a major medical device distributor in Hong Kong. We have established a subsidiary company which will facilitate and bring about the Group's future business development in developing an own brand medical device in order to support and sustain the growth of our business and expand our business. The Group achieved its business growth through diversifying the product portfolio and enhance our research and development ability.

For the year ended 31 March 2025, with the COVID-19 pandemic (the "Pandemic") no longer a public health emergency and the border reopened after an extended period, economic and social activities in Hong Kong steadily resuming as much anticipated. However, in the aftermath of the Pandemic, the China-US geopolitical tensions have created a challenging financial environment for business in Hong Kong. Trade wars, sanctions, and regulatory crackdowns have heightened market volatility, increasing costs and operational risks. The global economy continued to come under pressure against multiple challenges amidst a complex business environment created by escalating geopolitical conflicts. Hong Kong's economy experienced moderate growth. However, the economic recovery remained constrained by external factors, including global geopolitical tensions.

Looking ahead, we continue to be optimistic on the outlook of the medical and healthcare industry, attributable to the increase of aging population and rising healthcare awareness of the public in Hong Kong together with our automation solution to eliminate the medical manpower shortage crisis in Hong Kong. The Group is looking for suitable investment opportunities to diversify business and bring better investment return to the shareholders of the Company.

### **FINANCIAL REVIEW**

#### **Revenue**

The Group's revenue increased by approximately 15.3%, from approximately HK\$81.9 million for the year ended 31 March 2024 to approximately HK\$94.4 million for the year ended 31 March 2025. The increase was primarily attributable to certain tenders were won during the year for supplying medical equipment in the expansion of existing hospitals under the First Hospital Development Plan implemented by the Government of Hong Kong Special Administrative Region.



## **Gross profit and gross profit margin**

The Group recorded gross profit of approximately HK\$45.7 million for the year ended 31 March 2025, representing an increase by approximately HK\$3.8 million or 9%, as compared to approximately HK\$41.9 million for the year ended 31 March 2024. Gross profit margin decreased from approximately 51.2% for the year ended 31 March 2024 to approximately 48.4% for the year ended 31 March 2025. The decrease in gross profit margin was mainly due to change in product mix.

## **Administrative and other operating expenses**

Administrative and other operating expenses mainly included auditor's remuneration, advertising and marketing expenses, depreciation, Directors' remuneration, legal and professional fee, rent, rates and management fee for office and warehouses, recruitment costs, staff costs, travelling and entertainment expenses and other miscellaneous expenses.

Administrative and other operating expenses for the year ended 31 March 2025 amounted to approximately HK\$37.8 million, representing an increase by approximately HK\$2.4 million or 6.9%, as compared to approximately HK\$35.4 million for the year ended 31 March 2024. The increase was primarily attributable to general increase in wages of the Group.

## **Investment**

Reference is made to the announcement of the Company dated 24 November 2021 in relation to, among other matters, subscription of shares in Techmetics Solutions Pte. Ltd ("Techmetics") and formation of a joint venture of which an indirectly wholly-owned subsidiary of the Company and Techmetics are the joint ventures (collectively the "Transaction"). The Company indirectly holds approximately 1% issued share capital of Techmetics Solutions Pte. Ltd. Due to the market competition in autonomous mobile robots solutions industry, the operation results of Techmetics reminds loss making in recent years and need continuity financial supports from its investors to support the operation. The shareholders of Techmetics have come to a conclusion for liquidation during the year. The financial position of Techmetics remains solvent but considering the liquidator's fee, legal fee and other related expenses, the remaining balance will be minimal. A fair value loss of approximately HK\$1,529,000 for the carrying value of the investment in Techmetics was provided for the year ended 31 March 2025. On the other hand, the Company is able to obtain the control of the joint venture through a bargain purchase which results in a gain of approximately HK\$975,000. In short, the overall Transaction results a net loss of HK\$554,000 for the Group during the year ended 31 March 2025. Through the Transaction, the Group has enhanced its presence in autonomous mobile robot solutions in the healthcare industries and developed the Group's branded autonomous mobile robot solution.

## **Income tax expenses**

Income tax expenses for the year ended 31 March 2025 amounted to approximately HK\$1 million (2024: approximately HK\$0.4 million). The increase in income tax primarily reflected the higher profit before taxation generated during the year.

## **Profit for the year**

The Group's profit increased by approximately HK\$1.4 million from approximately HK\$7.8 million for the year ended 31 March 2024 to approximately HK\$9.2 million for the year ended 31 March 2025. The increase was primarily attribute to increase in revenue and less increase in administrative and other operating expenses as explained above.

## **DIVIDEND**

The Board has declared the payment of an interim dividend of HK0.25 cent (2024: HK0.25 cent) per ordinary share in lieu of final dividend for the year ended 31 March 2025. It is expected that the interim dividend will be paid on or before Monday, 11 August 2025 to the shareholders of the Company whose name appear on the register of members on Friday, 18 July 2025.

## **LIQUIDITY AND FINANCIAL RESOURCES**

### **Liquidity**

As at 31 March 2025, current assets amounted to approximately HK\$121.6 million (2024: approximately HK\$104.2 million). Current liabilities were approximately HK\$18.7 million (2024: approximately HK\$11.2 million).

### **Financial Resources**

As at 31 March 2025, the Group had total cash and bank balances of approximately HK\$60.2 million (2024: approximately HK\$60.0 million).

As at 31 March 2025, the Group had trade receivables of approximately HK\$25.3 million (2024: approximately HK\$13.9 million).

### **Gearing Ratio**

The gearing ratio of the Group as at 31 March 2025 was nil (2024: nil) as the Group had no material debt financing.

## **CAPITAL STRUCTURE**

There has been no change in the capital structure of the Company since the listing. The share capital of the Group only comprises of ordinary shares.

As at 31 March 2025, the Company's issued share capital was HK\$8,000,000 and the number of issued ordinary shares was 800,000,000 of HK\$0.01 each. Details of the Group's share capital are set out in note 14 in this announcement.

## **COMMITMENTS**

As at 31 March 2025, the Group did not have any significant capital commitments (2024: nil).

## **SEGMENT INFORMATION**

Segment information is disclosed in note 4 in this announcement.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

As at 31 March 2025, the Group did not have other plans for material investments and capital assets.

## **MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES**

Save as disclosed below, the Group did not have any material acquisitions or disposals of subsidiaries and affiliated companies during the year ended 31 March 2025.

During the financial year, the Group acquired additional 40% equity interest in Sonne Techmetics Limited ("SonneTechmetics") for a consideration of USD100 from Techmetics Solutions Pte. Ltd which resulted in a gain on bargain purchase of approximately HK\$975,000. SonneTechmetics was previously owned as to 20% by the Company indirectly, 40% by Ms. Wong, an executive director and the controlling shareholder of the Company, and 40% by Techmetics Solutions Pte. Ltd. Sonne Techmetics is a limited liability company incorporated in Hong Kong and is principally engaged in provision of autonomous mobile robots solutions for healthcare industries; sourcing of original equipment manufacturer; and research and development.

## **SIGNIFICANT INVESTMENTS**

As at 31 March 2025, there was no significant investment held by the Group (2024: nil).

## **CONTINGENT LIABILITIES**

As at 31 March 2025, the Group had no material contingent liabilities (2024: nil).

## **FOREIGN EXCHANGE EXPOSURE**

The Group operates in Hong Kong with certain business transactions being settled in HK\$, United States dollars (“US\$”) or Euro. As HK\$ is pegged to US\$, the Directors do not expect any significant movement in the US\$/HK\$ exchange rate. The Group monitors its foreign currency exposure closely and will consider undertake foreign exchange hedging activities to reduce the impact of foreign exchange rate movements on the Group’s operating result.

## **CHARGE OF GROUP’S ASSETS**

No pledged bank deposits was placed in bank to secure the banking facilities of the Group as at 31 March 2025 and 2024.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 31 March 2025, the Group has a total of 47 employees (2024: 46 employees). Staff costs, including Directors’ remuneration, of the Group were approximately HK\$24.0 million for the year ended 31 March 2025 (2024: approximately HK\$21.2 million). Remuneration is determined with reference to factors such as comparable market salaries and work performance, qualification and experience of individual employees. In addition to a basic salary, year-end discretionary bonuses are offered to employees with outstanding performance to attract and retain eligible employees to contribute to the Group.

## **USE OF PROCEEDS**

The actual net proceeds from the Share Offer, after deducting the listing-related expenses, were approximately HK\$31.2 million, compared to the estimated net proceeds of approximately HK\$33.1 million as disclosed in the Prospectus. The difference of HK\$1.9 million between the actual and estimated amount of the net proceeds has been adjusted in the same manner as stated in the Prospectus.

As set out in the announcement dated 24 November 2021 (the “Announcement”), the Board resolved to change in the use of unutilised Net Proceeds as of 24 November 2021.

As at 31 March 2025, the net proceeds had been applied and utilised as follows:

	Unutilised proceeds as at 31 March 2024 <i>HK\$ million</i>	Utilised proceeds during the year ended 31 March 2025 <i>HK\$ million</i>	Unutilised proceeds as at 31 March 2025 <i>HK\$ million</i>
<b>Intended use of proceeds</b>			
Develop own brand autonomous mobile robot solution to reduce the medical manpower shortage	0.4	0.4	–
	<u>0.4</u>	<u>0.4</u>	<u>–</u>

The business objectives, future plans and planned use of proceeds as stated in the Prospectus and the Announcement were based on the best estimation and assumption of the future market conditions made by the Group at the time of preparing the Prospectus and the Announcement, while the proceeds were applied based on the actual development of the Group's business and the market.

The discrepancy between the planned use of the net proceeds and the actual use mainly arose as a result of the actual market conditions affecting the Group. The continuing trade conflict between the U.S. and the PRC, the PRC's gradual economic slowdown and the outbreak of coronavirus (COVID-19) epidemic have presented the Group with uncertainties and multiple challenges, rendering the need for the Group to be prudent in implementing its future plans as set out in the Prospectus and the Announcement.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

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

## **CORPORATE GOVERNANCE PRACTICE**

The Board is committed to maintaining robust corporate governance.

The Board believes that high standard of corporate governance is essential for the Group to enhance corporate value and accountability, safeguard shareholders' interests, set forth business development direction, develop internal controls and policies, and enhance transparency.

The Group has adopted the principles and code provisions of the Corporate Governance Code (the “CG Code”) as set out in the Appendix C1 to the GEM Listing Rules. The Board considers that the Group has complied with the all code provisions, except for code provision C.2.1 of the CG Code as mentioned below, for the financial year ended 31 March 2025.

Code provision C.2.1 of the CG Code provides that the role of Chairman and chief executive officer should be separate and should not be performed by the same individual.

For the financial year ended 31 March 2025, the role of Chairman is performed by the CEO, Ms. Wong Bik Kwan Bikie. As the Chairman of the Board, Ms. Wong is responsible for the formulating, planning and directing the Group’s overall strategy and always seeks for Board approval for any significant decisions and transactions.

Although Ms. Wong performs both roles, our Board has conducted an assessment and believed that the independence, effectiveness and functionality of the Board and the Group’s operations has been and will be highly maintained together with independent check and balance measures in place as the Board has sufficient number of Directors who have diversified background and expertise.

#### **NON-COMPLIANCE AND RE-COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.28 AND 5.34 OF THE GEM LISTING RULES**

On 14 March 2025, Mr. Mui Wai Sum (“Mr. Mui”) had tendered his resignation as an independent non-executive Director and chairman and member of the audit committee and member of remuneration committee of the Company due to his other business commitments. Following the resignation of Mr. Mui, the Company was not in compliance with Rules 5.05(1), 5.05(2), 5.28 and 5.34 of the GEM Listing Rules.

On 1 June 2025, Mr. Chiu Fan Wa (“Mr. Chiu”) was appointed as an independent non-executive Director and chairman and member of the audit committee and member of remuneration committee of the Company. Following the appointment of Mr. Chiu, the Company re-complied with Rules 5.05(1), 5.05(2), 5.28 and 5.34 of the GEM Listing Rules.

Details are set out in the announcements of the Company dated 14 March 2025 and 27 May 2025.

## **Directors' Securities Trading Transactions**

The Group has adopted a code of conduct set out in the “required standard of dealings” in Rules 5.48 to 5.67 of the GEM Listing Rules.

The Group has made specific enquiries of all the Directors and the Directors have confirmed that they have been complying with the required standard of dealings and the related code of conduct regarding director's securities transactions.

As far as the Group is aware, the Directors and employees of the Group have not breached the required standard of dealings and the code of conduct.

## **ANNUAL GENERAL MEETING**

The annual general meeting (the “AGM”) of the Company will be held on Friday, 5 September 2025, the notice of which shall be sent to the shareholders of the Company in accordance with the articles of association of the Company, the GEM Listing Rules and other applicable laws and regulations.

## **CLOSURE OF THE REGISTER OF MEMBERS**

### **(A) Entitlement to Interim Dividend**

For the purpose of determining Shareholders' entitlement to the interim dividend, the register of members of the Company will be closed from Wednesday, 16 July 2025 to Friday, 18 July 2025, both days inclusive, during which period no transfer of Shares will be registered. The record date will be Friday, 18 July 2025. In order to qualify for the entitlement of the interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 15 July 2025.

## **(B) Entitlement to Attend and Vote at the AGM**

For the purpose of determining Shareholders' entitlement to attend and vote at the forthcoming AGM to be held on Friday, 5 September 2025, the register of members of the Company will be closed from Tuesday, 2 September 2025 to Friday, 5 September 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 1 September 2025.

## **DONATIONS**

Donations of approximately HK\$0.9 million were made by the Group during the year.

## **AUDIT COMMITTEE**

The Board has complied with the provisions of the CG Code set out in Appendix C1 to the GEM Listing Rules and established the Audit Committee on 1 March 2018. The written terms of reference of the Audit Committee are posted on the website of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") and on the Company's website.

The Audit Committee consists of two independent non-executive Directors and one non-executive Director, namely:

Mr. Chiu Fan Wa (appointed on 1 June 2025)	Chairman of Audit Committee & Independent non-executive Director
Mr. Chow Ming Po Aaron	Independent non-executive Director
Dr. Miu Yin Shun Andrew	Non-executive Director
Mr. Mui Wai Sum (ceased to act on 14 March 2025)	Former Chairman of Audit Committee & Independent non-executive Director

The audited annual results of the Group for the year ended 31 March 2025 have been reviewed by the Audit Committee.



## SCOPE OF WORK OF BDO LIMITED

The figures in respect of the Group's consolidated statement of comprehensive income, consolidated statement of financial position and the related notes thereto for the year ended 31 March 2025 as set out in this annual results announcement have been agreed by the Group's auditor, BDO Limited, to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 March 2025. The work performed by BDO Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by BDO Limited on this announcement.

By order of the Board  
**Grand Brilliance Group Holdings Limited**  
**Wong Bik Kwan Bikie**  
*Chairman and Chief Executive Officer*

Hong Kong, 20 June 2025

*As at the date of this announcement, the executive Director is Ms. Wong Bik Kwan Bikie; the non-executive Directors are Dr. Miu Yin Shun Andrew and Mr. Chiu Man Wai; and the independent non-executive Directors are Mr. Ng Leung Sing SBS, JP, Mr. Chow Ming Po Aaron and Mr. Chiu Fan Wa.*

*This announcement will remain on the "Latest Company Announcements" page of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least seven days from the date of its publication and the website of the Company ([www.grandbrilliancegroup.com](http://www.grandbrilliancegroup.com)).*