

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Wine's Link International Holdings Limited

威揚酒業國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8509)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2025

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 main board of 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 Wine's Link International 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.*

The board of Directors (the “**Board**”) hereby presents the audited consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2025 (the “**Year**”), together with the comparative audited figures for the year ended 31 March 2024, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2025

		Year ended 31 March	
	Notes	2025 HK\$'000	2024 HK\$'000
Revenue	3	373,985	216,553
Cost of sales		(288,092)	(139,800)
Gross profit		85,893	76,753
Other income		599	127
Other gains and losses, net		559	(956)
(Impairment loss) reversal of impairment loss under expected credit loss model on trade receivables		(220)	33
Selling and distribution expenses		(13,437)	(10,872)
Administrative expenses		(15,085)	(16,434)
Finance costs	4	(8,628)	(9,294)
Profit before taxation	5	49,681	39,357
Income tax expense	6	(9,930)	(8,198)
Profit for the year		39,751	31,159
Profit (loss) for the year attributable to:			
– Owners of the Company		39,758	31,201
– Non-controlling interests		(7)	(42)
		<u>39,751</u>	<u>31,159</u>
Other comprehensive income after tax:			
Item that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		1	11
Other comprehensive income for the year, net of tax		<u>1</u>	<u>11</u>
Total comprehensive income for the year		<u>39,752</u>	<u>31,170</u>
Total comprehensive income (expense) for the year attributable to:			
– Owners of the Company		39,759	31,238
– Non-controlling interests		(7)	(68)
		<u>39,752</u>	<u>31,170</u>
Earnings per share			
– Basic and diluted (HK cent)	7	<u>9.94</u>	<u>7.80</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2025

		As at 31 March	
		2025	2024
	<i>Notes</i>	HK\$'000	HK\$'000
Non-current assets			
Property and equipment		123,352	147,117
Investment property		17,720	–
Right-of-use assets		640	1,102
Deferred tax assets		222	325
Deposits and prepayments		–	494
		141,934	149,038
Current assets			
Inventories		121,214	152,822
Trade receivables	9	50,535	52,304
Other receivables, deposits and prepayments		39,756	90,583
Amounts due from related companies		526	491
Cash and cash equivalents		129,082	2,889
		341,113	299,089
Current liabilities			
Trade payables	10	207	3,602
Other payables and accrued charges		2,723	3,047
Contract liabilities		4,101	7,626
Tax payable		4,282	4,586
Bank borrowings		136,360	133,281
Lease liabilities		413	1,003
Provisions		500	500
		148,586	153,645
Net current assets		192,527	145,444
Total assets less current liabilities		334,461	294,482

	As at 31 March	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Non-current liabilities		
Lease liabilities	<u>235</u>	<u>8</u>
	<u>235</u>	<u>8</u>
Net assets	<u>334,226</u>	<u>294,474</u>
Capital and reserves		
Share capital	4,000	4,000
Reserves	<u>331,593</u>	<u>291,834</u>
Equity attributable to owners of the Company	335,593	295,834
Non-controlling interests	<u>(1,367)</u>	<u>(1,360)</u>
Total equity	<u>334,226</u>	<u>294,474</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2025

	Attributable to owners of the Company						Non-controlling interests HK\$'000	Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Exchange fluctuation reserve HK\$'000	Other reserve HK\$'000 (Note)	Accumulated profits HK\$'000	Total HK\$'000		
At 1 April 2023	4,000	76,298	(20)	27,458	156,860	264,596	(1,292)	263,304
Profit (loss) for the year	–	–	–	–	31,201	31,201	(42)	31,159
Other comprehensive income (expense) for the year:								
Exchange differences on translation of foreign operations	–	–	37	–	–	37	(26)	11
Total comprehensive income (expense) for the year	–	–	37	–	31,201	31,238	(68)	31,170
At 31 March 2024 and 1 April 2024	4,000	76,298	17	27,458	188,061	295,834	(1,360)	294,474
Profit (loss) for the year	–	–	–	–	39,758	39,758	(7)	39,751
Other comprehensive income (expense) for the year:								
Exchange differences on translation of foreign operations	–	–	1	–	–	1	–	1
Total comprehensive income (expense) for the year	–	–	1	–	39,758	39,759	(7)	39,752
At 31 March 2025	<u>4,000</u>	<u>76,298</u>	<u>18</u>	<u>27,458</u>	<u>227,819</u>	<u>335,593</u>	<u>(1,367)</u>	<u>334,226</u>

Note: Other reserve represents the balance of HK\$7,458,000 in relation to the shareholder's contribution in relation to derivative financial instruments entered between Mr. Ting Chi Wai Roy (“**Mr. Roy Ting**”) and the Group during the year ended 31 March 2016 and the effect of reorganisation of HK\$20,000,000 during the year ended 31 March 2016.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2025

1. GENERAL INFORMATION

Wine's Link International Holdings Limited (the "**Company**") was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 22 September 2016 and the shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The address of the Company's registered office is at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, and the principal place of business is in 26th Floor, AIA Financial Centre, 712 Prince Edward Road East, San Po Kong, Kowloon, Hong Kong.

Shirz Limited, a limited company incorporated in the British Virgin Islands which holds 70% equity interests in the Company, is one of the controlling shareholders of the Company and is wholly owned by Ms. Wong Chi Lou Shirley ("**Ms. Shirley Wong**").

The Company is an investment holding company. The Company and its subsidiaries (collectively, the "**Group**") are principally engaged in trading of wine products and other alcoholic beverages.

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

2. APPLICATION OF AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

During the Year, the Group has adopted all the new and revised HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting year beginning on 1 April 2024. HKFRS Accounting Standards comprise Hong Kong Financial Reporting Standards ("**HKFRS**"); Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRS Accounting Standards did not result in significant changes to the Group's accounting policies, presentation of the Group's consolidated financial statements and amounts reported for the Year and prior years.

The Group has not applied the new and revised HKFRS Accounting Standards that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRS Accounting Standards but is not yet in a position to state whether these new and revised HKFRS Accounting Standards would have a material impact on its results of operations and financial position.

3. REVENUE AND SEGMENTAL INFORMATION

Revenue

Disaggregation of revenue from contracts with customers was disclosed as follows:

Revenue from contracts with customers

	Year ended 31 March	
	2025	2024
	HK\$'000	HK\$'000
Sales of products		
– Wine products	302,510	126,415
– Other alcoholic beverages	69,900	89,707
– Wine accessory products	1,575	431
	<u>373,985</u>	<u>216,553</u>
Geographical markets:		
Hong Kong	373,985	216,486
The People's Republic of China (the "PRC")	–	67
	<u>373,985</u>	<u>216,553</u>
Timing of revenue recognition:		
A point in time	<u>373,985</u>	<u>216,553</u>

For sales of wine products, other alcoholic beverages and wine accessory products, revenue is recognised when the control of goods is transferred, being when the goods are delivered to the customer's specific location. Transportation and other related activities that incurred before customers obtain control of the related products are considered as fulfilment activities. A receivable is recognised by the Group when the goods are delivered to the customers as this represents the Group's right to consideration becomes unconditional, as only the passage of time is required before payment is due. The contracts signed with the customers are fixed price contracts. The normal credit term is 0 to 120 days upon delivery.

All the Group's contracts with customers with unsatisfied performance obligations have original expected duration of one year or less. As permitted under HKFRS 15, the transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2025 and 31 March 2024 is not disclosed.

Segmental information

The Group's operations are mainly derived from sale and distribution of wine products, other alcoholic beverages and wine accessory products in Hong Kong during the year. For the purposes of resources allocation and performance assessment, the chief operating decision maker (i.e. the chief executive of the Group) reviews the overall results and financial position of the Group as a whole prepared based on same accounting policies set out in annual report. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

Geographical information

No geographical segment information is presented as the Group's revenue are all derived most from Hong Kong and small part from the PRC based on the location of goods delivered and the Group's property and equipment are all located in Hong Kong by physical location of assets.

Information about major customers

No individual customer was accounted for over 10% of the Group's total revenue during both years.

4. FINANCE COSTS

	Year ended 31 March	
	2025	2024
	HK\$'000	HK\$'000
The finance costs represent interest on:		
– bank borrowings and bank overdrafts	8,578	9,147
– lease liabilities	50	147
	<u>8,628</u>	<u>9,294</u>

5. PROFIT BEFORE TAXATION

	Year ended 31 March	
	2025	2024
	HK\$'000	HK\$'000
Profit before taxation has been arrived at after charging:		
Auditor's remuneration	740	743
Cost of inventories recognised as an expense	288,092	139,800
Depreciation of property and equipment	6,258	6,552
Depreciation of an investment property	820	–
Depreciation of right-of-use assets	1,103	2,661
Directors' remuneration	1,918	1,848
Other staff costs		
– Salaries and other benefits	7,405	8,215
– Retirement benefits scheme contributions	285	312
Total staff costs	<u>9,608</u>	<u>10,375</u>

6. INCOME TAX EXPENSE

	Year ended 31 March	
	2025	2024
	HK\$'000	HK\$'000
Hong Kong Profits Tax:		
– Current tax	9,827	7,389
– Overprovision in prior years	–	(6)
Deferred tax charge	103	815
	<u>9,930</u>	<u>8,198</u>

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

7. EARNINGS PER SHARE

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

	Year ended 31 March	
	2025	2024
	HK\$'000	HK\$'000
Earnings:		
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share calculation	<u>39,758</u>	<u>31,201</u>

	Year ended 31 March	
	2025	2024
	'000	'000
Number of shares:		
Number of ordinary shares for the purpose of basic earnings per share calculation	<u>400,000</u>	<u>400,000</u>

No diluted earnings per share for both years were presented as there were no potential ordinary shares in issue during both years.

8. DIVIDEND

No dividend was paid or proposed for shareholders of the Company during both years, nor has any dividend been proposed since the end of the reporting period (2024: Nil).

9. TRADE RECEIVABLES

	As at 31 March	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Gross carrying amount	50,850	52,399
Less: allowance for credit losses	(315)	(95)
	<u>50,535</u>	<u>52,304</u>

The Group's credit terms of 0 to 120 days are granted to its trade customers. The following is an ageing analysis of the trade receivables, net of allowance for credit losses, presented based on the invoice dates, which approximated to the respective dates on which revenue was recognised, at the end of the reporting period:

	As at 31 March	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
0 to 30 days	12,460	26,603
31 to 60 days	11,933	13,879
61 to 90 days	6,272	500
91 to 180 days	19,582	7,687
181 to 365 days	143	3,607
Over 365 days	145	28
	<u>50,535</u>	<u>52,304</u>

10. TRADE PAYABLES

The credit period on purchases of goods is up to 90 days. The following is an ageing analysis of trade payables based on the invoice dates at the end of the reporting period:

	As at 31 March	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
0 to 30 days	24	15
31 to 60 days	19	–
61 to 90 days	–	–
91 to 180 days	–	130
181 to 365 days	6	17
Over 365 days	158	3,440
	<u>207</u>	<u>3,602</u>

11. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

	Year ended 31 March	
	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Sales of goods to:		
– Mr. Roy Ting (<i>note</i>)	–	96
– Ms. Shirley Wong	–	24
	<hr/>	<hr/>
	–	120
	<hr/> <hr/>	<hr/> <hr/>

Note:

Mr. Roy Ting ceased to be a related party of the Group since November 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The business of the Group primarily involves the wholesale and retail of a wide spectrum of wine products and other alcoholic beverages in Hong Kong. The Group has a comprehensive product portfolio consisting of (i) wine products such as premium collectible red wine, i.e. red wine with selling prices at HK\$1,000 or above per bottle, fine red wine and white wine; (ii) other alcoholic beverages such as champagne, whisky, baijiu and sake; and (iii) wine accessory products such as wine decanters, wine glasses and wine openers, for customers' selection. The Group also develops alcoholic beverages under its self-owned brands.

During the Year, the global economic showed a sign of bottoming out, it led to an increment in the demand of premium collectible wine and fine wine segments compared to previous years, which resulted a growth in the Group's revenue and maintain a steady gross profit. Meanwhile, the Group is actively exploring other business opportunities during the Year, which include provision of promotion and marketing services for liquor brands and products, as well as optimising the cost efficiency from business operation. The Board believes that the Group can seize the opportunity arising from the different trends in the liquor industry in the long term.

FINANCIAL REVIEW

Revenue

Revenue of the Group increased by approximately 72.7% from approximately HK\$216.6 million for the year ended 31 March 2024 to approximately HK\$374.0 million for the Year. The increase was due to the increase in demand in wine products.

Cost of sales

The Group's cost of sales consists of the procurement of wine products and other alcoholic beverages from the suppliers. The Group recognises cost of sales upon the conclusion of a sales transaction. The cost of sales increased by approximately 106.1% from approximately HK\$139.8 million for the year ended 31 March 2024 to approximately HK\$288.1 million for the Year. The increase in cost of sales was directly correlated with the increase in revenue for the Year.

Gross profit and gross profit margin

The gross profit represents revenue less cost of sales. The gross profit of the Group increased by approximately 11.9% from approximately HK\$76.8 million for the year ended 31 March 2024 to approximately HK\$85.9 million for the Year. The overall gross profit margin amounted to approximately 35.4% and approximately 23.0% for the year ended 31 March 2024 and the Year, respectively.

The Group recorded a relatively lower gross profit margin during the Year mainly due to the change in product mix with a higher proportion of sales of premium collectible wine and fine wine, which have lower profit margin during the Year.

Other income

Other income of the Group consisted primarily of (i) bank interest generated from the bank balances; (ii) rental income under an operating lease arrangement; and (iii) sundry income. Other income increased from approximately HK\$127,000 for the year ended 31 March 2024 to approximately HK\$599,000 for the Year, which was mainly contributed by the increase in rental income during the Year.

Other gains and losses, net

The Group recorded net gains of approximately HK\$559,000 and net losses of approximately HK\$956,000 for the Year and for the year ended 31 March 2024, respectively.

The net gains or losses consisted of (i) gain or loss on disposal of property and equipment; (ii) write-off of property and equipment; and (iii) net exchange gains or losses arising from the foreign currency fluctuations in respect of the foreign currency denominated trust receipt loans for the settlement of wine product purchased from the overseas suppliers.

Selling and distribution expenses

Selling and distribution expenses of the Group increased from approximately HK\$10.9 million for the year ended 31 March 2024 to approximately HK\$13.4 million for the Year. It was mainly a result of the increase in depreciation, partially offset by decrease in other selling and distribution expenses due to continuous implementation of cost reduction and efficiency enhancement measures during the Year.

Administrative expenses

Administrative expenses of the Group decreased from approximately HK\$16.4 million for the year ended 31 March 2024 to approximately HK\$15.1 million for the Year. This decrease was mainly attributable to the decrease in depreciation and the continuous implementation of cost reduction and efficiency enhancement measures during the Year.

Finance costs

Finance costs decreased from approximately HK\$9.3 million for the year ended 31 March 2024 to approximately HK\$8.6 million for the Year. This decrease was primarily attributable to the decrease in the interest on bank borrowings for the Year as compared to last year.

Income tax expense

Income tax expense of the Group increased by approximately 21.1% from approximately HK\$8.2 million for the year ended 31 March 2024 to approximately HK\$9.9 million for the Year. The increase was mainly attributable to the increase in estimated assessable profit for the Year compared against the year ended 31 March 2024.

Profit for the Year, profit for the Year attributable to owners of the Company and total comprehensive income for the Year attributable to owners of the Company

Profit for the Year amounted to approximately HK\$39.8 million (2024: approximately HK\$31.2 million). Profit for the Year attributable to owners of the Company and total comprehensive income for the Year attributable to owners of the Company amounted to approximately HK\$39.8 million (2024: approximately HK\$31.2 million) and approximately HK\$39.8 million (2024: approximately HK\$31.2 million), respectively.

The increase in profit for the Year, profit for the Year attributable to owners of the Company and total comprehensive income for the Year attributable to owners of the Company was mainly due to (i) the increase in revenue of the Group; (ii) the decrease in administrative expenses and finance costs of the Group as a result of the continuous implementation of cost reduction and efficiency enhancement measures during the Year; and (iii) partially offset by the increase in selling and distribution expenses and income tax expense of the Group.

Dividend

The Board does not recommend the payment of a final dividend to the shareholders of the Company (the “**Shareholder(s)**”) for the Year (2024: Nil).

2025 ANNUAL GENERAL MEETING (“2025 AGM”)

A notice convening the 2025 AGM will be published as soon as practicable in accordance with the articles of association of the Company and the GEM Listing Rules. The record date and closure of books for the purpose of ascertaining the Shareholders’ entitlement to attend and vote at the 2025 AGM will be announced in due course.

LIQUIDITY AND FINANCIAL RESOURCES

During the Year, the Group’s operation and capital requirements were financed principally through a combination of cash flow generated from the operating activities and bank borrowings. As at 31 March 2024 and 31 March 2025, the Group had net current assets of approximately HK\$145.4 million and approximately HK\$192.5 million, respectively, including cash and cash equivalents of approximately HK\$2.9 million and approximately HK\$129.1 million respectively. The Group’s current ratio (current assets divided by current liabilities) increased from approximately 1.9 as at 31 March 2024 to approximately 2.3 as at 31 March 2025 mainly due to the combined effect of the increase in cash and cash equivalents, the decrease in inventories and the decrease in other receivables, deposits and prepayments.

Gearing ratio is calculated by dividing total borrowings (including bank borrowings and lease liabilities) by total equity as at the end of the Year. The Group's gearing ratio were approximately 45.6% and approximately 41.0% as at 31 March 2024 and 31 March 2025, respectively.

TREASURY POLICIES

The Group adopts prudent treasury policies. The Group's management performs an ongoing credit evaluation of the financial conditions of the customers in order to reduce the Group's exposure of credit risk. In addition to these ongoing credit evaluations, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

COMMITMENTS

As at 31 March 2025 and 31 March 2024, the Group did not have any capital commitment.

CAPITAL STRUCTURE

There has been no changes in the capital structure of the Group during the Year. The share capital of the Company only comprises of ordinary shares. As at 31 March 2025, the Company had 400,000,000 shares in issue.

SIGNIFICANT INVESTMENTS

As at 31 March 2025, there were no significant investments held by the Group.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES

As at 31 March 2025 and up to the date of this announcement, the Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any listed securities (including the sale of treasury shares (as defined under the GEM Listing Rules)) of the Company during the Year.

CONTINGENT LIABILITIES

The Group did not have material contingent liabilities as at 31 March 2025 and 31 March 2024.

CHARGE ON ASSETS

As at 31 March 2025, a property with a carrying value of approximately HK\$117.6 million (2024: approximately HK\$123.1 million) was charged to secure bank borrowings of the Group of approximately HK\$127.4 million (2024: approximately HK\$129.3 million).

FOREIGN EXCHANGE EXPOSURE

The Group is subject to relatively larger exposure to foreign currency risk as the Group has foreign currency denominated trust receipt loans for the settlement of the wine product purchases from suppliers outside of Hong Kong. The Group's exposure to foreign currency risk may affect its results of operations and financial position.

The Group recognises the importance of managing the foreign currency exchange risk exposure. To this end, the Group has ceased holding any pledged bank deposits in foreign currencies since October 2016.

The finance and accounts team of the Group is in charge of implementing the internal control measures on foreign currency risk. This team monitors the exposure to foreign currency risk with reference to, among other things, (i) the monthly and annual cash flow forecasts; (ii) historical cash flows; (iii) actual receivables; (iv) sales orders; (v) payables; (vi) purchase orders; and (vii) the potential hedging plans.

In respect of the purchases denominated in foreign currencies, the Group manages the associated foreign currency exchange risk exposure by closely monitoring the movement of foreign currency exchange rates and performing regular reviews of the net foreign exchange exposure. The Group has established a tracking and reporting system which records the latest exchange rate fluctuation information to enable the Group to effectively monitor the exposure to exchange rate risks and adjust the procurement strategy accordingly. For example, if there is an appreciation in Euro, the Group may choose to procure French red wine products from suppliers in the United Kingdom or Switzerland instead of France to minimise the foreign currency risk exposure. The Group does not currently have a foreign currency hedging policy. In the event of any change in circumstances leading the Group to believe that the exposure to foreign currency risk has heightened, the Group will, upon approval by the Board, implement necessary measures and policies to manage such risk, for example by entering into foreign currency hedging transactions.

EMPLOYEES AND REMUNERATION POLICIES

The total number of employees were 33 and 24 as at 31 March 2025 and 31 March 2024, respectively. The Group's standard remuneration package includes base salary, discretionary bonus, medical insurance and contributions to retirement schemes. For the years ended 31 March 2025 and 31 March 2024, the Group's total employee benefit expenses (including Directors' emoluments) amounted to approximately HK\$9.6 million and approximately HK\$10.4 million, respectively.

Remuneration package is determined in light of the employees' qualification, position and seniority. To ensure the remuneration package remains competitive, the Group conducts annual assessment on each employee's remuneration package.

FUTURE PROSPECTS

The shares of the Company (the “**Shares**”) were successfully listed on GEM on 12 January 2018 (the “**Listing Date**”). The Board considers that such public listing status on the Stock Exchange is beneficial to the Company and the shareholders as a whole as the listing status on the Stock Exchange is a complementary way of advertising the Group which reinforces the corporate profile and market recognition. In addition, the creditworthiness will be enhanced from the suppliers' perspective, which may in turn allow the Group to have greater bargaining power over negotiations to bargain for longer trade and credit terms. It also enables the Group to gain direct access to the capital market to raise funds for future expansion.

The Group has made steady progress in refining and expanding its operations, with a focus on diversifying and creating new sales channels. In addition to its core wine trading activities, the Group is actively exploring additional business opportunities, including expanding its liquor product portfolio and providing tailored marketing and branding services. On the other hand, the Group continues to optimise operational cost efficiency. The Group believes these initiatives will optimise its business portfolio and support sustainable, healthy long-term performance.

The Group closely monitors the development of its business and will adopt a prudent approach, adjusting its strategies as necessary, to navigate the challenges and uncertainties presented by the rapidly changing environment.

LOAN AGREEMENTS WITH COVENANT RELATING TO SPECIAL PERFORMANCE OF THE CONTROLLING SHAREHOLDERS

Banking facilities granted by Chong Hing Bank Limited (the “Lender A”)

On 11 August 2023, Wine's Link Limited (“**Wine's Link**”), a wholly-owned subsidiary of the Company, as borrower, and the Company, as guarantor, accepted a banking facility letter issued by the Lender A (“**Facility Letter A**”) which is to renew the banking facilities granted by the Lender A on 4 July 2022. This Facility Letter A comprises (i) facilities in the aggregate amount up to HK\$63,000,000, consisting of (a) a new 3-year term loan; (b) an existing term loan maturing on 1 March 2024; and (c) other trade facilities; and (ii) an overdraft facility in the amount up to HK\$3,000,000, which are agreed to be made available by the Lender A to Wine's Link on the terms and conditions contained therein and subject to, among others, review by the Lender A from time to time and the Lender A's overriding right of repayment on demand. Pursuant to Facility Letter A, the Company shall procure Ms. Shirley Wong and Mr. Roy Ting (the then controlling shareholder of the Company), the controlling shareholders of the Company, continue to be the single largest shareholder and jointly hold not less than 50% beneficial interest of the Company. Please refer to the announcement of the Company dated 11 August 2023 for more details.

The amounts of the trade facilities of the Facility Letter A have been updated (the “**Updated Facility Letter I**”) with an increase of HK\$7,000,000. The Updated Facility Letter I comprises (i) facilities in the aggregate amount up to HK\$70,000,000, consisting of (a) a 3-year term loan; (b) a term loan maturing on 1 March 2024; and (c) other trade facilities; and (ii) an overdraft facility in the amount up to HK\$3,000,000, which are agreed to be made available by the Lender A to Wine’s Link on the terms and conditions contained therein and subject to, among others, review by the Lender A from time to time and the Lender A’s overriding right of repayment on demand. The aforesaid updated amounts of the trade facilities shall remain valid for 3 months until 3 May 2024. Save as the aforesaid update in the Updated Facility Letter I, other terms of the Facility Letter A shall remain unchanged and continue in full force and effect. Please refer to the announcement of the Company dated 16 February 2024 for more details.

On 3 May 2024, Wine’s Link, as borrower, and the Company, as guarantor, accepted a new banking facility letter issued by the Lender A (the “**Renewed Facility Letter A**”) which is to renew the Facility Letter A granted by the Lender A. The Renewed Facility Letter A comprises (i) facilities in the aggregate amount up to HK\$73,000,000, consisting of (a) a 3-year term loan and (b) other trade and loan facilities; and (ii) an overdraft facility in the amount up to HK\$3,000,000, which are agreed to be made available by the Lender A to Wine’s Link on the terms and conditions contained therein and subject to, among others, review by the Lender A from time to time and the Lender A’s overriding right of repayment on demand. Pursuant to the Renewed Facility Letter A, the Company shall, inter alia, procure that Ms. Shirley Wong, the controlling shareholder of the Company, continue to be the single largest shareholder and hold not less than 50% beneficial interest in the Company. Please refer to the announcement of the Company dated 3 May 2024 for more details.

On 10 September 2024, Wine’s Link, as borrower, and the Company, as guarantor, accepted a new banking facility letter issued by the Lender A (the “**Updated Facility Letter II**”), pursuant to which, the Renewed Facility Letter A has been updated. The Updated Facility Letter II comprises (i) facilities in the aggregate amount up to HK\$98,000,000 (the “**Facilities up to HK\$98,000,000**”) and (ii) an overdraft facility in the amount up to HK\$3,000,000. The Facilities up to HK\$98,000,000 consist of (i) bills purchase, letter of credit and trust receipt loan facilities; (ii) an existing term loan; and (iii) other trade and loan facilities. The facilities in the Updated Facility Letter II are agreed to be made available by the Lender A to Wine’s Link on the terms and conditions contained therein and subject to, among others, review by the Lender A from time to time and the Lender A’s overriding right of repayment on demand. Pursuant to the Updated Facility Letter II, the Company shall, inter alia, procure that Ms. Shirley Wong, the controlling shareholder of the Company, (i) continue to be the single largest shareholder and hold not less than 50% beneficial interest in the Company and (ii) shall not pledge the shares of the Company. Please refer to the announcement of the Company dated 10 September 2024 for more details.

As at the date of this announcement, Ms. Shirley Wong holds 70% interest in the Company.

Banking facilities granted by Fubon Bank (Hong Kong) Limited (the “Lender B”)

On 31 October 2023, Wine’s Link, as borrower, and the Company, as guarantor, accepted banking facility letters issued by the Lender B (“**Facility Letters B**”). The Facility Letters B comprise (i) trade and revolving loan facilities in the aggregate amount up to HK\$18,000,000 (the “**Trade and Revolving Loan**”); and (ii) an existing term loan maturing on 26 November 2023 and a corporate credit card of up to HK\$3,661,000 and HK\$200,000 respectively, which are agreed to be made available by the Lender B to Wine’s Link on the terms and conditions contained therein and subject to, among others, review by the Lender B from time to time and the Lender B’s overriding right of repayment on demand. Pursuant to the Facility Letters B, the Company shall procure Ms. Shirley Wong and Mr. Roy Ting (the then controlling shareholder of the Company), the controlling shareholders of the Company, continue to be the single largest shareholder and jointly hold not less than 50% beneficial interest of the Company. Also, regarding the Trade and Revolving Loan, Ms. Shirley Wong shall provide a personal guarantee for an amount of not less than HK\$18,000,000. Please refer to the announcement of the Company dated 31 October 2023 for more details.

As at the date of this announcement, Ms. Shirley Wong holds 70% interest in the Company.

EVENT AFTER THE REPORTING PERIOD

The Board is not aware of any significant event requiring disclosure that has taken place subsequent to 31 March 2025 and up to the date of this announcement.

COMPETING INTERESTS

During the Year and up to the date of this announcement, none of the Directors or the controlling shareholders or substantial shareholders (as defined in the GEM Listing Rules) of the Company or their respective close associates (as defined in the GEM Listing Rules) were considered to have any interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and/or caused, or was likely to cause any other conflicts of interest with the Group.

NON-COMPETITION UNDERTAKING

The Company confirms that the deed of non-competition (the “**Deed**”) of each of Ms. Shirley Wong and Shirz Limited (collectively, the “**Obligors**”), details of which were set out in the Prospectus, has been fully complied and enforced during the Year. The Company has obtained an annual written confirmation from each of the Obligors in relation to their compliance with the terms of the Deed and the independent non-executive Directors have reviewed the undertakings under the Deed and evaluated the effective implementation of the Deed during the Year. The Board also confirms that there are no other material matters in relation to the aforesaid undertaking which should be brought to the attention of the shareholders and the potential investors of the Group.

DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Director's securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having been made a specific enquiry of the Directors by the Company, all Directors confirmed that they had complied with the required standard of dealings and code of conduct regarding securities transactions throughout the Year and up to the date of this announcement.

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance code is based on the principles of the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 of the GEM Listing Rules. The Company is committed to maintain high standards of corporate governance to safeguard interest of shareholders and ensure a quality board and transparency and accountability to shareholders.

Save for the deviation from code provisions C.2.1 of the CG Code, the Company complied with all code provisions in the CG Code during the Year.

Code provision C.2.1 of the CG Code provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual to ensure a balance of power and authority. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. With effect from 14 September 2023, Ms. Yeung Chi Hung resigned as the chairman of the Board (the "**Chairman**"). Ms. Shirley Wong, an executive Director and chief executive officer of the Company, was appointed as the Chairman (the "**Appointment**"). After the Appointment, Ms. Shirley Wong will take up both the roles of the Chairman and chief executive officer of the Company which is a deviation of the CG Code. The Board considers that vesting both roles in Ms. Shirley Wong will allow for more effective planning and execution of business strategies. Although the positions of Chairman and chief executive officer are not separate, the powers and authorities have not been concentrated as all major decisions have been made in consultation with the Board and appropriate Board committees, as well as senior management. In addition, there are one non-executive Director and three independent non-executive Directors on the Board offering their experience, expertise, independent advices and views from different perspectives. The Board is therefore of the view that there are adequate balance of power and safeguards in place. The Directors will continue to review the effectiveness of the Group's corporate governance structure to assess whether changes, including the separation of the roles of Chairman and chief executive officer, as and when necessary.

AUDIT COMMITTEE

The Company has set up an audit committee (the “**Audit Committee**”) on 18 December 2017 with written terms of reference in compliance with Rule 5.29 of the GEM Listing Rules and code provision D.3 of the CG Code. The audited consolidated financial statements of the Group for the Year have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and legal requirements, and adequate disclosures have been made.

SCOPE OF WORK OF ZHONGHUI ANDA 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, consolidated statement of changes in equity and the related notes thereto for the Year as set out in this announcement have been agreed by the Group’s auditor, ZHONGHUI ANDA CPA Limited, to the amounts set out in the Group’s audited consolidated financial statements for the Year. The work performed by ZHONGHUI ANDA CPA Limited in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by ZHONGHUI ANDA CPA Limited on this announcement.

By order of the Board
Wine’s Link International Holdings Limited
Wong Chi Lou Shirley
Chairman and executive Director

Hong Kong, 23 June 2025

As at the date of this announcement, the executive Directors are Ms. Wong Chi Lou Shirley and Mr. Chan Sze Tung; the non-executive Director is Ms. Yeung Chi Hung, S.B.S., B.B.S., J.P.; and the independent non-executive Directors are Ms. Chan Man Ki Maggie, M.H., J.P., Mr. Chan Cham Man Simon and Mr. Liu Kin Wai.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least seven days from the date of its publication. This announcement will also be published on the website of the Company at www.wines-link.com.