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VISTAR HOLDINGS LIMITED
滎德控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8535)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2025

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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 Vistar Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") 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, 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.*

FINANCIAL HIGHLIGHTS

- During the year ended 31 March 2025 (the "**Reporting Period**"), the revenue of the Group decreased to approximately HK$274.62 million from approximately HK$313.39 million for the year ended 31 March 2024, representing a decrease of approximately HK$38.77 million or 12.37%.

- The decrease in total revenue was mainly attributed to the decrement in revenue from installation services of approximately HK$50.88 million during the Reporting Period.

- The profit attributable to equity holders of the Company decreased to approximately HK$1.10 million for the Reporting Period as compared to the profit attributable to equity holders of the Company of approximately HK$5.08 million for the year ended 31 March 2024.

- The board of directors of the Company (the "**Board**") does not recommend the payment of a final dividend in respect of the Reporting Period (2024: Nil).

ANNUAL RESULTS

The Board is pleased to announce the audited consolidated financial results of the Group for the Reporting Period, together with the comparative figures for the year ended 31 March 2024 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2025

		2025	2024
	Notes	***HK$'000***	*HK$'000*
Revenue	*6*	**274,619**	313,390
Cost of revenue		**(245,813)**	(280,146)
Gross profit		**28,806**	33,244
Other income and gains and losses	*7*	**1,726**	1,434
(Impairment losses)/reversal of impairment losses of trade receivables and contract assets, net		**(547)**	236
Administrative and other operating expenses		**(26,718)**	(27,027)
Finance costs	*9*	**(2,223)**	(2,151)
Profit before income tax	*8*	**1,044**	5,736
Income tax credit/(expense)	*10(a)*	**51**	(658)
Profit for the year		**1,095**	5,078
Other comprehensive income			
Item that will not be reclassified to profit or loss:			
Remeasurement of defined benefit plan obligations		**333**	178
Total comprehensive income for the year		**1,428**	5,256
Earnings per share – basic and diluted (HK cents)	*11*	**0.09 cents**	0.42 cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2025

	Notes	2025 HK$'000	2024 HK$'000
Non-current assets			
Property, plant and equipment		**6,216**	3,423
Intangible assets		**39**	81
Pledged deposits		**–**	820
Pledged bank deposits		**636**	7,709
Prepayments		**732**	1,463
Deferred tax assets	*10(b)*	**820**	497
Total non-current assets		**8,443**	13,993
Current assets			
Trade and other receivables	*13*	**39,972**	37,014
Contract assets	*14(a)*	**198,141**	199,951
Income tax recoverable		**427**	–
Pledged deposits		**820**	225
Pledged bank deposits		**7,459**	34
Bank balances and cash		**55,697**	52,612
Total current assets		**302,516**	289,836
Current liabilities			
Trade and other payables	*15*	**92,480**	84,245
Contract liabilities	*14(b)*	**15,003**	8,839
Lease liabilities		**3,205**	1,784
Bank borrowings, secured	*16*	**36,682**	50,107
Income tax payable		**–**	41
Total current liabilities		**147,370**	145,016
Net current assets		**155,146**	144,820
Total assets less current liabilities		**163,589**	158,813
Non-current liabilities			
Bank borrowings, secured	*16*	**2,083**	–
Lease liabilities		**2,068**	664
Long service payment liabilities		**1,149**	1,288
Total non-current liabilities		**5,300**	1,952
Net assets		**158,289**	156,861
Capital and reserves			
Share capital		**12,000**	12,000
Reserves		**146,289**	144,861
Total equity		**158,289**	156,861

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 27 June 2017 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as revised and consolidated) of the Cayman Islands and its shares have been listed on GEM of The Stock Exchange since 12 February 2018. The Company's registered office is located at Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands. Its principal place of business is located at Unit 2, 13/F, Tak King Industrial Building, 27 Lee Chung Street, Chai Wan, Hong Kong.

The principal activity of the Company is investment holding. The Group is principally engaged in the provision of installation services, alteration and addition works and maintenance services of electrical and mechanical engineering systems in Hong Kong. As at 31 March 2025 and 31 March 2024, the particulars of the Company's subsidiaries are as follows:

Name of subsidiary	Place and date of incorporation and type of legal entity	Place of operations	Issued and paid-up capital	Effective interest held by the Company		Principal activities
				Directly	Indirectly	
Guardian Team Limited ("**GTL**")	Incorporated in the British Virgin Islands on 6 June 2017 Limited liability company	Hong Kong	1 share of US$1	100%	–	Investment holding
Guardian Fire Engineers and Consultants, Limited ("**GFE**")	Incorporated in Hong Kong on 1 August 1972 Limited liability company	Hong Kong	HK$2,500,000	–	100%	Provision of installation services, alteration and addition works, and maintenance services of electrical and mechanical engineering systems in Hong Kong
Guardian Engineering Limited ("**GEL**")	Incorporated in Hong Kong on 15 May 2000 Limited liability company	Hong Kong	HK$100,000	–	100%	Provision of installation services, alteration and addition works, and maintenance services of electrical and mechanical engineering systems in Hong Kong

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRS") ACCOUNTING STANDARDS

(a) Adoption of amended HKFRS Accounting Standards

The Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") has issued a number of amended HKFRS Accounting Standards those are first effective for the current accounting period of the Group:

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

None of these amendments to HKFRS Accounting Standards has a 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. The Group has not early applied any new or amendments to HKFRS Accounting Standards that is not yet effective for the current accounting period.

Amendments to HKAS 1 – Classification of Liabilities as Current or Non-Current and Non-current Liabilities with Covenants

The amendments to HKAS 1 clarify the following:

- An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period.

- If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.

- The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.

- In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

The Group has reassessed the terms and conditions of its liabilities as at 1 April 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments do not have any impact on these consolidated financial statements.

2. ADOPTION OF HKFRS ACCOUNTING STANDARDS – *Continued*

(a) Adoption of amended HKFRS Accounting Standards – *Continued*

Amendments to HKAS 7 and HKFRS 7 – Supplier Finance Arrangements

The amendments require entities to provide certain specific disclosures (qualitative and quantitative) related to supplier finance arrangements. The amendments also provide guidance on characteristics of supplier finance arrangements.

As the Group does not have supplier finance arrangements, the amendments do not have any impact on these consolidated financial statements.

Amendments to HKFRS 16 – Lease Liability in a Sale and Leaseback

Prior to the amendments, HKFRS 16 did not contain specific measurement requirements for lease liabilities that may contain variable lease payments arising in a sale and leaseback transaction. In applying the subsequent measurement requirements of lease liabilities to a sale and leaseback transaction, the amendments require a seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee.

Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of HKFRS 16, the amendments did not have any impact on these consolidated financial statements.

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

The following new and amended 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[1]
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 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7	Annual Improvements to HKFRS Accounting Standards – Volume 11[2]
HKFRS 18	Presentation and Disclosure in Financial Statements[3]
HKFRS 19	Subsidiaries without Public Accountability: Disclosures[3]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]

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

2. ADOPTION OF HKFRS ACCOUNTING STANDARDS – *Continued*

(b) New and amended HKFRS Accounting Standards that have been issued but are not yet effective – *Continued*

Amendments to HKAS 21 and HKFRS 1 – Lack of Exchangeability

Amendments to HKAS 21 and HKFRS 1 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application.

The Group expected the adoption of these amendments will not have any significant impact on the Group's financial statements.

Amendments to HKFRS 9 and HKFRS 7 – Contracts Referencing Nature-dependent Electricity

The amendments include clarifying the application of the 'own-use' requirements; permitting hedge accounting if these contracts are used as hedging instruments; and adding new disclosure requirements to enable investors to understand the effect of these contracts on Company's financial performance and cash flows.

The Group expected the adoption of these amendments will not have any significant impact on its operations or consolidated financial statements.

Amendments to HKFRS 9 and HKFRS 7 – Amendments to the Classification and Measurement of Financial Instruments

These amendments clarify the following:

- the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- add further guidance for assessing whether a financial asset meets the solely payments of principal and interest criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income.

The Group expected the adoption of these amendments will not have any significant impact on its operations or consolidated financial statements.

2. ADOPTION OF HKFRS ACCOUNTING STANDARDS – *Continued*

(b) New and amended HKFRS Accounting Standards that have been issued but are not yet effective – *Continued*

Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

Since the Group has no investment on associate or joint venture, the amendments did not have any impact on these consolidated financial statements.

HKFRS 18 – Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements, which supersedes HKAS 1, with a focus on updates to the consolidated statement of profit or loss and will result in major consequential amendments to HKFRS Accounting Standards including HKAS 8. Even though HKFRS 18 will not have any effect on the recognition and measurement of items in the consolidated financial statements, it is expected to have a significant effect on the presentation and disclosure of certain items. These changes include categorisation and sub-totals in the statement of profit or loss, aggregation/disaggregation and labelling of information, and disclosure of management-defined performance measures.

The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

HKFRS 19 – Subsidiaries without Public Accountability: Disclosures

HKFRS 19 allows for certain eligible subsidiaries of parent entities that report under HKFRS Accounting Standards to apply reduced disclosure requirements.

As the Company is a listed company, it is not eligible to elect to apply HKFRS 19. Some of the Company's subsidiaries are considering the application of HKFRS 19 in their specified financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards, (which include all Hong Kong Financial Reporting Standard, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**").

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis.

(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 subsidiaries.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the Directors are required to make judgement, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY – *Continued*

Key sources of estimation uncertainty

The key sources of estimation uncertainty that have significant risks of resulting in material adjustments to the carrying amounts of assets and liabilities within next financial year are as follows:

(a) Revenue recognition of provision of Construction Works

Management measured the progress towards complete satisfaction of performance obligation of individual construction contract using the input method by reference to the costs incurred up to the reporting date as a proportion of the total estimated cost of each construction contract. Total contract costs to completion of individual contract, which mainly comprise subcontracting charges, cost of materials and direct labour, are estimated based on latest available budgets prepared by the management on the basis of estimated costs quoted by subcontractors, suppliers or vendors as well as the experience of the project team. In order to ensure that the total estimated contract costs are accurate and up-to-date such that contract revenue can be estimated reliably, management reviews the contract budget, costs incurred to date and costs to completion regularly, in particular in the case of costs over-runs, if any, and revises the estimated contract costs where necessary.

Notwithstanding that the management regularly reviews and revises the estimates of total contract costs for each construction contract as the contract progresses, the actual outcome of the contract in terms of its total costs may be higher or lower than the estimates and this will affect the revenue and profit recognised.

(b) Impairment of trade receivables and contract assets

The impairment allowances for trade receivables and contract assets are measured by lifetime expected credit losses ("**ECLs**"). The management estimated the ECLs rates by considering the market conditions, management's knowledge about the customers (including their reputation, financial capability and historical payment history), and the current and forward-looking information on macroeconomic factors that relevant to determine the ability of customers to settle the receivables at the end of each of the Reporting Period. As at 31 March 2025, the Group's gross trade receivables and contract assets and their related impairment allowances amounted to HK$32,641,000, HK$198,728,000 and HK$1,344,000 (2024: HK$24,843,000, HK$200,120,000 and HK$797,000) respectively.

5. SEGMENT REPORTING

The executive directors of the Company, who are the chief operating decision-makers of the Group, review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on reports reviewed by the executive directors of the Company that are used to make strategic decisions.

The Group has three reportable segments. The segments are managed separately as each business offers different services and requires different business strategies.

The following summary describes the operations in each of the Group's reportable segments:

— Installation services – supply and carrying out installation services;
— Alteration and addition works – provision of alteration and addition works on existing system of customers; and
— Maintenance services – provision of repair and maintenance services.

The Group's chief operating decision-makers made decision according to the segment performance which is evaluated based on reportable segment profit or loss, without the allocation of other income and gains and losses, net impairment losses of trade receivables and contract assets, administrative and other operating expenses and finance costs.

Since total assets, liabilities and capital expenditures for each reportable segment are not regularly reviewed by the chief operating decision-makers, the Directors are of the opinion that the disclosure of such information is not necessary.

Moreover, as the Directors consider the Group's revenue (determined based on the location of customers) and results are all materially derived in Hong Kong and no material consolidated assets of the Group are located outside Hong Kong, geographical segment information is therefore not presented.

5. **SEGMENT REPORTING –** *Continued*

(a) **Business segment**

For the year ended 31 March 2025

	Installation services *HK$'000*	**Alteration and addition works** *HK$'000*	**Maintenance services** *HK$'000*	**Total** *HK$'000*
Segment revenue				
Revenue from external customers	**149,208**	**117,908**	**7,503**	**274,619**
Segment profit	**12,042**	**16,351**	**413**	**28,806**
Other income and gains and losses				**1,726**
Impairment losses of trade receivables and contract assets, net				**(547)**
Staff costs				**(15,324)**
Corporate expenses				**(11,394)**
Finance costs				**(2,223)**
Profit before income tax				**1,044**

For the year ended 31 March 2024

	Installation services *HK$'000*	Alteration and addition works *HK$'000*	Maintenance services *HK$'000*	Total *HK$'000*
Segment revenue				
Revenue from external customers	200,090	105,150	8,150	313,390
Segment profit	20,451	11,960	833	33,244
Other income and gains and losses				1,434
Reversal of impairment losses of trade receivables and contract assets, net				236
Staff costs				(15,340)
Corporate expenses				(11,687)
Finance costs				(2,151)
Profit before income tax				5,736

5. **SEGMENT REPORTING –** *Continued*

(b) Information about major customers

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

	2025	2024
	HK$'000	*HK$'000*
Installation services:		
Customer I	**29,623**	53,623
Customer II	**76,977**	40,932
Alteration and addition works:		
Customer III	**53,039**	35,697

6. **REVENUE**

Revenue mainly represents income from provision of installation services, alteration and addition works and maintenances services during the Reporting Period.

(a) Disaggregation of the Group's revenue from contracts with customers

	2025	2024
	HK$'000	*HK$'000*
Revenue from installation services	**149,208**	200,090
Revenue from alteration and addition works	**117,908**	105,150
Revenue from maintenance services	**7,503**	8,150
	274,619	313,390

Installation services, alteration and addition works and maintenance services represent performance obligations that the Group satisfies over time for each respective contract.

6. REVENUE – *Continued*

(b) Transaction price allocated to the remaining performance obligations

The following table shows the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as at end of the Reporting Period:

	2025	2024
	HK$'000	*HK$'000*
Provision of installation services	**174,774**	225,664
Provision of alteration and addition works	**9,272**	9,584

Based on the information available to the Group at the end of the Reporting Period, the management of the Group expects the transaction price amounting to HK$184,046,000 (2024: HK$235,248,000) allocated to the contracts under installation services and alteration and addition works as at 31 March 2025 will be recognised as revenue in the next 34 months (2024: 31 months).

The Group has applied the practical expedient under HKFRS 15 so that transaction price allocated to unsatisfied performance obligations under contracts for maintenance services is not disclosed as such contracts have an original expected duration of one year or less.

7. OTHER INCOME AND GAINS AND LOSSES

	2025	2024
	HK$'000	*HK$'000*
Bank interest income	**1,584**	878
Others	**135**	431
Gain on lease modifications	**7**	29
Interest income from financial assets at fair value through profit or loss	**–**	113
Loss on disposal of financial assets at fair value through profit or loss	**–**	(22)
Gain on disposal of property, plant and equipment	**–**	5
	1,726	1,434

8. PROFIT BEFORE INCOME TAX

This is arrived at after charging the followings:

	2025	2024
	HK$'000	*HK$'000*
Auditor's remuneration	**870**	880
Depreciation in respect of:		
– Owned assets	**557**	381
– Right-of-use assets	**3,206**	3,183
	3,763	3,564
Amortisation of intangible assets	**42**	40
Bad debt expenses	**–**	93
Employee benefit expenses (including directors' emoluments)		
– Salaries, allowances and other benefits	**36,239**	36,140
– Contribution to defined contribution retirement plan *(note)*	**1,315**	1,363
– Long service payments	**194**	412
	37,748	37,915
Net exchange loss	**42**	70

Note: For the years ended 31 March 2025 and 31 March 2024, there were neither contributions forfeited by the Group nor had there been any utilisation of such forfeited contributions to reduce future contributions. As at 31 March 2025 and 31 March 2024, there were no forfeited contributions which were available for utilisation by the Group to reduce the existing level of contributions to the government defined contribution retirement benefit scheme.

9. FINANCE COSTS

	2025	2024
	HK$'000	*HK$'000*
Interest on bank borrowings	**2,029**	1,953
Interest on lease liabilities	**194**	198
	2,223	2,151

10. INCOME TAX AND DEFERRED TAX

(a) The amounts of income tax in the consolidated statement of comprehensive income represent:

	2025	2024
	HK$'000	*HK$'000*
Current tax		
– Hong Kong profits tax	**225**	749
– Under provision in prior years	**47**	6
Deferred tax *(Note (b))*	**(323)**	(97)
Income tax (credit)/expense	**(51)**	658

For the years ended 31 March 2025 and 31 March 2024, subsidiaries operating in Hong Kong are subject to Hong Kong profits tax. Under two-tiered profits tax rates regime, if the entity has one or more connected entity, the two-tiered profits tax rates would only apply to the one which is nominated to be chargeable at the two-tiered rates. Hong Kong profits tax of the nominated entity is calculated at 8.25% on assessable profits up to HK$2 million and 16.5% on any part of assessable profits over HK$2 million.

For those entities which do not qualify for two-tiered profits tax rates, a profits tax rate of 16.5% on assessable profit shall remain in calculating Hong Kong profits tax.

The income tax for the Reporting Period can be reconciled to the profit before income tax in the consolidated statement of comprehensive income as follows:

	2025	2024
	HK$'000	*HK$'000*
Profit before income tax	**1,044**	5,736
Tax thereon at Hong Kong profits tax rate of 16.5% (2024: 16.5%)	**172**	947
Tax effect of income not taxable for tax purposes	**(294)**	(135)
Tax effect of expenses not deductible for tax purposes	**192**	17
Income tax at concessionary rate	**(165)**	(165)
Under provision in prior years	**47**	6
Tax relief	**(3)**	(12)
Income tax (credit)/expense	**(51)**	658

10. INCOME TAX AND DEFERRED TAX – *Continued*

(b) Details of the deferred tax assets recognised and movements during the Reporting Period are as follows:

	Tax losses carried forward	Accelerated tax depreciation	Provision for impairment of trade receivables and contract assets	Provision for long service payment and annual leave	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2023	194	37	169	–	400
(Charged)/credited to profit or loss	(113)	20	(39)	229	97
At 31 March 2024 and 1 April 2024	81	57	130	229	497
(Charged)/credited to profit or loss	(81)	285	(71)	190	323
At 31 March 2025	–	342	59	419	820

11. BASIC AND DILUTED EARNINGS PER SHARE

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

	2025	2024
	HK$'000	*HK$'000*
Earnings		
Profit for the year	**1,095**	5,078
	Number	Number
	'000	*'000*
Number of shares		
Weighted average number of ordinary shares	**1,200,000**	1,200,000

Weighted average 1,200,000,000 shares for the years ended 31 March 2025 and 31 March 2024 represents the number of shares in issue throughout the year.

Diluted earnings per share was the same as the basic earnings per shares as the Group had no dilutive potential ordinary shares during the years ended 31 March 2025 and 31 March 2024.

12. DIVIDENDS

The Directors do not recommend the payment of a final dividend in respect of the Reporting Period (2024: Nil).

13. TRADE AND OTHER RECEIVABLES

	2025	2024
	HK$'000	*HK$'000*
Trade receivables	**32,641**	24,843
Less: provision for impairment	**(757)**	(628)
Trade receivables, net *(note (a) and note (c))*	**31,884**	24,215
Prepayments *(note (b))*	**7,221**	12,302
Deposit and other receivables *(note (c))*	**1,599**	1,960
	40,704	38,477
Less: prepayments classified as non-current assets *(note (b))*	**(732)**	(1,463)
	39,972	37,014

Notes:

(a) The credit period granted to customers is normally 14 days. The ageing analysis of trade receivables, net of impairment, and based on invoice date as at the end of each of the Reporting Period is as follows:

	2025	2024
	HK$'000	*HK$'000*
Within 30 days	**9,103**	9,573
31 – 60 days	**9,542**	3,608
61 – 90 days	**8,403**	7,398
91 – 180 days	**1,314**	2,634
181 – 365 days	**3,169**	1,002
Over 365 days	**353**	–
	31,884	24,215

(b) The prepayments mainly included prepaid material costs for the Construction Works of the Group to suppliers, prepaid costs for the Construction Works of the Group which had subcontracted to outsider service providers and prepaid professional fee to a service provider.

(c) The Group recognised impairment of trade and other receivables for the years ended 31 March 2025 and 31 March 2024 based on the related accounting policies adopted.

14. CONTRACT ASSETS AND CONTRACT LIABILITIES

(a) Contract assets

	2025	2024
	HK$'000	*HK$'000*
Contract assets		
Arising from performance under installation services and alteration and addition works	**170,220**	178,358
Retention receivables	**28,508**	21,762
	198,728	200,120
Less: Provision for impairment	**(587)**	(169)
Contract assets, net	**198,141**	199,951

Changes of contract assets during the year ended 31 March 2025 were mainly due to net impact on: (1) increase in the amount of retention receivables in accordance with the increase of certified amount of revenue during the year; and (2) decrease in unbilled revenue due to the size and number of contracts in respect of the Construction Works that the relevant services were provided but yet certified by customers or external surveyors at the end of the Reporting Period.

(b) Contract liabilities

	2025	2024
	HK$'000	*HK$'000*
Contract liabilities		
Billings in advance of performance under installation services and alteration and addition works	**15,003**	8,839

	2025	2024
	HK$'000	*HK$'000*
Movements in contract liabilities		
At 1 April	**8,839**	4,628
Decrease as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	**(4,681)**	(3,439)
Increase as a result of billing in advance of installation services and alteration and addition works, net	**10,845**	7,650
At 31 March	**15,003**	8,839

15. TRADE AND OTHER PAYABLES

	2025	2024
	HK$'000	*HK$'000*
Trade payables *(note (a))*	**77,236**	71,141
Retention payables *(note (b))*	**2,857**	5,242
Accruals	**12,245**	7,410
Other payables	**142**	452
	92,480	84,245

Notes:

(a) The credit period granted by suppliers and contractors is normally 30 to 90 days.

The ageing analysis of trade payables, based on invoice date as at the end of each of the Reporting Period is as follows:

	2025	2024
	HK$'000	*HK$'000*
Within 30 days	**15,247**	20,318
31 – 60 days	**16,281**	16,322
61 – 90 days	**8,584**	2,717
Over 90 days	**37,124**	31,784
	77,236	71,141

(b) Retention monies are retained by the Group when the relevant projects are completed. The retention payables will be released upon expiry of defect liability period as specified in the subcontracting agreements, which is usually 12 months.

16. BANK BORROWINGS, SECURED

	2025	2024
	HK$'000	*HK$'000*
Secured and interest-bearing bank borrowings		
– Bank loans	**29,079**	32,147
– Bank overdrafts	**9,686**	17,960
	38,765	50,107

Note: Bank loans and bank overdrafts are interest-bearing at floating rate. The interest rates of the Group's bank loans and bank overdrafts as at 31 March 2025 granted under banking facilities are ranged from 4.7% to 6.2% (2024: 5.4% to 6.6%) per annum.

17. GUARANTEES

The Group provided guarantees in respect of the surety bonds issued in favour of the customers of certain engineering contracts. Details of these guarantees as of the end of the Reporting Period are as follows:

	2025	2024
	HK$'000	*HK$'000*
Aggregate value of the surety bonds issued in favour of customers	**39,941**	36,829

The Directors are of the opinion that it is not probable that the financial institutions would claim the Group for losses in respect of the guarantee contracts as it is unlikely that the Group is unable to fulfil the performance requirements of the relevant contracts. Accordingly, no provision for the Group's obligations under the guarantees has been made as at the end of the Reporting Period.

As at the end of the Reporting Period or during the Reporting Period, unless stated otherwise, the Group's bonding lines granted by the financial institutions and banks are secured by:

(i) the Group's deposits in financial institutions and banks; and

(ii) corporate guarantees of group companies and the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is a registered fire service installation contractor in Hong Kong. With a full range of electrical and mechanical ("**E&M**") licenses and qualifications, the Group maintains its position as one of the leading E&M engineering companies in Hong Kong, focusing on installation services, alteration and addition works and maintenance services of fire service systems. The Group's services cover design and installation of fire service systems for buildings under construction or re-development; alteration and addition works on existing fire service systems based on customer specification or updated regulatory compliance guidelines; and repair and maintenance on fire service systems for built premises.

During the Reporting Period, the global and local economies demonstrated modest growth momentum, but the overall market sentiment remained weak, and with a lack of high margin construction projects being launched, competition in the construction industry intensified. Heightened financial costs, chronic shortage of skilled labour, and prolonged geopolitical uncertainties continued to weigh on the local market, exacerbating the industry's strategic challenges and outlook. In response, the Group has adopted a pragmatic and positive attitude towards those market risks directly affecting our service and ability to secure new project, including added focus on quality control in the project management process, and improving cost control to stay within budgets of existing contracts and new contract tenders.

For the year ended 31 March 2025, the Group recorded a profit of approximately HK$1.10 million compared to a profit of approximately HK$5.08 million for the year ended 31 March 2024. The decrement of profit during the Reporting Period was mainly attributable to (i) a decrease of gross profit amounting to approximately HK$4.44 million driven by a decrease in revenue from installation projects amounting to approximately HK$50.88 million; and (ii) impairment loss of trade receivable and contract assets amounting to approximately HK$0.55 million for the Reporting Period compared to a reversal on those losses recorded for the year ended 31 March 2024.

The Group will continue to monitor the progress of its ongoing projects with a cost-conscious mindset while delivering products and services of highest standard. Meanwhile, the Group will continue to identify suitable opportunities and tender for potential projects to maximise the Group's profits and return to the Company's shareholders.

The Directors do not recommend the payment of a final dividend in respect of the Reporting Period (2024: Nil).

OUTLOOK

Business outlook in Asia across all industries have been affected by global market uncertainties as a result of international events including trade tariff disputes, geopolitical instability, global interest rate hike cycle, and economic slowdown. In particular, since early April 2025, a global trade war has been brewing as the United States (the "**U.S.**") has imposed tariffs on a growing list of countries, heightening concerns about economic growth and roiling stock markets around the world. On 2 April 2025, the U.S. President announced so-called reciprocal tariffs on imports from about 90 countries, including a 10% across-the-board tariff applied to all imports to the U.S.. The U.S. President claimed that the new tariffs are needed to erase trade deficits between the U.S. and other countries, ranging from China to the European Union, and at the same time to boost domestic manufacturing and level the playing field with other countries that impose higher tariffs on U.S. imports than the U.S. charges for their products.

Most economists forecast that the tariffs will cause inflation to reignite, while also prompting some U.S. trade partners to retaliate with higher tariffs on American imports to their countries.

China being one of the countries targeted by the tariffs, these threats in turn pose significant challenges to the economy of Hong Kong. As part of the Group's risk management strategy, balancing cost control and service delivered has become a top priority for the Group as mentioned in the section above headed "Business Review".

Despite the aforementioned global business outlook, the prospects of the Hong Kong construction market are expected to improve in the coming years, driven by large scale infrastructure projects. We will closely monitor potential business and opportunities associated with Hong Kong's development strategy, including the "Lantau Tomorrow", the "Northern Metropolis" and the public housing development scheme.

Though the Group faces complexities of the global economic environment, it remains steadfast in addressing challenges with alertness and diligence. The focus is on ensuring that the business is well-prepared to adapt to economic fluctuations and capitalize on emerging opportunities in 2025 and beyond.

Looking forward, the Group maintains a cautious outlook for the reminder of 2025 and will continue to explore partnerships with new and existing suppliers and customers and optimise resource utilisation and efficiencies in order to maximise return to the Company's shareholders. The Group will stay alert by regularly reviewing its business and tendering strategies and enhancing its operational efficiency and financial performance. The Directors are of the view that the Company will achieve a sustainable growth and will identify the right expansion opportunities in the years to come.

FINANCIAL REVIEW

Revenue

During the Reporting Period, the revenue of the Group decreased to approximately HK$274.62 million from approximately HK$313.39 million for the year ended 31 March 2024, representing a decrease of approximately HK$38.77 million or 12.37%.

Such decrease was mainly attributed to a decrease in revenue from installation projects. The decrement was approximately HK$50.88 million or 25.43%.

The decrease in revenue from installation services was attributable to less revenue being recognised in the current projects of its completion or substantial completion stage and new projects which its work was performed during the Reporting Period.

Cost of revenue

The Group's cost of revenue decreased from approximately HK$280.15 million for the year ended 31 March 2024 to approximately HK$245.81 million for the Reporting Period, representing a decrease of approximately HK$34.34 million or 12.26%.

The decrease in cost of revenue was in line with the decrease in revenue but at a slightly lower proportional rate. Notwithstanding this, the percentage cost of revenue decreased by a smaller extent during the Reporting Period compared with the year ended 31 March 2024. These are mainly due to a combination of global events as discussed in the section above headed "Outlook" which have inflated the cost of revenue and disrupted the global supply chain and complementing logistics, causing allocation inefficiencies including in labour, raw materials, and energy resources. These material and labour costs have again directly increased the Company's cost of revenue. Considering these factors in our tendering process, the most recent awarded projects had a lower gross margin compared to the past.

Gross profit and gross profit margin

The Group's gross profit decreased by approximately HK$4.43 million or 13.33% from approximately HK$33.24 million for the year ended 31 March 2024 to approximately HK$28.81 million for the Reporting Period. The gross profit margin slightly decreased from 10.61% to 10.49%. The decrement of overall gross profit margin was mainly driven by decrement of gross profit margin on installation projects.

Administrative and other operating expenses

Administrative and other operating expenses mainly represented the salaries and benefits of the administrative and management staff, insurance, legal and professional fees, depreciation of plant and equipment and right-of-use assets.

The Group's administrative and other operating expenses decreased by approximately HK$0.31 million or 1.14% from approximately HK$27.03 million for the year ended 31 March 2024 to approximately HK$26.72 million for the Reporting Period. The decrease in administrative and other operating expenses was primarily due to the decrease in the professional fees incurred during the Reporting Period.

Finance costs

Finance costs of the Group incurred were approximately HK$2.22 million for the Reporting Period (2024: approximately HK$2.15 million). Finance costs consist of interest on bank borrowings and interest on lease liabilities. The increase in Group's finance costs for the Reporting Period was due to the increase in interest on bank overdraft secured for operation.

Income tax credit/(expense)

Income tax for the Group change from approximately HK$0.66 million tax expense for the year ended 31 March 2024 to approximately HK$51,000 tax credit for the Reporting Period. The change was mainly due to the decrease in taxable profit for the Reporting Period.

Profit for the year attributable to owners of the Company

For the year ended 31 March 2025, the Group recorded a profit of approximately HK$1.10 million as compared to a profit of approximately HK$5.08 million for the year ended 31 March 2024. The decrement of profit during the Reporting Period was mainly attributable to (i) a decrease of gross profit amounting to approximately HK$4.44 million driven by a decrease in revenue from installation projects; and (ii) impairment loss of trade receivable and contract assets amounting to approximately HK$0.55 million for the Reporting Period compared to a reversal on those losses recorded for the year ended 31 March 2024.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group finances its liquidity and capital requirements primarily through cash generated from operations, bank borrowings and equity contributions from shareholders.

As at 31 March 2025, the Group had cash and bank balances of approximately HK$55.70 million (2024: approximately HK$52.61 million).

As at 31 March 2025, the Group's total equity attributable to owners of the Company amounted to approximately HK$158.29 million (2024: approximately HK$156.86 million). As at the same date, the Group's total debt, comprising bank borrowings and lease liabilities, amounted to approximately HK$44.04 million (2024: approximately HK$52.55 million).

BORROWINGS AND GEARING RATIO

As at 31 March 2025, the Group had borrowings of approximately HK$38.77 million which was denominated in Hong Kong Dollars (2024: approximately HK$50.11 million). The Group's bank borrowings were primarily used in financing the working capital requirement of its operations.

As at 31 March 2025, the gearing ratio of the Group, calculated as the total interest-bearing liabilities divided by the total equity, was approximately 27.82% (2024: approximately 33.50%).

TREASURY POLICY

The Directors will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

FOREIGN EXCHANGE EXPOSURE

All of the revenue-generating operations and borrowings of the Group were mainly transacted in Hong Kong Dollars which is the presentation currency of the Group. As such, the Directors are of the view that the Group did not have significant exposure to foreign exchange risk. The Group currently does not have a foreign currency hedging policy.

CAPITAL STRUCTURE

The shares of the Company were successfully listed on GEM of the Stock Exchange on 12 February 2018. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises ordinary shares.

As at 31 March 2025, the Company's issued share capital was HK$12 million and the number of its issued ordinary shares was 1,200,000,000 of HK$0.01 each.

CAPITAL COMMITMENTS

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

CHARGES ON THE GROUP'S ASSETS

As at 31 March 2025, the Group did not have any charges on the Group's assets (2024: Nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

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

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the Reporting Period, the Group did not have any significant investments, material acquisition or disposals of subsidiaries, associates or joint ventures.

CONTINGENT LIABILITIES

As at 31 March 2025, the Group did not have any material contingent liabilities (2024: Nil).

FINAL DIVIDENDS

The Directors do not recommend the payment of a final dividend in respect of the Reporting Period (2024: Nil).

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2025, the Group had 109 employees in total (2024: 116). The staff costs of the Group including directors' emoluments, and management, administrative and operational staff costs for the Reporting Period were approximately HK$15.68 million (2024: approximately HK$15.88 million) in Hong Kong.

The Group recognises the importance of human resources to its success, therefore qualified and experienced personnel were recruited for reviewing and restructuring the Group's existing business, as well as exploring potential investment opportunities.

Remuneration is maintained at competitive levels with discretionary bonuses payable on a merit basis and in line with industrial practice.

A remuneration committee was set up to review the Group's emolument policy and structure for all Directors and senior management of the Group.

SHARE OPTION SCHEME

The Company has a share option scheme (the "**Share Option Scheme**") which was approved and adopted by the shareholders of the Company by way of written resolutions passed on 24 January 2018.

The Share Option Scheme is effective for a period of 10 years commencing on 12 February 2018, the listing date of the Company. Under the Share Option Scheme, the Board may in its absolute discretion determine the subscription price at the time of grant of the relevant option but the subscription price shall not be less than whichever is the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the granting of the option; (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the granting of the option; and (iii) the nominal value of a share. An offer of grant of an option may be accepted by a participant within the date as specified in the offer letter issued by the Company, being a date not later than 28 days from the date upon which it is made, by which the participant must accept the offer or be deemed to have declined it, provided that such date shall not be more than 10 years after the date of adoption of the Share Option Scheme.

A consideration of HK$1 is payable on acceptance of the offer of grant of an option.

The period as the Board may in its absolute discretion determine and specify in relation to any particular option holder in his option agreement during which the option may be exercised (subject to such restriction on exercisability specified therein), which shall not be greater than the period prescribed by the GEM Listing Rules from time to time (which is, as at the date of adoption of the Share Option Scheme, a period of 10 years from the date of the granting of the option).

Subject to the requirements under the GEM Listing Rules and the terms and conditions of the Share Option Scheme, there is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before the option can be exercised upon its grant.

The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the shares in issue from time to time. No options may be granted under any schemes of the Company if this will result in the limit being exceeded. The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the shares in issue at the time dealings in the shares first commenced on the Stock Exchange (excluding the shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme). Options lapsed in accordance with the terms of the Share Option Scheme or any other schemes will not be counted for the purpose of calculating the 10% limit. Share options do not confer rights to the holders to dividends or to vote at shareholders' meetings.

As the Company has not refreshed the scheme mandate limit since the adoption of the Share Option Scheme, based on 1,200,000,000 shares in issue at the time dealings in the shares of the Company commenced on the Stock Exchange, the total number of Shares which the Company was authorised to issue assuming the full exercise of all options to be granted was 120,000,000 shares, representing 10% of the total number of shares then in issue.

Pursuant to Rule 23.03D(1) of the GEM Listing Rules, the total number of shares issued and to be issued in respect of all options granted to a participant of the Share Option Scheme in any 12-month period up to the date of grant must not exceed 1% of the shares in issue of the Company.

The Directors may, at their absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for shares under the Share Option Scheme:

(a) any employee or proposed employee (whether full-time or part-time and including any executive Director), consultants or advisers of or to the Company, any of the subsidiaries or any entity (the "**Invested Entity**") in which the Company holds an equity interest;

(b) any non-executive Directors (including independent non-executive Directors) of the Company, any of the subsidiaries or any Invested Entity;

(c) any supplier of goods or services to the Company or any of its subsidiaries or any Invested Entity;

(d) any customer of the Group or any Invested Entity;

(e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and

(f) any shareholders of the Company or any shareholder of any of its subsidiaries or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity,

and for the purposes of the Share Option Scheme, the options may be granted to any company wholly-owned by one or more persons belonging to any of the above classes of participants.

No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption, at the beginning and end of the Reporting Period and as at the date of this announcement. Therefore, the number of shares which may be issued in respect of options and awards granted under all schemes of the Company during the Reporting Period divided by the weighted average number of shares of the relevant class in issue for the Reporting Period was nil.

EVENTS AFTER THE REPORTING PERIOD

The Board is not aware of any event after the Reporting Period that requires disclosure.

OTHER INFORMATION

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 31 March 2025, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long position in the shares

Name of Director/ Chief Executive	Capacity/ Nature of Interest	Number of Shares Held *(Note 1)*	Percentage of Issued Share Capital *(Note 2)*
Mr. Poon Ken Ching Keung ("**Mr. Ken Poon**") *(Notes 3 and 5)*	Interest in a controlled corporation	508,500,000	42.37%
Mr. Ng Kwok Wai *(Notes 4 and 5)*	Interest in a controlled corporation	90,000,000	7.50%
Ms. Lee To Yin *(Notes 4 and 5)*	Interest in a controlled corporation	90,000,000	7.50%
Ms. Poon Kam Yee Odilia ("**Ms. Odilia Poon**") *(Notes 4 and 5)*	Interest in a controlled corporation	90,000,000	7.50%

Notes:

(1) All interests stated are long positions.

(2) The calculation is based on the total number of 1,200,000,000 shares of the Company in issue as at 31 March 2025.

(3) Mr. Ken Poon holds the entire issued share capital of Success Step Management Limited ("**Success Step**"). Success Step, in turn, directly holds 418,500,000 shares of the Company and is deemed to be interested as holder of equity derivative in the 90,000,000 shares of the Company held by Legend Advanced Limited ("**Legend Advanced**") as described in note 5 below.

Accordingly, Mr. Ken Poon is deemed to be interested in the 508,500,000 shares of the Company which Success Step is deemed to be interested in.

(4) Ms. Odilia Poon, Mr. Ng Kwok Wai and Ms. Lee To Yin are interested in approximately 40%, 30% and 30% of the issued share capital of Legend Advanced, respectively. Legend Advanced, in turn, directly holds 90,000,000 shares of the Company.

(5) On 25 January 2018, Legend Advanced entered into the Deed of Undertaking in favour of Success Step and Noble Capital Concept Limited ("**Noble Capital**"). For further details, please refer to the paragraph headed "History, Reorganisation and Corporate Structure – Reorganisation" in the prospectus of the Company dated 31 January 2018 (the "**Prospectus**").

Accordingly, each of Success Step, Mr. Ken Poon, Noble Capital and Mr. Poon Ching Tong Tommy ("**Mr. Tommy Poon**") is deemed to be interested in the 90,000,000 shares of the Company held by Legend Advanced.

Save as disclosed above, as at 31 March 2025, none of the Directors and chief executive of the Company has any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

B. Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at 31 March 2025, the following person/entity (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

Long position in the shares

Name of Shareholder	Capacity/ Nature of Interest	Number of Shares Held *(Note 1)*	Percentage of Issued Share Capital *(Note 2)*
Success Step *(Notes 3 and 5)*	Beneficial owner	418,500,000	34.87%
	Holder of equity derivative	90,000,000	7.50%
		508,500,000	42.37%
Noble Capital *(Notes 4 and 5)*	Beneficial owner	391,500,000	32.63%
	Holder of equity derivative	90,000,000	7.50%
		481,500,000	40.13%
Mr. Tommy Poon *(Notes 4 and 5)*	Interest in a controlled corporation	481,500,000	40.13%
Legend Advanced *(Note 6)*	Beneficial owner	90,000,000	7.50%
Ms. Deng Anna Man Li *(Note 7)*	Interest of spouse	508,500,000	42.37%
Mr. Roberts Christopher John *(Note 8)*	Interest of spouse	90,000,000	7.50%

Notes:

(1) All interests stated are long positions.

(2) The calculation is based on the total number of 1,200,000,000 shares of the Company in issue as at 31 March 2025.

(3) Mr. Ken Poon holds the entire issued share capital of Success Step. Success Step, in turn directly holds 418,500,000 shares of the Company and is deemed to be interested as holder of equity derivative in the 90,000,000 shares of the Company held by Legend Advanced as described in note 5 below.

Accordingly, Mr. Ken Poon is deemed to be interested in the 508,500,000 shares of the Company which Success Step is deemed to be interested in.

(4) Mr. Tommy Poon holds the entire issued share capital of Noble Capital. Noble Capital, in turn, directly holds 391,500,000 shares of the Company and he is deemed to be interested as holder of equity derivative in the 90,000,000 shares of the Company held by Legend Advanced as described in note 5 below. As such, Mr. Tommy Poon is deemed to be interested in the 481,500,000 shares of the Company which Noble Capital is deemed to be interested in.

(5) On 25 January 2018, Legend Advanced entered into the Deed of Undertaking in favour of Success Step and Noble Capital. For further details, please refer to the paragraph headed "History, Reorganisation and Corporate Structure – Reorganisation" in the Prospectus. Accordingly, each of Success Step, Mr. Ken Poon, Noble Capital and Mr. Tommy Poon is deemed to be interested in the 90,000,000 shares of the Company held by Legend Advanced.

(6) Ms. Odilia Poon, Mr. Ng Kwok Wai and Ms. Lee To Yin are interested in approximately 40%, 30% and 30% of the issued share capital of Legend Advanced, respectively. Legend Advanced, in turn, directly holds 90,000,000 shares of the Company.

(7) Ms. Deng Anna Man Li is the spouse of Mr. Ken Poon. By virtue of the SFO, Ms. Deng Anna Man Li is deemed to be interested in the shares of the Company held by Mr. Ken Poon.

(8) Mr. Roberts Christopher John is the spouse of Ms. Odilia Poon. By virtue of the SFO, Mr. Roberts Christopher John is deemed to be interested in the shares of the Company held by Ms. Odilia Poon.

Save as disclosed above, as at 31 March 2025, none of the substantial or significant shareholders or other persons, other than the Directors and chief executives of the Company whose interests are set out in the section "A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company" above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

CORPORATE GOVERNANCE PRACTICE AND COMPLIANCE

The Directors and the management of the Group recognise the importance of sound corporate governance to the long-term success and continuing development of the Group. Therefore, the Board is committed to upholding good corporate standards and procedures, so as to enhance the accountability system and transparency of the Group, protect the interests of the Company's stakeholders and create value for shareholders of the Company.

The Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company adopted the code provisions of the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 of the GEM Listing Rules and had complied with the CG Code throughout the year ended 31 March 2025 and up to the date of this announcement, except the deviation from code provision C.2.1 of the CG Code as disclosed below.

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

Mr. Ken Poon is the chairman and the chief executive officer of the Company. Mr. Ken Poon has been the key leadership figure of the Group with over 37 years of experience in the fire services and water pump installation services in Hong Kong. Mr. Ken Poon has been primarily involved in the overall business development, technical operations and strategic planning of the Group. The Directors are of the view that it would be in the Group's best interest for Mr. Ken Poon to continue performing the two roles, in order to maintain effective management and business development.

Having considered the above factors, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate and that the Company has compiled with the principles and applicable code provisions of the CG Code during the Reporting Period.

During the Reporting Period, the Directors considered that the Company has compiled with the CG Code.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors in respect of the shares of the Company (the "**Code of Conduct**"). The Company has made specific enquiry of all Directors, who have confirmed that they were in compliance with the required standard of dealings set out in the Code of Conduct for the Reporting Period and up to the date of this announcement.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the shares during the Reporting Period.

AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") was established on 24 January 2018 with its terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and code provisions D.3.3 and D.3.7 of the CG Code. The Audit Committee consists of three members, namely Mr. Yung Chung Hing, Mr. Lam Chung Wai and Mr. Chan Shu Yan, Stephen, all being independent non-executive Directors. Mr. Yung Chung Hing currently serves as the chairman of the Audit Committee.

The Audit Committee is to assist the Board in fulfilling its responsibilities by providing independent review and supervision of financial reporting, by satisfying themselves as to the effectiveness of the internal controls of the Group, and as to the adequacy of the external and internal audits. The Audit Committee has reviewed the audited consolidated financial statements and the results of the Group for the Reporting Period and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

REVIEW OF THIS ANNUAL RESULTS ANNOUNCEMENT

This annual results announcement has been reviewed by the Audit Committee.

SCOPE OF WORK OF BDO LIMITED ON THIS ANNUAL RESULTS ANNOUNCEMENT

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of comprehensive income, and the related notes thereto for the Reporting Period as set out in this preliminary announcement have been agreed by the Company'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 in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by BDO Limited on this preliminary announcement.

APPRECIATION

The Company would like to thank the Group's customers, suppliers, business partners for their support. Also, the Company would like to offer its highest gratitude to its shareholders for their devotion and to the Group's employees for their loyalty and contributions made during the year.

By Order of the Board
Vistar Holdings Limited
Poon Ken Ching Keung
Chairman and Chief Executive Officer

Hong Kong, 30 June 2025

As at the date of this announcement, the executive Directors are Mr. Poon Ken Ching Keung (Chairman), Mr. Ng Kwok Wai and Ms. Lee To Yin and the non-executive Director is Ms. Poon Kam Yee Odilia and the independent non-executive Directors are Mr. Yung Chung Hing, Mr. Lam Chung Wai and Mr. Chan Shu Yan Stephen.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of its publication. This announcement will also be published on the website of the Company at www.vistarholdings.com.