JIN MI FANG GROUP HOLDINGS LIMITED
今米房集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8300)

ANNUAL REPORT

2025/26

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*This annual report, for which the directors (collectively the "**Directors**" and individually a "**Director**") of JIN MI FANG GROUP HOLDINGS LIMITED (the "**Company**", together with its subsidiaries, the "**Group**", "**we**", "**our**" or "**us**") 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 annual report 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 annual report misleading.*

JIN MI FANG GROUP HOLDINGS LIMITED

ANNUAL REPORT

2025/26

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Zhou Feng *(Chairman)*
Ms. Zhang Miao *(Chief Executive Officer)*
Mr. Han Ning
(Appointed with effect from 30 January 2026)
Ms. Shen Wenchai
(Retired with effect from 5 September 2025)

Independent non-executive Directors

Mr. Ho Lik Kwan Luke
Mr. Lam Lap Sing
Ms. Lau Wai Hing

COMPLIANCE OFFICER

Mr. Zhou Feng

AUTHORISED REPRESENTATIVES

Mr. Zhou Feng
Mr. Ng Shing Kin

COMPANY SECRETARY

Mr. Ng Shing Kin *(HKICPA)*

AUDIT COMMITTEE

Mr. Ho Lik Kwan Luke *(Chairman)*
Mr. Lam Lap Sing
Ms. Lau Wai Hing

REMUNERATION COMMITTEE

Mr. Lam Lap Sing *(Chairman)*
Mr. Zhou Feng
Mr. Ho Lik Kwan Luke
Ms. Lau Wai Hing

NOMINATION COMMITTEE

Mr. Zhou Feng *(Chairman)*
Mr. Ho Lik Kwan Luke
Mr. Lam Lap Sing
Ms. Lau Wai Hing

INVESTMENT COMMITTEE

Mr. Zhou Feng *(Chairman)*
Mr. Ng Shing Kin

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

LEGAL ADVISER TO THE COMPANY

As to Hong Kong law
Howse Williams
27th Floor, Alexandra House
18 Chater Road
Central, Hong Kong

PRINCIPAL BANKERS

Hang Seng Bank Limited
83 Des Voeux Road Central, Hong Kong

Nanyang Commercial Bank, Ltd.
151 Des Voeux Road Central, Hong Kong

CORPORATE INFORMATION

HEADQUARTERS, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat A, 8/F., Evernew Commercial Centre
33 Pine Street
Tai Kok Tsui, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion, Hibiscus Way
802 West Bay Road, Grand Cayman KY1–1205
Cayman Islands

HONG KONG SHARE REGISTRARS AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong

COMPANY WEBSITE

www.jmfghl.com

GEM STOCK CODE

8300

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "**Board**") of Directors, I am pleased to present the annual report of the Company for the year ended 31 March 2026.

Since listing, the Group has primarily been engaged in the provision of catering services through a chain of casual dining food catering restaurants in Hong Kong. However, uncertainty in Hong Kong's overall catering market has persisted since the outbreak of the COVID-19 pandemic and continued in the post-pandemic period. As a result, the Group has been adversely affected by the market downturn and has continued to record losses in its restaurant operations segment for both the year ended 31 March 2023 and the year ended 31 March 2024. Management has been closely monitoring market developments and has adopted conservative and prudent business strategies for the Group's catering business in Hong Kong. Consequently, by the end of October 2024, the Group had gradually closed its restaurants and ceased its restaurant operations in Hong Kong.

Fortunately, Hong Kong's economy performed relatively strongly in the first quarter of 2026, supported by continued resilience in external trade and a pickup in domestic demand. Hong Kong's GDP increased by 5.9% year-on-year, or by 2.9% on a seasonally adjusted quarter-to-quarter basis. In view of such improvements, the Group intends to resume its catering business in Hong Kong. As set out in the announcement of the Company dated 13 March 2026, during the year ended 31 March 2026, it has established a non-wholly owned subsidiary, Jin Mi Fang Catering (Hong Kong) Limited ("**JMF Catering HK**"), and plans to launch a new hotpot restaurant in Kowloon, Hong Kong through JMF Catering HK, and is currently in the preparatory stage.

During the year ended 31 March 2024, in furtherance of the Group's engagement in the catering industry, it has also operated business relating to the supply of wine in the People's Republic of China (the "**PRC**"), with a focus on Chinese liquor. Its business scope includes, but is not limited to, brand management, customisation, marketing and distribution of premium wines, with a focus on business-to business sales of Chinese liquor. During the year ended 31 March 2025, the Group has further tapped into the sales and distribution of food business to diversify its revenue stream. In particular, it has cooperated with an e-commerce platform which serves as sales channel for its food and wine products. In light of the increasingly vital role e-commerce plays in the sales of consumer goods in the PRC, the Company considers that the cooperation provides an invaluable opportunity to the Group to enhance its market penetration for sales and distribution of food products. It is believed that the two business segments of the Group, being catering and related business and sales and distribution of food and wine business, are complementary to each other, and it can enable the Group to be more adaptable to changing and challenging business environment. During the year ended 31 March 2026, the Group continued to operate business relating to the supply of China liquor in the PRC, which contributed a majority proportion to the Group's revenue. During the period from April to June 2026, the Group established 6 Chinese baijiu liquor sales outlets in various cities across China, including Nanjing (南京) and Huaian (淮安) in Jiangsu (江蘇), Shanghai, Huzhou (湖州) and Yiwu (義烏) in Zhejiang (浙江), and Zhengzhou (鄭州) in Henan (河南), primarily for the domestic sale of baijiu (白酒).

CHAIRMAN'S STATEMENT

Looking ahead, we are optimistic about the market trend in both the PRC and Hong Kong. This optimism is primarily due to the moderate growth rate of the PRC's GDP and relatively high growth rate of Hong Kong's GDP. The Directors will continue to closely monitor and manage any associated risks. To achieve this goal, the Group will deploy more resources towards talent recruitment and strengthening of its business development and marketing strategy. Furthermore, the Group will proactively seek out potential business opportunities that can broaden its sources of income and enhance its value for its Shareholders.

APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to our valued customers, business partners, and Shareholders for their persistent support, and express my appreciation to the management team and employees for their valuable contribution to the development of the Group. Finally, I would like to express my sincere appreciation to the officers of the Stock Exchange for their guidance.

Zhou Feng
Chairman

Hong Kong, 30 June 2026

FINANCIAL HIGHLIGHTS

CONSOLIDATED RESULTS

	For the year ended 31 March	
	2026	2025
	HK$'000	HK$'000
Revenue	**22,189**	26,727
Loss before tax	**(3,225)**	(1,917)
Loss and total comprehensive expense for the year attributable to owners of the Company	**(4,133)**	(3,661)

CONSOLIDATED ASSETS AND LIABILITIES

	As at 31 March	
	2026	2025
	HK$'000	HK$'000
Non-current assets	**220**	364
Current assets	**41,957**	16,127
Total assets	**42,177**	16,491
Non-current liabilities	**45**	163
Current liabilities	**59,242**	30,341
Total liabilities	**59,287**	30,504
Total equity	**(17,110)**	(14,013)
Total equity and liabilities	**42,177**	16,491
Net current liabilities	**(17,285)**	(14,214)
Total assets less current liabilities	**(17,065)**	(13,850)

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY OVERVIEW

Economic growth in the PRC and Hong Kong

China's economy grew by 5.0% year-on-year in the first quarter of 2026, following growth of 4.5% in the fourth quarter in the previous year. However, it is expected that growth will moderate in the future. On the other hand, consumption will be held back by high precautionary savings. Real estate investment will likely continue to contract, and prices will keep falling. These factors make China's economy highly uncertain.

Meanwhile, Hong Kong's economy performed relatively strongly in the first quarter of 2026, supported by continued resilience in external trade and a pickup in domestic demand. Hong Kong's GDP rose by 5.9% on a year-on-year basis, or 2.9% on a seasonally adjusted quarter-to-quarter basis.

BUSINESS REVIEW AND PROSPECT

During the year ended 31 March 2026, the Group has operated business relating to the supply of wine in the PRC. The business scope includes, but is not limited to, brand management, customisation, marketing, and distribution of premium wines, with a focus on business-to-business sales of Chinese liquor. The Group aims at becoming a well-known supplier of wine in the PRC. Currently, the Group has established its wine supply department, and has been developing wine-making recipes and negotiating with wine-makers to cooperate with the Group in producing customised wines on an OEM (original equipment manufacturer) basis.

Reference is made to the announcement of the Company dated 1 November 2024. Leveraging on market knowledge in the catering industry and supply of wine, the Group has expanded its business scope to also engage in sales and distribution of food products through an e-commerce online platform (the "**Platform**"), of which services (the "**Platform Services**") were provided by Nanjing Zerui Longxiang Supply Chain Management Co., Ltd.* (南京澤瑞龍祥供應鏈管理有限公司) ("**Zerui Longxiang**"). The Platform allows the Group to display its products to end customers and provides transaction channels between such customers and the Group. In addition, leveraging on the industry knowledge and experience in the catering and related business, the Group has allocated resources to develop catering services in the PRC.

Owning to the uncertainties in the PRC's economic growth and subdued market confidence in the first half of the year ended 31 March 2026, the revenue of the Group decreased by approximately HK$4.5 million or 16.9% from approximately HK$26.7 million for the year ended 31 March 2025 to approximately HK$22.2 million for the year ended 31 March 2026.

For the year ended 31 March 2026, the Group undertook several acquisitions as set out below to further develop its existing business.

MANAGEMENT DISCUSSION AND ANALYSIS

In September 2025, the Group has completed the acquisition of 55% equity interest in Zerui Longxiang. The scope of business of Zerui Longxiang comprises Internet cultural management, Internet of Things (IoT) application services, information system integration services, software development and technical services. Zerui Longxiang has provided Platform Services to the Company (such as information technology services, related software and technical support services, payment and collection services and logistics information services) in connection with the sales and distribution of the Group's products on the Platform since July 2024. The Platform Services allow suppliers or distributors, through the Platform, to directly sell their products (ranging from fresh and live food products, pre-packaged food and beverages (including liquor) to daily necessities and lifestyle products). The acquisition aligns with the Group's strategic initiatives to vertically integrate its sales and distribution capabilities for food and wine products. For further details, please refer to the announcements of the Company dated 1 November 2024, 26 July 2025, 22 August 2025 and 30 September 2025.

In September 2025, the Group entered into equity transfer agreements to acquire in aggregate 52% equity interest in Xishuangbanna Menghai Longpu Tianxia Tea Co., Ltd.* (西雙版納勐海龍普天下茶業有限公司) (the "**Menghai Longpu**") through a wholly-owned subsidiary of the Company, Fulton Asia Investment Limited ("**Fulton Asia**"), at an aggregate nominal consideration of RMB1. The scope of business of Menghai Longpu comprises wholesale and retail of tea, pre-packaged foods, and bulk foods (excluding refrigerated and frozen foods); and tea cultivation, procurement, primary processing, refining and sales. For further details, please refer to the announcement of the Company dated 2 October 2025.

In October 2025, the Group also entered into equity transfer agreement to acquire in aggregate 52% equity interest in Guizhou Yijinze Wine Co., Ltd.* (貴州億錦澤酒業有限公司) ("**Guizhou Yijinze**") through Fulton Asia from three individuals at an aggregate nominal consideration of RMB1 to each vendor. The scope of business of Guizhou Yijinze includes operation of wine business and wine production. For further details, please refer to the announcement of the Company dated 28 October 2025.

Further, the Group has established a non-wholly owned subsidiary, Jin Mi Fang Catering (Hong Kong) Limited ("**JMF Catering HK**") and plans to launch its new hotpot restaurant in Kowloon, Hong Kong through JMF Catering HK, and is currently in the preparatory stage. Mr. Lam Hoi Ki ("**Mr. Lam**") is the business partner of the Group and JMF Catering HK is held as to 51% by the Group and as to 49% by Mr. Lam as at the date of this annual report. Mr. Lam possesses years of experience in the catering industry in Hong Kong, particularly in the establishment, management and operation of hotpot restaurants. The Group currently targets to commence operation of the hotpot restaurant in around third quarter of 2026, subject to the progress of the relevant preparatory work and the obtaining of the relevant licences, permits and approvals as may be required. For further details, please refer to the announcement of the Company dated 13 March 2026.

During the period from April to June 2026, the Group established 6 Chinese baijiu liquor sales outlets in various cities across China, including Nanjing (南京) and Huaian (淮安) in Jiangsu (江蘇), Shanghai, Huzhou (湖州) and Yiwu (義烏) in Zhejiang (浙江), and Zhengzhou (鄭州) in Henan (河南), primarily for the domestic sale of baijiu (白酒).

MANAGEMENT DISCUSSION AND ANALYSIS

The Group's strategic objective is to continue to strengthen its position as a well-known supplier for sales and distribution of food and wine products and related businesses in the PRC and operator of catering business in Hong Kong. The Group also plans to further enhance its market presence in the business segment of sales and distribution of food products and development of catering and related supply chain business across the PRC through the Platform. In addition, the Group will also carefully monitor relevant business trends and determine if there are strong entrepreneurial environments for it to leverage on. The Group shall remain conservative and prudent towards its profitability in the coming months and will continue to manage the Group's expenditure and keep monitoring and searching for market opportunities for its expansion plan in order to improve its financial performance.

Looking ahead, the Group will endeavour to strengthen the development of its existing businesses and to provide steady returns as well as growth prospects for the shareholders of the Company (the "**Shareholders**").

* *For identification purpose only*

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by approximately HK$4.5 million or 16.9% from approximately HK$26.7 million for the year ended 31 March 2025 to approximately HK$22.2 million for the year ended 31 March 2026. The decrease in revenue was mainly attributable to the decrease in revenue generated from catering and related business as the Group has gradually closed its restaurants and ceased its restaurant operations in Hong Kong during the year ended 31 March 2025 after careful consideration of the overall market downturn of catering business in Hong Kong. The effect was partially offset by increase in revenue generated from sales and distribution of food and wine business by approximately HK$6.5 million or 41.4% from approximately HK$15.7 million for the year ended 31 March 2025 to approximately HK$22.2 million for the year ended 31 March 2026.

Cost of inventories sold

The Group's cost of inventories sold primarily consisted of (i) the cost of Chinese liquor, packaging materials and bottle; (ii) the cost of food and beverages used in catering business; and (iii) the cost of purchase of food products. The Group's cost of inventories sold increased by approximately HK$2.8 million or 25.5% from approximately HK$11.0 million for the year ended 31 March 2025 to approximately HK$13.8 million for the year ended 31 March 2026. The increase in cost of inventories sold was mainly attributable to the increase in the cost of Chinese liquor and the cost of purchase of food products. The effect was partially offset by decrease in cost of food and beverages used in catering business.

MANAGEMENT DISCUSSION AND ANALYSIS

Gross profit and gross profit margin

The Group's gross profit for the year ended 31 March 2026 amounted to approximately HK$8.4 million, representing a decrease of approximately HK$7.4 million or 46.8% as compared to approximately HK$15.8 million for the year ended 31 March 2025. The decrease in gross profit was driven by the decrease in revenue from catering business in Hong Kong during the year ended 31 March 2026.

The Group's gross profit margin decreased from 59.0% for the year ended 31 March 2025 to 38.0% for the year ended 31 March 2026. This was mainly due to a decrease in revenue from the catering business in Hong Kong, which generally has relatively high gross profit margins.

Other income and other gain or loss, net

The Group recorded other income and other gain or loss, net of approximately HK$0.2 million for the year ended 31 March 2026, which comprised (i) gain on deregistration of subsidiaries, (ii) impairment loss in respect of goodwill and (iii) sundry income. It represents a significant decrease from approximately HK$6.5 million recorded for the year ended 31 March 2025, which substantially comprised one-off gain on termination of leases of approximately HK$6.4 million.

Staff costs

The Group's staff costs, which primarily comprised salaries, wages and allowances, pension costs and other employee benefits, amounted to approximately HK$4.5 million for the year ended 31 March 2026, representing a decrease of approximately HK$7.0 million or 60.9% from approximately HK$11.5 million for the year ended 31 March 2025. The decrease in staff costs was mainly attributable to the lower high-paid Hong Kong staff cost, which resulted primarily from the gradual closure of the Group's restaurants and cessation of its restaurant operations in Hong Kong during the year ended 31 March 2025.

Depreciation

The Group's depreciation expenses, which mainly included the depreciation of building, leasehold improvements and catering and other equipment, remained relatively stable at approximately HK$0.1 million and HK$0.1 million for the years ended 31 March 2025 and 2026, respectively.

Property rentals and related expenses

The Group's property rentals and related expenses amounted to approximately HK$0.6 million for the year ended 31 March 2026, representing a decrease of approximately HK$2.2 million or 78.6% from approximately HK$2.8 million for the year ended 31 March 2025. The decrease in property rentals and related expenses was primarily due to the gradual closure of the Group's restaurants and ceased its restaurants operations in Hong Kong during the year ended 31 March 2025.

MANAGEMENT DISCUSSION AND ANALYSIS

Fuel and utility expenses

The Group's fuel and utility expenses, which primarily comprised fuel expenses, electricity expenses and water supplies of the Group, amounted to approximately HK$0.01 million for the year ended 31 March 2026, representing a decrease of approximately HK$0.99 million or 99.0% from approximately HK$1.0 million for the year ended 31 March 2025. The significant decrease in fuel and utility expenses was primarily due to the gradual closure of the Group's restaurants and cessation of its restaurant operations in Hong Kong during the year ended 31 March 2025.

Impairment loss

The Group is required to assess its non-financial assets for impairment if events indicate the carrying value of the assets may not be recovered. During the year ended 31 March 2026, the Group conducted impairment assessments to its non-financial assets with impairment indicators and recognised a loss of approximately HK$10,000 non-cash impairment in respect of goodwill on non-financial assets. The breakdown with comparative figures for the previous year is as follows:

	For the year ended 31 March	
	2026	2025
	HK$'000	HK$'000
Impairment of goodwill	**10**	–

Selling expenses

Selling expenses of the Group were stable at HK$0.4 million and HK$0.3 million for the years ended 31 March 2025 and 2026, respectively.

Administrative and operating expenses

The Group's administrative and operating expenses mainly represented expenses incurred for its operations, including cleaning expenses, consumables stores, transportation and travelling, entertainment, repair and maintenance, insurance, and legal and professional fees.

The Group's administrative and operating expenses amounted to approximately HK$8.0 million and HK$4.3 million for the years ended 31 March 2025 and 2026, respectively, representing a decrease of approximately HK$3.7 million or 46.3%. Such decrease was mainly due to the decrease in cleaning expenses, commission fee, medical expenses, franchise costs, insurance expenses and repair and maintenance fee.

MANAGEMENT DISCUSSION AND ANALYSIS

Finance costs

The Group's finance costs were at approximately HK$0.4 million and approximately HK$0.1 million for the years ended 31 March 2025 and 2026, respectively.

Income tax expense

The Group's income tax expense amounted to approximately HK$0.9 million and approximately HK$0.3 million for the years ended 31 March 2025 and 2026, respectively. The decrease in income tax expenses was primarily due to decrease taxable profit of sales and distribution of food and wine business in the PRC.

Loss for the year

The Group recorded net loss of approximately HK$3.5 million for the year ended 31 March 2026 as compared to net loss of approximately HK$2.8 million for the year ended 31 March 2025. The increase in net loss was mainly due to decrease in revenue, which was mainly due to the Group's gradual closure of its restaurants and cessation of its restaurant operations in Hong Kong during the year ended 31 March 2025 and allowance for expected credit losses in respect of deposits and other receivables incurred during the year ended 31 March 2026. The effect was partially offset by (i) decrease in staff costs and (ii) decrease in administrative expenses.

FINAL DIVIDEND

The Board has resolved not to recommend the declaration of a final dividend for the year ended 31 March 2026 (2025: nil).

PRINCIPAL RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties faced by the Group, which may materially and adversely affect its business, financial condition or results of operations:

1. Approximately 100.0% of the Group's revenue was derived from the sales and distribution of food and wine business in the PRC during the year ended 31 March 2026, which may experience fluctuations from period to period due to seasonality and other factors. Also, the Group's operation in the PRC may be affected by any future development in the PRC.

MANAGEMENT DISCUSSION AND ANALYSIS

2. During the year ended 31 March 2026, approximately 100.0% of the Group's revenue was generated from sales and distribution of food and wine business in the PRC. If the PRC experiences any adverse economic condition due to events beyond our control, such as natural disasters, contagious disease outbreaks, terrorist attacks, local economic downturn, mass civil disobedience movements or if the local authorities place additional restrictions or burdens on us or on the food and wine industry in general, our majority of business and results of operations may be materially and adversely affected.

Cost of inventories sold, administrative and operating expenses, staff costs and property rentals and related expenses contributed to the majority of the Group's operating cost. The following factors are uncertain and may affect the cost control measures of our Group:

1. The Group's business depends on reliable sources of food ingredients and wine such as Chinese liquor, packaging materials and bottles. The price of food ingredients and wine may continue to rise or fluctuate.

2. We rely on human resources in the operation of our catering and related business. Fluctuations in wage level may further increase and affect our staff costs in the future.

3. As at 31 March 2026, majority of the properties utilised by the Group for its sales and distribution of food and wine business in the PRC were leased or licensed by the Group. Therefore, the Group is exposed to risks relating to the commercial real estate rental market, including unpredictable and potentially high occupancy costs.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Saved as disclosed in this annual report, the Group did not have other future plans for material investments and capital assets as at 31 March 2026.

LIQUIDITY AND FINANCIAL RESOURCES

Capital structure

There has been no material change in the capital structure of the Company during the year ended 31 March 2026.

MANAGEMENT DISCUSSION AND ANALYSIS

Cash position

As at 31 March 2026, the cash and cash equivalents of the Group amounted to approximately HK$9.4 million (as at 31 March 2025: approximately HK$0.3 million), which were mainly denominated in Hong Kong dollars and Renminbi.

Borrowing

At 31 March 2026, the total interest-bearing borrowings of the Group comprising bank borrowings and lease liabilities, all of which were denominated in Hong Kong dollars, amounted to approximately HK$4.1 million (as at 31 March 2025: approximately HK$5.0 million) and the Group had approximately HK$3.9 million of outstanding committed banking facilities (as at 31 March 2025: approximately HK$4.7 million), further details of which are set out below:

1. approximately HK$3.9 million (as at 31 March 2025: HK$4.7 million) was derived from bank borrowings which bears interest rate at 2.75% per annum (as at 31 March 2025: 3.00%); and

2. approximately HK$0.2 million was attributable to lease liabilities of the Group's properties which bears weighted average incremental borrowing rates of 7.26% as at 31 March 2026 (as at 31 March 2025: HK$0.3 million which bears interest rate ranging of 7.26% per annum).

Pledge of assets

There was no pledge of asset of the Group as at 31 March 2026 (as at 31 March 2025: nil).

Gearing ratio

As at 31 March 2026, the gearing ratio of the Group, which is calculated based on the total interest-bearing borrowings, which include bank borrowings and lease liabilities divided by the equity attributable to owners of the Company at the end of the respective period, was not applicable as the Group recorded deficit position (as at 31 March 2025: not applicable).

COMMITMENTS

As at 31 March 2026, the Group had no significant capital commitments (as at 31 March 2025: nil).

SIGNIFICANT INVESTMENTS HELD

During the year ended 31 March 2026, the Group did not hold any significant investments.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

Save as disclosed in this annual report, the Group had no material acquisition or disposal of subsidiaries, associates or joint ventures during the year ended 31 March 2026 (as at 31 March 2025: nil).

CONTINGENT LIABILITIES

As at 31 March 2026, the Group had no significant contingent liabilities (as at 31 March 2025: nil).

FOREIGN EXCHANGE EXPOSURE

The Group's sales and purchases for the year ended 31 March 2026 were mostly denominated in Hong Kong dollars ("**HK$**"), Renminbi ("**RMB**") and US dollars. RMB is not a freely convertible currency. In view of the above, future exchange rates of the above currencies may vary significantly from the current or historical exchange rates as a result of foreign exchange controls that could be imposed by respective governments and the depth and breadth of respective markets of currency exchange. The respective exchange rates may also be affected by economic developments and geopolitical changes domestically and internationally, and the demand and supply of the respective currencies. The appreciation or devaluation of the respective currencies against HK$ may also have an impact on the Group's results of operation.

The Group manages its foreign currency risk by closely monitoring the movements of foreign currency exchange rates. The Group did not enter into any foreign currency forward contracts to hedge against foreign currency risk as at 31 March 2026, but with consider the same when the need arises in the future.

TREASURY POLICIES AND RISK MANAGEMENT

The main objective of the Group's treasury policies is to seek capital appreciation with the surplus fund in short term and non-speculative in nature. The surplus fund is the fund after reserving the working capital requirement for the next 12-month period of the Group and excluding any unused proceeds from the listing and other fund raising activities by the Company including the placings as disclosed in the Company's announcements dated 24 June 2020 and 7 April 2022 respectively. The investment activities of the Group shall be undertaken by the investment committee of the Board (the "**Investment Committee**").

MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 March 2026, the Group's credit risk is primarily attributable to trade receivables, deposits, other receivables and bank balances.

As at 31 March 2025 and 2026, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determining credit limits and credit approvals. The Group's monitoring procedures are in place to ensure that follow-up actions are taken to recover overdue debts.

In addition, the Group performs impairment assessment under expected credit losses ("**ECL**") model upon application of HKFRS 9 on credit card trade receivables individually and the remaining trade receivables are grouped using a provision matrix with past due status grouping. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Deposits and other receivables

The management of the Group makes periodic assessments on the recoverability of deposits paid and other receivables based on historical settlement records, past experience, and also available reasonable and supportive forward-looking information under ECL model upon application of HKFRS 9.

Bank balances

The Group deposited its cash with approved and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to cash and cash equivalents held to be delayed or limited. The Directors monitor the credit rating of these banks on an ongoing basis, and considers that the Group's exposure to credit risk were minimal.

The Group does not have any other significant concentrations of credit risk. The exposures to these credit risks are monitored on an ongoing basis.

RETIREMENT BENEFIT SCHEME

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme ("**MPF Scheme**") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, employees are required to contribute 5% of their monthly salaries up to a maximum of HK$1,500 and they can choose to make additional contributions. Employers' monthly contributions are calculated at 5% of the employees' monthly salaries up to a maximum of HK$1,500 (the "**Mandatory Contributions**"). Employees are entitled to 100% of the employer's Mandatory Contributions upon their retirement at the age of 65, death or total incapacity.

MANAGEMENT DISCUSSION AND ANALYSIS

The retirement benefit scheme contributions arising from the MPF Scheme charged to profit or loss represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The Group is required to contribute a certain percentage of its payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contributions under the scheme.

During the years ended 31 March 2025 and 31 March 2026, the Group had no forfeited contributions under the MPF Scheme and schemes in the PRC utilised to reduce the existing levels of contributions. As at 31 March 2025 and 31 March 2026, there was no forfeited contribution which may be used by the Group to reduce the contributions payable in the future years.

The total retirement benefit scheme contributions made by the Group amounted to approximately HK$0.3 million and HK$0.2 million for the years ended 31 March 2025 and 31 March 2026, respectively.

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2026, the Group had 18 employees (31 March 2025: 12 employees). Total staff costs including Directors' emoluments, salaries, wages and other staff benefits, contributions and retirement schemes for the year ended 31 March 2026 amounted to approximately HK$4.5 million (2025: approximately HK$11.5 million).

The Remuneration Policy of Directors

Quality and committed staff are valuable assets contributing to the Group's success. To ensure the ability to attract and retain talents, the Company's remuneration policy of Directors is built upon the principles of providing market-competitive remuneration package that supports the performance culture and enable the achievement of strategic business goals. The Group's remuneration policy of Directors is, therefore, aiming at providing competitive but not excessive remuneration packages to the Directors.

The Directors' remuneration comprises fixed salary or service fee and variable components (such as bonus and share options), which is benchmarked against companies of comparable business or scale with reference to a mix of factors such as the prevailing market condition, the Company's performance and the qualifications, skills, experience and educational background of the Directors.

The emoluments of the Directors have been reviewed by the remuneration committee of the Board annually, having regard to the Group's operating results, market competitiveness, individual performance and achievement, and approved by the Board.

MANAGEMENT DISCUSSION AND ANALYSIS

The Remuneration Policy of Employees

In order to attract and retain high quality staff and to enable smooth operations within the Group, the remuneration policy and package of the Group's employees are periodically reviewed. The salary and benefit levels of the employees of the Group are competitive (with reference to market conditions and individual qualifications and experience). The Group provides adequate job training to the employees to equip them with practical knowledge and skills. Apart from contributions to the MPF Scheme, state managed retirement benefit schemes operated by the PRC government and job training programmes, salary increments and discretionary bonuses may be awarded to employees according to the assessment of individual performance and market situation.

LITIGATIONS

As at 31 March 2026, the Group was not engaged in any litigation or arbitration or claim of material importance and there was no litigation or arbitration or claim of material importance that was pending or threatened by or against any member of the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company (including sale of treasury shares, if any) during the year ended 31 March 2026.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this annual report, the Board is not aware of any significant events that have occurred requiring disclosure.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Zhou Feng (周峰) ("Mr. Zhou"), aged 56, has been the chairman of the Board (the "**Chairman**"), an executive Director, the chairman of each of the nomination committee of the Board (the "**Nomination Committee**") and the investment committee of the Board (the "**Investment Committee**") and a member of the Remuneration Committee, since 23 November 2023. Mr. Zhou is responsible for formulating the overall business strategy and planning; overseeing the Group's performance generally, leading and representing the Group in negotiation with potential business partners. He is one of the controlling shareholders ("**Controlling Shareholders**") of the Company.

Mr. Zhou has extensive experience in management, marketing and corporate planning. Before joining the Group, he had served in a number of companies, including Fujian Wanghe Food Co., Ltd.* (福建旺禾食品有限公司) as the deputy chairman of the board of directors and Beijing Jinmifang Technology Co., Ltd.* (北京今米房科技有限公司) as the chairman of the board of directors. He completed his studies in architectural engineering (建築工程) at the Anhui Institute of Architecture and Industry* (安徽建築工業學院) (currently known as Anhui Jianzhu University (安徽建築大學)) in the People's Republic of China in July 1990.

Mr. Zhou is the sole legal and beneficial owner and the sole director of Sky Shield Investment Limited, which holds 1,480,560,000 Shares, representing approximately 56.01% of the issued Shares as at the date of this annual report. By virtue of Part XV of the SFO, Mr. Zhou is deemed to be interested in the above-mentioned Shares held by Sky Shield Investment Limited. In addition, he legally and beneficially owns 398,980,000 Shares in his own name as at the date of this annual report.

Mr. Zhou is the spouse of Ms. Zhang Miao, an executive Director.

Ms. Zhang Miao (張苗) ("Ms. Zhang"), aged 63, has been an executive Director since 23 November 2023. She is also a director of certain subsidiaries, namely Centric Cloud Investment Limited, Fulton Asia Investment Limited and 今米房（江蘇南京）酒業有限公司. Ms. Zhang is responsible for overseeing the day-to-day business operation in the People's Republic of China operated by the Group.

Ms. Zhang has extensive experience in corporate management, operation and risk management. From October 2009 to January 2013, she served as the sole director and general manager of Xuzhou Yaobang Commerce and Trading Co., Ltd.* (徐州耀邦商貿有限公司), a company principally engaged in the wholesale and sales of pre-packaged food.

Ms. Zhang is the spouse of Mr. Zhou, the Controlling Shareholder of the Company and an executive Director. She is deemed to be interested in all the 1,879,540,000 Shares in which Mr. Zhou is interested or deemed to be interested under Part XV of the SFO.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Han Ning (韓寧) ("Mr. Han"), aged 44, has extensive experience in the research and education industry in relation to ideological and political education, law and psychology. He is currently a senior lecturer at Nanjing Transportation Technician College (Nanjing Transportation Vocational School)* (南京交通技師學院（南京交通中等專業學校）), a state-owned public vocational college in Jiangsu Province of the People's Republic of China (the PRC), primarily responsible for courses in relation to ideological and political education and law. Mr. Han obtained a master's degree in business administration from Dalian Maritime University (大連海事大學) in December 2011 in the PRC. He is also a level two psychological counselor in the PRC.

* *For identification purpose only*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ho Lik Kwan Luke (何力鈞) ("Mr. Ho"), aged 47, has been appointed as an independent non-executive Director with effect from 23 November 2023. He is the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. He is primarily responsible for providing independent advice to the Board.

Mr. Ho has over 20 years of experience in the finance industry focusing on corporate finance. Since December 2017, Mr. Ho has been an independent non-executive director of Hatcher Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8365). From November 2023 to April 2025, Mr. Ho was the chief financial officer of Ficus Technology Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8107). From September 2022 to July 2023, Mr. Ho was the chief financial officer and company secretary of Glory Sun Financial Group Limited (currently known as Renze Harvest International Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1282). He was also the executive director of the corporate finance division of Glory Sun Securities Limited, a subsidiary of Glory Sun Financial Group Limited, from May 2019 to October 2023. From February 2016 to February 2018 and from March 2018 to May 2019, Mr. Ho served as a director of Huabang Securities Limited and Huabang Corporate Finance Limited, respectively, both of which are subsidiaries of Huabang Technology Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3638). From January 2015 to February 2016, Mr. Ho served as a director and responsible officer of Ping An Securities Limited. Mr. Ho obtained a degree of Bachelor of Arts in Accounting and Financial Management from the University of Sheffield in the United Kingdom in July 2000. He is currently a member of each of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Lam Lap Sing (林立升) ("Mr. Lam"), aged 37, has been appointed as an independent non-executive Director with effect from 23 November 2023. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He is primarily responsible for providing independent advice to the Board.

Mr. Lam has over 15 years of experience in capital market transactions and financial reporting. He served in PricewaterhouseCoopers Hong Kong, from September 2010 to May 2013 and from January 2014 to December 2020, with his last position being a manager of the assurance team. Mr. Lam is currently a senior accounting manager of Hanison Construction Company Limited, a subsidiary of Hanison Construction Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 896). Mr. Lam was an independent non-executive director of Anchorstone Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1592), from September 2023 to December 2024. Mr. Lam obtained a degree of Bachelor of Business Administration from The Chinese University of Hong Kong in Hong Kong in July 2010. He is currently a member of the Hong Kong Institute of Certified Public Accountants and a graduate of the Hong Kong Chartered Governance Institute.

Ms. Lau Wai Hing (劉慧卿) ("Ms. Lau"), aged 34, has been appointed as an independent non-executive Director with effect from 23 November 2023. She is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. She is primarily responsible for providing independent advice to the Board.

Ms. Lau has over 10 years of experience in audit and financial services. She has been an independent non-executive director of (i) Elephant Holdings Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8635), since April 2025; and (ii) China Hongbao Holdings Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8316), since March 2026. She also founded Into Stillness Limited, a company principally engaged in offering one-stop comprehensive wellness services to corporates and organisations, in November 2022 and has been a director of the company since then. From July 2019 to July 2022, she served in First Shanghai Capital Limited with her last position being a vice president of the corporate finance department. She has also served in Sunfund Capital Limited from November 2015 to July 2019 with her last position being assistant vice president of the corporate finance department. Ms. Lau worked at RSM Hong Kong from June 2013 to November 2015 with her last position being an audit senior. Ms. Lau obtained a degree of Bachelor of Business Administration in Professional Accounting from The Hong Kong University of Science and Technology in Hong Kong in November 2013. She is currently a member of the Hong Kong Institute of Certified Public Accountants.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICE

The shares of the Company (the "**Shares**") were successfully listed on GEM of the Stock Exchange on 8 August 2016 (the "**Listing Date**"). The Board recognises that transparency and accountability are important to a listed company. Therefore, the Company is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard interests of the Shareholders.

The Company has adopted the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 to the GEM Listing Rules. In the opinion of the Board, the Company has complied with all applicable code provisions as set out in Part 2 of the CG Code for the year ended 31 March 2026, save for the deviation from code provision D.2.2 of the CG Code as set out in "Risk Management and Internal Control" below in this annual report.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors 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 (the "**Model Code**"). The Company periodically issues notices to its Directors reminding them the general prohibition on dealing in the Company's listed securities during the blackout periods before the publication of announcements of financial results of the Group. Having made specific enquiries of the Directors, all Directors confirmed that they have complied with the required standard of dealings and the Company's code of conduct regarding securities transactions by the Directors throughout the year under review. The Company was not aware of any non-compliance in respect of the Model Code throughout the year ended 31 March 2026.

BOARD OF DIRECTORS

As at the date of this annual report, the Board comprised three executive Directors, namely Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning and three independent non-executive Directors, namely, Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing. Mr. Zhou Feng is the chairman of the Board and Ms. Zhang Miao is the chief executive officer of the Company.

Throughout the year ended 31 March 2026, there have been change(s) in directorship at the Company level. For details, please refer to page 2 of this annual report. As disclosed in the announcement of the Company dated 30 January 2026, Mr. Han Ning has been appointed as an executive Director with effect from 30 January 2026. Mr. Han Ning obtained legal advice from a firm of solicitors qualified to advise on Hong Kong law as regards the requirements under the GEM Listing Rules that are applicable to him as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange on 29 January 2026. Mr. Han Ning has confirmed he understood his obligations as a director of a listed issuer.

CORPORATE GOVERNANCE REPORT

The overall management of the Company's business is vested in the Board which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All the Directors should make decisions objectively in the interests of the Company. The Board has full support from the executive Directors and the senior management of the Company to discharge its responsibilities.

The day-to-day management, administration and operation of the Company are delegated to the executive Directors and the senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the executive Director(s) and senior management. During the year under review, the Board also assumes the responsibilities of maintaining high standard of corporate governance, including, among others, developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring the training and continuous professional development of Directors and senior management, reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, developing, reviewing and monitoring the codes of conduct and compliance manual (if any) applicable to Directors and employees and reviewing the Company's compliance with the CG Code and the disclosures in this annual report. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective delivery of the Board functions. Executive Directors and independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee, the Nomination Committee and/or the Investment Committee (as defined under the paragraph headed "Board Committees" in this section subject to compliance with the GEM Listing Rules) as appropriate.

The Board has three independent non-executive Directors which complies with Rule 5.05(1) of the GEM Listing Rules. At least one of the independent non-executive Directors have appropriate professional qualifications or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules.

The independent non-executive Directors represent at least one-third of the Board in compliance with Rule 5.05A of the GEM Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules and therefore considers each of them to be independent within the meaning of Rule 5.09 of the GEM Listing Rules.

The biographical details of the Directors and senior management are set out in the section headed "Biographical Details of Directors and Senior Management" in this annual report. Save as disclosed in the section headed "Biographical Details of the Directors and Senior Management" in this annual report, each of the Board members has no financial, business, family or other material or relevant relationships with each other.

CORPORATE GOVERNANCE REPORT

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is responsible for the leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance. The Board is also responsible for implementing policies in relation to financial matters, which include risk management and internal controls and compliance, if applicable. In addition, the Board reviews the financial performance of the Group, approves investment proposals, nomination of Directors to the Board and appointment of key management personnel. These functions are carried out either directly by the Board or through Board committees such as the Audit Committee, Nomination Committee and Remuneration Committee.

All Directors are aware of their collective and individual responsibilities to the shareholders of the Company, the duties to act honestly and in good faith, in compliance with applicable laws and regulations and in the interests of the Company and its shareholders at all times and to avoid conflicts of interests. During the year ended 31 March 2026, in accordance with code provision D.1.2 of part 2 of the CG Code, all Directors are provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

All Directors have timely access to all relevant information as well as the advice and services of the company secretary and senior management, with a view to ensuring compliance with Board procedures and all applicable laws and regulations. Any Director may request for independent professional advice in appropriate circumstances at the Company's expense, upon reasonable request made to the Board.

MECHANISM ENSURING SUFFICIENT INDEPENDENT VIEWS TO THE BOARD

The Board recognises Board independence is critical to good corporate governance. The Company has put in place the mechanisms to ensure a strong independence element on the Board, which are summarised below:

Board Composition

The Board endeavours to ensure the appointment of at least three independent non-executive Directors and at least one-third of the Board members being independent non-executive Directors (or such higher threshold as may be required by the GEM Listing Rules from time to time).

Apart from complying with the requirements prescribed by the GEM Listing Rules as to the composition of certain Board committees, independent non-executive Directors will be appointed to other Board committees as far as practicable to ensure independent views are available.

Independence Assessment

The Nomination Committee (as defined below) shall strictly adhere to the nomination policy and the independence assessment criteria as set out in the GEM Listing Rules with regard to the nomination and appointment of independent non-executive Directors.

Each independent non-executive Director is also required to inform the Company as soon as practicable if there is any change in his/her own personal particulars that may materially affect his/her independence.

The Nomination Committee (as defined below) is mandated to assess annually the independence of all independent non-executive Directors by reference to the independence criteria as set out in the GEM Listing Rules to ensure that they can continually exercise independent judgement.

Decision Making

All Directors (including independent non-executive Directors) are entitled to seek further information and documentation from the management on the matters to be discussed at board meetings. They can also seek assistance from the Company's company secretary and, where necessary, independent advice from external professional advisers at the Company's expense.

Where a substantial shareholder or a Director has a material conflict of interest in a matter to be decided by the Board, the matter should be dealt with by a physical meeting rather than a written resolution. All Directors (including independent non-executive Directors) shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such Director or any of his/her close associates has a material interest. Independent non-executive Directors who, and whose close associates, have no material interest in the matter should be present at the board meeting.

The Board had made an annual review on the implementation of the abovementioned mechanisms and was of the view that the abovementioned mechanisms had been satisfactorily implemented.

ATTENDANCE RECORDS OF MEETINGS

The Board is scheduled to meet regularly at least four times a year, and Directors will receive at least 14 days prior written notice of such meetings in compliance with code provision C.5.3 of part 2 of the CG Code. The company secretary assists the Chairman to prepare the meeting notice and agenda. Each Director may include any item in the agenda. The agenda, accompanied by meeting papers with sufficient and reliable information, are sent to each Director at least 3 days before each Board meeting or committee meeting to enable the directors to make informed decisions on the matters to be discussed, except where a Board meeting or committee meeting is convened on a very urgent basis to consider any urgent ad hoc matter.

The company secretary is responsible for taking and keeping minutes of all Board meetings and committee meetings. Draft minutes will normally be circulated to Directors for comment within a reasonable time after each meeting and all records of Board meeting and committee meetings are open for Directors' inspection.

CORPORATE GOVERNANCE REPORT

Additional Board meetings will be convened, as and when required, to deal with ad hoc issues. Any Director who is not able to physically attend may participate at any Board meeting through means of a telephone or tele-conferencing or any other telecommunications facility, in accordance with the articles of association of the Company (the "**Articles**").

During the year ended 31 March 2026, the Board convened a total of 6 Board meetings in person or by means of electronic communication and an annual general meeting (the "**2025 AGM**") which was held on 5 September 2025. Attendance of each Director at the Board meetings and the 2025 AGM is set out below:

Name of Directors	Board Meeting Attended/Held	2025 AGM Attended/Held
Executive Directors		
Mr. Zhou Feng *(Chairman)*	6/6	1/1
Ms. Zhang Miao *(Chief Executive Officer)*	6/6	1/1
Mr. Han Ning *(Appointed with effect from 30 January 2026)*	1/1	–/–
Ms. Shen Wenchai *(Appointed with effect from 10 September 2024 and retired with effect from 5 September 2025)*	3/3	–/1
Independent non-executive Directors		
Mr. Ho Lik Kwan Luke	6/6	1/1
Mr. Lam Lap Sing	6/6	1/1
Ms. Lau Wai Hing	6/6	1/1

Apart from the Board meetings, the Chairman also held 1 meeting with the independent non-executive Directors without the presence of the other executive Directors during the year ended 31 March 2026.

The Company has put in place mechanism to ensure independent views and input are made available to the Board. This is achieved by giving directors access to external independent professional advice from legal advisers and auditors, as well as the full attendance of all independent non-executive Directors at all the meetings of the Board and its relevant committees held during the year ended 31 March 2026.

BOARD COMMITTEES

The Board has established four Board committees, namely the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**"), the nomination committee (the "**Nomination Committee**") and the investment committee (the "**Investment Committee**"). The written terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are available on the websites of the Stock Exchange and the Company.

CORPORATE GOVERNANCE REPORT

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

The Board is responsible for performing the corporate governance duties set out in the CG Code which include developing and reviewing the Company's policies and practices on corporate governance, reviewing and monitoring training and continuous professional development of Directors and senior management, reviewing the Company's policies and practices on compliance with legal and regulatory requirements, and reviewing the Company's compliance with the code provisions in the CG Code and disclosures in this corporate governance report.

AUDIT COMMITTEE

The Company established the Audit Committee pursuant to a resolution of the Directors passed on 21 July 2016 in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. Written terms of reference in compliance with code provision D.3.3 of part 2 of the CG Code have been adopted. Among other things, the primary duties of the Audit Committee are to make recommendations to the Board on appointment or reappointment and removal of external auditors; review and monitor the independence of the external auditors of the Group; review financial statements of our Company and judgements in respect of financial reporting; and review and oversee the effectiveness of the procedures of the financial control, risk management and internal control procedures of the Group. As at 31 March 2026 and the date of this annual report, the Audit Committee consists of three independent non-executive Directors, namely Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing. Mr. Ho Lik Kwan Luke is the chairman of the Audit Committee.

Pursuant to the terms of reference of the Audit Committee, meetings shall be held not less than twice a year and the external auditors may request a meeting if they consider that one is necessary. During the year ended 31 March 2026, the Audit Committee convened 3 committee meetings. The Audit Committee had reviewed the Group's annual results and annual report for the year ended 31 March 2025 and interim results for the six months ended 30 September 2025 and discussed internal controls, risk management and financial reporting matters. Attendance of each Audit Committee member is set out below:

Name of Directors	Audit Committee Meeting Attended/Held
Independent non-executive Directors	
Mr. Ho Lik Kwan Luke *(Chairman)*	3/3
Mr. Lam Lap Sing	3/3
Ms. Lau Wai Hing	3/3

CORPORATE GOVERNANCE REPORT

There is no disagreement between the Board and the Audit Committee regarding the selection and appointment of the Company's auditors. The Audit Committee is satisfied with their review of the auditors' remuneration, the independence of the auditors, HLB Hodgson Impey Cheng Limited ("**HLB**"), and recommended to the Board to re-appoint HLB as the Company's auditors for the year ending 31 March 2027, which is subject to the approval of shareholders at the forthcoming annual general meeting.

The Company's annual results and annual report for the year ended 31 March 2026 have been reviewed by the Audit Committee, which opined that applicable accounting standards and requirements have been complied with and that adequate disclosures have been made.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 21 July 2016 pursuant to a resolution in compliance with Rule 5.34 of the GEM Listing Rules with written terms of reference in compliance with code provision E.1.2 of part 2 of the CG Code.

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors, senior management and general staff of our Group and ensure that none of the Directors or any of their associates determine their own remuneration. As at 31 March 2026 and the date of this annual report, the Remuneration Committee consists of four members, namely Mr. Lam Lap Sing, Mr. Zhou Feng, Mr. Ho Lik Kwan Luke and Ms. Lau Wai Hing. Mr. Lam Lap Sing is the chairman of the Remuneration Committee.

During the year ended 31 March 2026, the Remuneration Committee convened 2 committee meetings. Attendance of each Remuneration Committee member is set out below:

Name of Directors	Remuneration Committee Meeting Attended/Held
Executive Director	
Mr. Zhou Feng	2/2
Independent non-executive Directors	
Mr. Lam Lap Sing *(Chairman)*	2/2
Mr. Ho Lik Kwan Luke	2/2
Ms. Lau Wai Hing	2/2

During the year ended 31 March 2026, the Remuneration Committee has assessed the performance of executive Directors and reviewed the remuneration and compensation packages of the executive Directors and the senior management with reference to, among other things, the market level of salaries paid by comparable companies, the respective responsibilities of the executive Directors and the senior management and the performance of the Group, approved the terms of the executive directors' service contracts, and reviewed or approved matters relating to share schemes under Chapter 23 of the GEM Listing Rules, and made recommendations to the Board regarding the remuneration packages of the executive Directors and senior management, in accordance with code provision E.1.2(c)(ii) of the CG Code adopted.

During the year ended 31 March 2026, there were no material matters relating to the Share Option Scheme which required review or approval by the Remuneration Committee.

REMUNERATION OF SENIOR MANAGEMENT BY BAND

The remuneration of the members of the senior management by band for the year ended 31 March 2026 is set out below:

Annual remuneration by band	Number of Members of senior management
Nil to HK$1,000,000	–

NOMINATION COMMITTEE

Our Company established the Nomination Committee on 21 July 2016 with written terms of reference in compliance with code provision B.3.1 of part 2 of the CG Code. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board annually; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to appointment or reappointment of directors. As at 31 March 2026 and the date of this annual report, the Nomination Committee consists of four members, namely Mr. Zhou Feng, Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing. Mr. Zhou Feng is the chairman of the Nomination Committee.

CORPORATE GOVERNANCE REPORT

During the year ended 31 March 2026, the Nomination Committee convened 2 committee meetings. Attendance of each Nomination Committee member is set out below:

Name of Directors	Nomination Committee Meeting Attended/Held
Executive Director	
Mr. Zhou Feng *(Chairman)*	2/2
Independent non-executive Directors	
Mr. Ho Lik Kwan Luke	2/2
Mr. Lam Lap Sing	2/2
Ms. Lau Wai Hing	2/2

During the year ended 31 March 2026, the Nomination Committee has made recommendation on the re-election by the Shareholders of three Directors at the 2025 AGM and the appointment of executive Director, reviewed the structure, size and composition of the Board and assessed the independence of the independent non-executive Directors.

Nomination policy

On 31 December 2018, the Nomination Committee recommended to the Board and the Board approved and adopted the nomination policy, a summary of which is set out below:

1. the Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and professional search firms. In addition, the Nomination Committee will consider director candidates properly submitted by the shareholders of the Company;

2. the evaluation of director candidates may include, without limitation, review of resume and job history, personal interviews, verification of professional and personal references and performance of background checks;

3. in considering candidates for director nominee, the Nomination Committee will take into account whether a candidate has the qualifications, skills and experience, gender diversity, etc. that can add to and complement the range of skills, experience and background of existing Directors;

4. the Nomination Committee considers that (i) the highest personal and professional ethics and integrity ; (ii) proven achievement and competence in the nominee's field and the ability to exercise sound business judgment; (iii) skills that are complementary to those of the existing Board; (iv) the ability to assist and support management and make significant contributions to the Company's success; and (v) an understanding of the fiduciary responsibilities that is required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities are at a minimum to be required of a director candidate in recommending to the Board potential new Director, or the continued service of existing Director; and

5. the independent non-executive director candidates should meet the "independence" criteria as required under the GEM Listing Rules and the composition of the Board is in conformity with the provisions of the GEM Listing Rules.

To ensure that the nomination policy continues to be implemented smoothly in practice, during the year under review, the Nomination Committee has reviewed the policy having regard to the regulatory requirements, good corporate governance practice and the expectations of the Shareholders and other stakeholders of the Company.

Board diversity policy

The Board had reviewed the implementation and effectiveness of the board diversity policy (the "**Board Diversity Policy**") and was of the view that the Board Diversity Policy and its implementation was sufficient and effective.

The Company is conscious of maintaining Board diversity with an appropriate level of female members on the Board, which shall not be less than one female member and may further increase in the next five years. As at 31 March 2026 and the date of this annual report, the Board comprised two female Board members (i.e. Ms. Zhang Miao and Ms. Lau Wai Hing), in which female representation on the Board is approximately 33.3%. Along with relevant measures, such as establishing a board succession plan and maintaining talent pool for potential board candidates, the Company aims at maintaining at least the current level of female representation on the Board, and achieving a 50:50 gender diversity on the Board in short to medium term (i.e. within five years).

The Nomination Committee is responsible for reviewing the implementation of the Board Diversity Policy at least annually and make recommendation on any proposed changes to the Board for the Board's review and approval to ensure its continued appropriateness and effectiveness. On 31 December 2018, the Nomination Committee recommended to the Board and the Board approved and adopted an updated Board Diversity Policy, a summary of which is set out below:

1. the Company is committed to equality of opportunity in all aspects of its business and does not discriminate on the grounds of race, gender, disability, nationality, religious or philosophical belief, age, sexual orientation, family status or any other factor; and

2. the Company believes that a diversity of perspectives can be achieved through consideration of a number of factors, including skills, regional and industry experience, professional experience, background, education, race, gender, age, culture and other qualities etc.

For recruiting potential successors to the Board to achieve Board diversity including gender diversity, the Board has prepared a list of desirable skills, experience, qualifications, gender or perspectives which the candidate should have. If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

CORPORATE GOVERNANCE REPORT

Workforce Diversity

The Group strictly adheres to fair and appropriate employment practices and labour standards. With an anti-discriminatory and equal-opportunity policy in place, the Group provides job applicants and employees with equal opportunities of employment and promotion, and prohibits all forms of discrimination on gender, religion, race, disability or age.

As at 31 March 2026, the Group had a total of 12 staff members (excluding Directors). The gender composition of the staff members (excluding Directors) was approximately 58.3% male staff members and 41.7% female staff members.

The Group will continue to take gender diversity into consideration during recruitment and increase the female proportion at all levels over time with the ultimate goal of achieving gender diversity, such that there is a pipeline of female senior management and potential successors to the Board in the future.

INVESTMENT COMMITTEE

Our Company established the Investment Committee on 23 May 2017. The primary duties of the Investment Committee are to establish the Group's investment policies and strategies; controlling the day-to-day investment activities and associated financing activities; executing investment transactions in accordance with the treasury policies of the Group; managing the investment portfolio within approved policies, parameters and limits; preparing regular investment portfolio reports; maintaining business relationships with external investment managers, banks and broker firms; monitoring the investment regularly to ensure the investment does not exceed the investment cap in accordance with the treasury policies of the Group and reporting the same in a monthly report to the Board; and monitoring the investment activities to ensure compliance with the treasury policies of the Group and any other statutory and regulatory requirements, including the GEM Listing Rules. As at 31 March 2026 and the date of this annual report, the Investment Committee consists of two members, namely Mr. Zhou Feng and Mr. Ng Shing Kin, Mr. Zhou Feng is the chairman of the Investment Committee.

During the year ended 31 March 2026, the Investment Committee convened nil committee meetings. Attendance of each Investment Committee member is set out below:

Name of Director and Company Secretary	Investment Committee Meeting Attended/Held
Executive Director	
Mr. Zhou Feng *(Chairman)*	–/–
Company Secretary	
Mr. Ng Shing Kin	–/–

TERMS OF APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of our executive Directors has entered into a service contract with our Company and each of our independent non-executive Directors has entered into a letter of appointment with our Company for an initial fixed term of three years and renewable automatically for successive terms of three years. All service contracts and letters of appointment entered into by each of our executive Directors and independent non-executive Directors are terminable by giving at least one month's notice (for executive Directors) or two months' notice (for independent non-executive Directors) and subject to termination provisions therein and provisions on retirement by rotation and re-election in accordance with the Articles and the GEM Listing Rules.

The Company has taken out Directors and officers liability insurance to cover the liabilities arising out of the legal action against the Directors in the course of their performance of directors' roles functions.

According to the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which any Director retires may fill the vacated office by electing a like number of persons to be Directors. In addition, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and be eligible for re-election at such meeting.

Accordingly, Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning shall retire from their office at the upcoming annual general meeting of the Company, and being eligible, offer themselves for re-election at the upcoming annual general meeting of the Company.

Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the GEM Listing Rules.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning to the Board for it to recommend to Shareholders for re-election at the upcoming annual general meeting of the Company. The nominations were made in accordance with the terms of reference of the Nomination Committee and the objective criteria (including without limitation skills, experience, knowledge, expertise, culture, independence, age and gender), with due regard for the benefits of diversity, as set out under the Board Diversity Policy of the Company. The Nomination Committee had also taken into account the respective contributions of Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning to the Board and their firm commitment to their roles. As a good corporate governance practice, each of Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning had abstained from voting at the Board meeting on their respective nominations for re-election by Shareholders. Each of Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning does not have any service contract or appointment letter with any member of the Group that are not determinable by the Group within one year without compensation (other than statutory compensation). Particulars of the Directors subject to rotation and re-election will be set out in the circular to Shareholders to be sent together with this annual report and posted on the websites of the Stock Exchange and the Company.

CORPORATE GOVERNANCE REPORT

DIVIDEND POLICY

On 31 December 2018, the Board has adopted a dividend policy, the details of which are as follows:

1. The Company considers stable and sustainable returns to the shareholders of the Company to be its goal and endeavours to maintain a dividend policy to achieve such goal. In deciding whether to propose a dividend and in determining the dividend amount, the Board would take into account the Group's results of operations, earnings performance, cashflows, financial condition, future prospects, as well as statutory and regulatory restrictions on the payment of dividends, and other factors that the Board may consider relevant.

2. Whilst the Board will review from time to time for determination on proposed dividend with the above factors taken into account, there can be no assurance that dividends will be declared or paid in any particular amount for any given period.

CONTINUOUS PROFESSIONAL DEVELOPMENT

Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

The Directors are aware of and have complied with the requirement under the paragraph C.1.4 of part 2 of the CG Code regarding continuous professional development by participating in various relevant continuous professional training. During the year under review, the Directors, namely Mr. Zhou Feng, Ms. Zhang Miao, Mr. Han Ning, Mr. Ho Lik Kwan Luke, Mr. Lam Lap Sing and Ms. Lau Wai Hing, had reviewed reading materials related to corporate governance and regulations that were provided to them concerning the latest developments in corporate governance practices and relevant legal and regulatory developments.

DEED OF NON-COMPETITION

Each of the executive Directors (including Mr. Zhou Feng, being a controlling shareholder of the Company) has undertaken in his/her service contract, among other things, not to carry on, participate or engage in any business which is in competition with or similar to the business of the Group. Each of the executive Directors confirms that he/she and his/her close associates had complied with the non-competition undertakings as set out in their respective service contracts from the date of the service contract during the year ended 31 March 2026.

The independent non-executive Directors have reviewed the status of compliance and confirmed that all the above undertakings have been complied with and duly enforced during the year under review and up to the date of this annual report.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group that gives a true and fair view of the state of affairs of the Group. The Directors aim to present a balanced and understandable assessment of the Group's position and prospects with timely publication of the financial statements of the Group. The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

The responsibility of the external auditors is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. The statements by external auditors, HLB, about their reporting responsibility on the consolidated financial statements of the Group are set out in the independent auditor's report included in this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility of reviewing the effectiveness of the Group's risk management and internal control systems and conducts a review on an annual basis. The risk management process includes risk identification, risk evaluation, risk management and risk control and review.

The management is entrusted with duties to identify, analyze, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority.

During the year under review, the Audit Committee and the Board have conducted an annual review of the adequacy and effectiveness of the implemented risk management and internal control systems and procedures, including areas covering financial, operational, compliance and risk management functions. The systems are implemented to minimise the risk to which the Group is exposed and is used as a management tool for the day-to-day operation of business. The systems can only provide reasonable but not absolute assurance against misstatement or losses. The Board was satisfied with the adequacy and effectiveness of the risk management and internal control systems.

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Group and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

CORPORATE GOVERNANCE REPORT

The Group has engaged Now Consulting Limited, an external independent professional consultant, to conduct independent internal control review for the year ended 31 March 2026 and the scope of review covered the following aspects: (1) control environment and risk management, (2) inventory management and (3) cash and treasury management. The internal control review has been completed and certain internal control deficiencies were identified. Up to the date of this annual report, the Company has agreed to adopt the remedial measures (as below mentioned) recommended by the external independent professional. For instance,

(a) Update the internal control manual to incorporate the requirements of the newly adopted CG Code, which became effective on 1 July 2025;

(b) Strengthen the warehouse record-keeping procedure by adopting an appropriate warehousing system to maintain records and to prohibit manual office record-keeping, thereby preventing manual record-keeping errors;

(c) Ensure compliance with the current policy requirements for cash budgets and actual-versus-budget variance reports by confirming that the documents are duly signed by management and dated.

For the year ended 31 March 2026, the Board considered the Group's internal control system as adequate and effective and that the Company has complied with the code provisions on internal control of the CG Code, save for the lack of an internal audit function as described above.

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

With respect to procedures and internal controls for the handling and dissemination of inside information, the Company is aware of its relevant obligations under the SFO and the GEM Listing Rules. The Group adopts and implements an information disclosure policy and procedures in order to protect inside information from unauthorised and inaccurate disclosure.

The Group has strictly prohibited unauthorised use of confidential or inside information. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Chairman and the chief executive officer to decide on the need for disclosure. The Audit Committee regularly reviews and assesses the effectiveness of the information disclosure policy and procedures and proposes recommendations to the Board.

AUDITORS' REMUNERATION

During the year under review, HLB (including its affiliates) provided audit services to the Group. The remuneration for the audit services provided by HLB (including its affiliates) to the Group during the year ended 31 March 2026 was approximately as follows:

Type of Services	Amount HK$'000
Audit services	600
Total	600

COMPANY SECRETARY

Mr. Ng Shing Kin (吳成堅), aged 45, is the Group's company secretary of the Company. He has joined the Group since November 2015. Since January 2024, he has served as the company secretary under an external professional services contract of Redford Business Advisory Services Limited ("**Redford**"). Mr. Ng is a director of Redford. The primary contact person of Mr. Ng is Mr. Zhou Feng, the Chairman of the Board and an executive Director. Mr. Ng, as the company secretary, should report to the Chairman of the Board and the Chief Executive Officer of the Company.

Mr. Ng Shing Kin obtained an honours diploma in business administration from the Hong Kong Shue Yan College in July 2005 and a master's degree of business administration from The University of Louisiana at Monroe in Hong Kong in May 2007. Mr. Ng Shing Kin further obtained a postgraduate diploma in professional accounting from the Hong Kong Baptist University in November 2007. Mr. Ng Shing Kin was granted the designation of financial risk manager by the Global Association of Risk Professionals (FRM®) in July 2008, and was admitted as a member of the HKICPA in January 2012. He was admitted as a member The Institute of Chartered Accountants in England and Wales in June 2020, a member of Associate of Chartered Certified Accountants in July 2020, a member of the Chartered Institute of Management Accountants in August 2023 and a member of ESG Certified Professional (ESGCP®) by The Chamber of Hong Kong Listed Companies in December 2024. Mr. Ng is currently a practicing certified public accountant in Hong Kong.

CORPORATE GOVERNANCE REPORT

Prior to joining the Group in November 2015, Mr. Ng Shing Kin worked at an international audit firm from August 2008 to December 2013. From December 2013 to October 2015, he worked in PricewaterhouseCoopers Limited as a senior associate. Since February 2019, he has been working as the company secretary of Ying Hai Group Holdings Company Limited (stock code: 8668), the shares of which are listed on GEM of the Stock Exchange. From June 2019 to June 2026, he was an independent non-executive director of WMCH Global Investment Limited (stock code: 8208), the shares of which are listed on GEM of the Stock Exchange. From March 2021 to July 2021, he was the company secretary of WT Group Holdings Limited (stock code: 8422), the shares of which are listed on GEM of the Stock Exchange. From June 2021 to December 2023, he worked as the company secretary of Jiujiuwang Food International Limited (stock code: 1927), the shares of which are listed on the Main Board of the Stock Exchange. Since July 2022, he has been an independent non-executive director of Miko International Holdings Limited (stock code: 1247), the shares of which are listed on the Main Board of the Stock Exchange.

During the year ended 31 March 2026, Mr. Ng Shing Kin has undertaken more than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

COMPLIANCE OFFICER

Mr. Zhou Feng is the compliance officer of the Company. Please refer to the section headed "Biographical Details of Directors and Senior Management" in this annual report for Mr. Zhou Feng's biography.

INVESTOR RELATIONS

The Company is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to the shareholders and the investing public.

The Shareholders' Communication Policy

The Company has adopted a shareholders' communication policy, the details of which is summarised below:

Shareholders' Meetings

- The annual general meetings and other general meetings of the Company are the primary communication forum between the Company and the Shareholders. Shareholders are encouraged to participate in general meetings physically or to appoint proxies to attend and vote at such meetings for and on their behalf if they are unable to attend.

- Notices of the general meetings, related circulars and forms of proxy are provided within a prescribed time prior to the general meetings on Stock Exchange's website (www.hkexnews.hk) and the Company's website (http://www.jmfghl.com) and by post (upon request) to the Shareholders.

CORPORATE GOVERNANCE REPORT

- The Directors, in particular, the chairman of the Board committees or their delegates, appropriate senior executives and external auditors will attend the general meetings to answer the Shareholders' questions.

- The chairman of the general meetings will propose to vote the resolutions (except resolutions which relate purely to procedural or administrative matters) by poll in accordance with the Articles. Scrutineer will be appointed for the vote-taking at the general meetings and the voting results will be published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.jmfghl.com) subsequent to the close of the general meetings.

Corporate Communications

- The Company will send (by post or by electronic means as permitted by the Articles or the GEM Listing Rules) corporate communications of the Company, which include annual reports, interim reports, quarterly reports (if any), notices of shareholders' meeting, listing documents, circulars, and proxy forms, to the Shareholders.

- Shareholders are encouraged to provide their up-to-date contact details to the Hong Kong branch share registrar of the Company in order to facilitate timely and effective communications.

Company's Website

- The Company's website (www.jmfghl.com) provides the Shareholders with corporate information on the Group. It also provides information on corporate governance of the Group and the compositions and functions of the Board and the committees of the Board.

- In addition to the "Investor Relations" section in which corporate communications of the Company are posted as soon as practicable following their release on the Stock Exchange's website (www.hkexnews.hk), press releases and newsletters issued by the Company from time to time are also available on the Company's website to facilitate communication between the Company, Shareholders and investment community.

- Information on the Company's website is updated on a regular basis.

Share registration matters shall be handled for the Shareholders by the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Shareholders and stakeholders may at any time send their enquiries and concerns to the Board by addressing them to the contact details set out in the section headed "Enquiries to the Board" in this annual report.

CORPORATE GOVERNANCE REPORT

The Company highly values the view and comment by the Shareholders and relevant stakeholders to the Company and would invite the Shareholders and relevant stakeholders to communicate with the Company by employing the abovementioned means. In addition, the Company has reviewed and considered the Shareholders' communication policy and effectiveness of its implementation, including but not limited to: (a) whether timely announcements, notices, circulars and reports were published within the prescribed timelines; (b) monitoring the effectiveness of shareholders' communication by tracking the response rate to shareholders' enquiries and shareholders' feedback received through the corporate website under the "Contact Us" section; and (c) reviewing shareholders' feedback after the Q&A session at annual general meetings.

In view of the above, the Board considered that the Company's communication policy was effective for the year ended 31 March 2026.

CONSTITUTIONAL DOCUMENTS

At the 2025 annual general meeting on 5 September 2025, a special resolution was passed by the Shareholders to amend the then existing Second Amended and Restated Memorandum and Articles of Association of the Company. The Third Amended and Restated Memorandum and Articles of Association of the Company are available for viewing on the websites of the Stock Exchange and the Company. Save as disclosed above, there were no other changes were made to the constitutional documents of the Company during the year ended 31 March 2026.

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each issue at Shareholders' meetings, including the election of individual Directors.

All resolutions put forward at Shareholders' meetings will be voted on by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholder's meeting.

Pursuant to the Articles, any two or more Shareholders holding not less than one-tenth of the voting rights at general meetings on a one vote per Share basis in the share capital of the Company has statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by Shareholders by sending to the Board or the company secretary of the Company at the principal place of business of the Company in Hong Kong a written request for such general meeting duly signed by the Shareholders concerned together with the proposed agenda items and such meeting shall be held within three months of the deposit of such requisition. Shareholders also have the right to propose a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange.

Enquiries to the Board

Shareholders may at any time raise questions, provide comments and suggestions to the Directors and management of the Company and make a request for the Company's information to the extent such information is publicly available to the company secretary of the Company at the following contact details who is responsible for forwarding communications relating to matters within the Board and communication relating to ordinary business matters, such as suggestions, inquiries and consumer complaints, to the chief executive officer.

The contact details of the company secretary of the Company is set out below:

Address: Flat A, 8/F., Evernew Commercial Centre, 33 Pine Street, Tai Kok Tsui, Kowloon, Hong Kong
Website: www.jmfghl.com

Putting forward proposals at a general meeting

Shareholders are welcomed to put forward proposals relating to the operations and management of the Group to be discussed at Shareholders' meetings. The proposals shall be sent to the company secretary of the Company at the contact details as set out in the paragraph headed "Enquiries to the Board" by a written requisition. Shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in "Convening an extraordinary general meeting" above.

LOOKING FORWARD

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavors to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the CG Code.

REPORT OF DIRECTORS

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 March 2026.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 33 to the consolidated financial statements. The principal activities of the Group are catering and related business and sales and distribution of food and wine business in Hong Kong and the PRC, during the year ended 31 March 2026.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2026 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 90 to 91.

The Board resolved not to recommend payment of a final dividend for the year ended 31 March 2026 (2025: Nil).

BUSINESS REVIEW

A review and an analysis of the business of the Group, a discussion of the principal business risks and uncertainties faced by the Group and the future development of the Group's business are set out in the section headed "Chairman's Statement" and paragraphs headed "Business Review and Prospect", "Financial Review" and "Principal Risks and Uncertainties" in the section headed "Management Discussion and Analysis" in this annual report, respectively. Additionally, the financial risk management objectives and policies of the Company are disclosed in note 4 to the consolidated financial statements. These discussions form an integral part of this Report of Directors.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group has always encouraged environmental protection, strictly complied with environmental regulations and promoted environmental protection awareness among employees. The Group implements strict monitoring through the establishment of an ever-improving environmental management system. During the year ended 31 March 2026, the Group was in compliance, in all material respects, with the relevant environmental laws and regulations.

CONNECTED AND RELATED PARTY TRANSACTIONS

Details of material related party transactions undertaken in the normal course of business of the Group are set out in note 31 to the consolidated financial statements, certain of which constitute discloseable connected transactions under the GEM Listing Rules. These connected transactions have complied with the requirements under Chapter 20 of the GEM Listing Rules.

Pursuant to Chapter 20 of the GEM Listing Rules, the following transactions are connected transactions which are subject to the disclosure requirements under Chapter 20 of the GEM Listing Rules.

The Framework Agreement

Reference is made to the announcement of the Company dated 1 November 2024 in relation to the provision of platform (the "**Platform**") services (the "**Platform Services**") by Nanjing Zerui Longxiang Supply Chain Management Co., Ltd.* (南京澤瑞龍祥供應鏈管理有限公司), a limited liability company established in the PRC ("**Zerui Longxiang**") to the Group in connection with the sales and distribution of the Group's products on the Platform under a framework agreement (the "**Framework Agreement**") dated 1 November 2024 between the Company and Zerui Longxiang expiring on 31 March 2027. Under the Framework Agreement, Zerui Longxiang charges the Group fees for the Platform Services (the "**Services Fees**") of 5% of the total transaction amount of the Group's products sold through the Platform on a monthly basis, which shall be settled by the Group on a quarterly basis ("**CCT**"). At the material times, as the equity interest of Zerui Longxiang was held as to approximately 65.46% by Ms. Zhang Miao (an executive Director and a controlling shareholder of the Company), approximately 33.88% by Mr. Qu Peng (a son of Ms. Zhang Miao) and approximately 0.66% by Mr. Zhang Da (a nephew of Ms. Zhang Miao). Zerui Longxiang was a connected person of the Company under the GEM Listing Rules. The transactions under the Framework Agreement thereunder constituted continuing connected transactions for the Company under the GEM Listing Rules.

As set out in the announcements of the Company dated 26 July 2025 and 30 September 2025, the acquisition of 55% equity interest in Zerui Longxiang has been formally completed on 24 September 2025 and has become a non-wholly owned indirect subsidiary of the Company. As a result, Zerui Longxiang ceased to be a connected person of the Company on or after 24 September 2025, and accordingly, the transactions contemplated under the Framework Agreement no longer constitute continuing connected transactions of the Company thereafter.

Pursuant to the Framework Agreement, the annual caps of the Services Fee for the years ended 31 March 2025 and 2026 are approximately HK$1,650,000 and HK$3,959,000, respectively. During the year ended 31 March 2026, the Services Fees recorded amounted to approximately HK$76,000, which was within the annual cap for the year.

The above annual caps were determined based on the estimated sales of food products and wine products of the Group through the Platform. For the estimated sales of food products, the Group has taken into account:

(a) estimated number of active users on the Platform, which reference to (i) estimated number of registered users on the Platform; (ii) user engagement rate; and (iii) the expected increase in number of registered users for the initial stage of launch of the Platform. In particular, Zerui Longxiang obtained the Internet Culture Business Licence in January 2025 so that Zerui Longxiang is able to increase its marketing initiatives for products sold through the Platform by employing live streaming marketing strategies and applying AI technologies and digital live streaming technology;

* *For identification purposes only*

REPORT OF DIRECTORS

(b) estimated monthly spending per active user on the Platform, with reference to (i) the average monthly disposable income of the target users; (ii) the average proportion of spending on food and beverage; and (iii) the average proportion of online spending for online registered users; and

(c) estimated sales of food products on the Platform, with reference to (i) estimated number of active users (see (a) above); (ii) estimated monthly spending per active user (see (b) above); and (iii) the number of months of sales during the year from the commencement of the Framework Agreement (i.e. five, 12 and 12 months of sales for the years ending 31 March 2025, 2026 and 2027, respectively).

For the estimated sales of wine products, the Group has taken into account the historical transaction amount for wine business and the expected growth in this segment. The Group historically engaged in sales and distribution of wine products through organisation of sales and promotion events. For the year ended 31 March 2025, the Group expected to adopt a similar marketing approach, and the expected revenue from sales and distribution of wine for the year ended 31 March 2025 represents the actual audited revenue from the same business during the year ended 31 March 2024. For the year ended 31 March 2026, an expected growth rate of 50% was applied in estimating the revenue to be generated during the year.

As set out above, the CCT ceased to be continuing connected transactions for the Company as at 31 March 2026.

Confirmation of Independent Non-executive Directors

The independent non-executive Directors have reviewed CCT during the year ended 31 March 2026, and confirmed that CCT has been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Confirmation of the Company's auditors

The auditors of the Company has confirmed that nothing has come to their attention that causes them to believe that CCT (i) has not been approved by the Board; (ii) was not, in all material respects, in accordance with the pricing policies of the Group (if applicable); (iii) was not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; or (iv) has exceeded the cap.

DONATIONS

No donation had been made by the Group for the year ended 31 March 2026 (2025: approximately HK$42,000).

REPORT OF DIRECTORS

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 March 2026 are set out in note 16 to the consolidated financial statements.

RESERVES

Details of movements in reserves of the Group and the Company during the year ended 31 March 2026 are set out in the consolidated statement of changes in equity on page 94 and note 30(b) to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

There was no distributable reserves of the Company as at 31 March 2026, calculated under Part 6 of the Companies Ordinance (Cap. 622 of the laws of Hong Kong) (as at 31 March 2025: Nil).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association and the laws of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares. Intending holders and investors of the Company's shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications (including tax relief) of subscribing for, purchasing, holding, disposing of or dealing in shares. It is emphasised that none of the Company or its Directors or officers will accept any responsibility for any tax effect on, or liabilities of, holders of shares in the Company resulting from their subscription for, purchase, holding, disposal of or dealing in such shares.

EMPLOYEES AND REMUNERATION POLICIES

Remuneration of employees (excluding the Directors) is determined with reference to market terms and in accordance with the performance, qualification and experience of each individual employee. The Remuneration Committee reviews and determines the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, time devoted to the Group and the performance of the Group. As incentives or rewards for their contribution to our Group, the Group has adopted the Share Option Scheme (as defined below) and may grant options under the Share Option Scheme (as defined below) to reward its employees, the Directors and other selected participants for their contributions to the Group.

REPORT OF DIRECTORS

The Directors are of the view that employees are one of the keys to the sustainable development of the Group. Our Directors believe that our Group maintains good working relations with its employees.

Employees are regarded as the most important and valuable assets of the Group. We provide various types of trainings to our employees, including (i) conducting in-house continuous professional development seminars; and (ii) provision of safety training programme to staff to enhance their safety awareness.

RETIREMENT SCHEME

The Group participates in the MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance. The employees of the Group's subsidiaries in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. For further details, please refer to the paragraph headed "Retirement Benefit Scheme" in the section headed "Management Discussion and Analysis" in this annual report. Save for the aforesaid, the Group did not participate in any other pension schemes during the year ended 31 March 2026.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme (as defined below), the Company did not enter into any equity-linked agreement during the year ended 31 March 2026 or subsisted at the end of the year.

FINANCIAL SUMMARY

A summary of the Group's results and financial position is set out on page 164 of this annual report.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company (including sale of treasury shares, if any) during the year ended 31 March 2026.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The environmental policies and performance of the Group for the year ended 31 March 2026 is set out in the section headed "Environmental, Social & Governance Report" on pages 58 to 83 of this annual report.

REPORT OF DIRECTORS

SHARE OPTION SCHEME

The share option scheme (the "**Share Option Scheme**") was conditionally adopted by a written resolution of the then sole shareholder passed on 21 July 2016. The key terms of the Share Option Scheme are as follows:

1. Purpose

The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. The Directors consider the Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group.

2. Qualifying participants

The Directors may, at its absolute discretion, invite any person belonging to any of the following classes of participants (the "**Eligible Participants**"), to take up options to subscribe for Shares:

(i) any employee (whether full-time or part-time, including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries (the "**Subsidiaries**") or any entity (the "**Invested Entity**") in which the Group holds an equity interest (the "**Eligible Employee**");

(ii) any non-executive directors (including independent non-executive directors) of the Company, any Subsidiaries or any Invested Entity;

(iii) any supplier of goods or services to any member of the Group or any Invested Entity;

(iv) any customer of any member of the Group or any Invested Entity;

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

(vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;

(vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and

(viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

REPORT OF DIRECTORS

The eligibility of any of the above class of participants to the grant of any option shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution to the development and growth of the Group.

3. Maximum number of the Shares

(i) The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group shall not exceed 30% of the issued share capital of the Company from time to time.

(ii) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Group) to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10.0% of the Shares in issue as at the Listing Date (i.e. not exceeding 200,000,000 Shares) (the "**General Scheme Limit**").

(iii) Subject to (i) above but without prejudice to (iv) below, the Company may issue a circular to its Shareholders and seek approval of its Shareholders in general meeting to refresh the General Scheme Limit provided that 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 share options scheme of our Group shall not exceed 10.0% of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option scheme of the Group) previously granted under the Share Option Scheme and any other share option scheme of the Group will not be counted. The circular sent by the Company to its Shareholders shall contain, among other information, the information required under the GEM Listing Rules.

(iv) Subject to (i) above and without prejudice to (iii) above, the Company may seek separate Shareholders' approval in general meeting to grant options beyond the General Scheme Limit or, if applicable, the refreshed limit referred to in (iii) above to Eligible Participants specifically identified by our Company before such approval is sought. In such event, the Company must send a circular to its Shareholders containing a general description of the specified participants, the number and terms of options to be granted, the purpose of granting options to the specified participants with an explanation as to how the terms of the options serve such purpose and such other information required under the GEM Listing Rules.

4. Limit for each participant

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of our Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1.0% of the issued share capital of the Company for the time being (the "**Individual Limit**"). Any further grant of options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant shall be subject to the issue of a circular to the Shareholders and the Shareholders' approval in general meeting of the Company with such participant and his close associates (or his associates, if such participant is a connected person) abstaining from voting. The number and terms (including the exercise price) of options to be granted to such participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under Rule 23.03E of the GEM Listing Rules.

5. Exercise of an option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

6. Acceptance and payment on acceptance

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. A consideration of HK$1.0 is payable on acceptance of the grant of an option.

7. Subscription price

The subscription price per Share under the Share Option Scheme will be a price determined by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a Business Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations for the five Business Days immediately preceding the date of grant; and (iii) the nominal value of a Share on the date of grant.

8. Remaining life of the scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on 21 July 2016. As at 31 March 2026, the remaining life of the Share Option Scheme was approximately 4 months.

As at 1 April 2025, 31 March 2026 and the date of this annual report, the number of share options available for grant under the Share Option Scheme were 140,000,000, representing approximately 5.30% of the issued Shares as at the date of this annual report. No awards or options had been granted, agreed to be granted, exercised, vested, forfeited, cancelled or lapsed under the Share Option Scheme during the year ended 31 March 2026 and up to the date of this annual report.

REPORT OF DIRECTORS

DIRECTORS

The Directors during the year under review and up to the date of this annual report were:

Executive Directors
Mr. Zhou Feng *(Chairman)*
Ms. Zhang Miao *(Chief Executive Officer)*
Mr. Han Ning *(Appointed with effect from 30 January 2026)*
Ms. Shen Wenchai *(Retired with effect from 5 September 2025)*

Independent non-executive Directors
Mr. Ho Lik Kwan Luke
Mr. Lam Lap Sing
Ms. Lau Wai Hing

In accordance with Articles 16.2 and 16.18 of the Articles of Association, Mr. Zhou Feng, Ms. Zhang Miao and Mr. Han Ning shall retire from office at the upcoming annual general meeting of the Company. All of the said Directors shall be eligible for re-election.

The Company received an annual confirmation of independence from each of the INEDs as required under Rule 5.09 of the GEM Listing Rules. The Company considered all INEDs to be independent.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years. The term of service shall be renewable automatically for successive terms of three years on the expiry of such initial term, unless terminated by either party thereto giving at least one month's written notice before the expiry of the then existing term.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for an initial fixed term of three years. The term of service shall be renewable automatically for successive terms of three years on the expiry of such initial term unless terminated by either party thereto giving at least two months' written notice before the expiry of the then existing term.

There is no director's service contract with the Company or any of its subsidiaries which is not determinable by the Company or its subsidiaries within one year without payment of compensation (other than statutory compensation) as at 31 March 2026.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 March 2026 and up to the date of this annual report was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any body corporate and none of the Directors, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the year.

MANAGEMENT CONTRACT

Save for the service contracts of the executive Directors, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 March 2026.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in the paragraph headed "Connected and Related Party Transactions" in this section and in note 31 to the consolidated financial statements, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries, fellow subsidiaries or parent company was a party and in which a Director or his or her connected entity had, directly or indirectly, a material interest subsisted at any time during the year ended 31 March 2026.

CONTRACTS BETWEEN THE COMPANY AND ITS CONTROLLING SHAREHOLDERS

Save as disclosed in the paragraph headed "Connected and Related Party Transactions" in this section and in note 31 to the consolidated financial statements, no contract of significance, whether for provision of service or otherwise, was entered into between the Company or any of its subsidiaries and the controlling Shareholders or any of the controlling Shareholders' subsidiaries subsisted at any time during the year ended 31 March 2026.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management of the Company are set out in the section headed "Biographical Details of Directors and Senior Management" in this annual report.

REPORT OF DIRECTORS

THE INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND THE CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 March 2026, 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 corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**")) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares

Name of Director	Capacity	Number of ordinary Shares interested	Percentage of shareholding
Mr. Zhou Feng	Interest of controlled corporation *(Note 1)*	1,480,560,000	56.01%
	Beneficial owner *(Note 2)*	398,980,000	15.09%
Ms. Zhang Miao	Interest of spouse *(Note 3)*	1,879,540,000	71.10%

Notes:

1. 1,480,560,000 Shares are held by Sky Shield Investment Limited, a company incorporated in the British Virgin Islands. Mr. Zhou Feng is the sole legal and beneficial owner of Sky Shield Investment Limited. Therefore, Mr. Zhou Feng is deemed to be interested in all the Shares held by Sky Shield Investment Limited for the purpose of the SFO. Mr. Zhou Feng is also the sole director of Sky Shield Investment Limited.

2. 398,980,000 Shares are held by Mr. Zhou Feng in his own name.

3. Ms. Zhang Miao is the spouse of Mr. Zhou Feng. She is deemed to be interested in all the Shares in which Mr. Zhou Feng is interested or deemed to be interested under the SFO.

Long positions in the shares of associated corporation

Name of Director	Name of associated corporation	Capacity	Number of ordinary shares interested	Percentage of shareholding
Mr. Zhou Feng	Sky Shield Investment Limited	Beneficial owner	100	100%

Save as disclosed above and so far as is known to the Directors, as at 31 March 2026, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

THE INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 March 2026 and so far as is known to the Directors, the following persons (other than the Directors or chief executive of the Company) had interests and short positions in the Shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or as recorded in the register of the Company required to be kept under Section 336 of the SFO were as follows:

Name of shareholders	Capacity	Number of ordinary Shares interested	Percentage of shareholding
Sky Shield Investment Limited	Beneficial owner *(note 1)*	1,480,560,000	56.01%

Note:

1. Sky Shield Investment Limited is a company incorporated in the British Virgin Islands and Mr. Zhou Feng is the sole legal and beneficial owner of Sky Shield Investment Limited. Therefore, Mr. Zhou Feng is deemed to be interested in all the Shares held by Sky Shield Investment Limited for the purposes of the SFO. Mr. Zhou Feng is also the sole director of Sky Shield Investment Limited.

Save as disclosed above, as at 31 March 2026, the Directors were not aware of any interests or short positions of any persons (other than the Directors or chief executive of the Company) in the Shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company to be kept under Section 336 of the SFO.

REPORT OF DIRECTORS

EMOLUMENTS OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 11 and 12 to the consolidated financial statements, respectively.

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Upon specific enquiry by the Company and following confirmations from the Directors, save as disclosed in the section headed "Biographical Details of Directors and Senior Management" and note 11 to the consolidated financial statements in this annual report, there was no change in the information of the Directors required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules during the year under review.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and has been in force since 8 August 2016. The Company has taken out and maintained appropriate insurance coverage in respect of potential legal actions against its Directors in the execution and discharge of his or her duties or in relation thereto.

MAJOR SUPPLIERS AND CUSTOMERS

The Group's five largest customers together accounted for approximately 76.7% (2025: approximately 88.7%) of the Group's total sales for the year ended 31 March 2026. The largest customer accounted for approximately 24.7% (2025: approximately 51.9%) of the total sales of the Group for the year ended 31 March 2026.

The Group's five largest suppliers together accounted for approximately 95.1% (2025: approximately 75.9%) of the Group's total purchases for the year ended 31 March 2026. The largest supplier accounted for approximately 86.5% (2025: 51.0%) of the total purchases of the Group for the year ended 31 March 2026.

None of the Directors, their respective close associates, or any Shareholder (which, to the best knowledge of the Directors, own more than 5% of the Company's issued Shares (excluding treasury shares, if any)) had any interest in the major customers or suppliers of the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares as required under the GEM Listing Rules throughout the year ended 31 March 2026 and up to the date of this annual report.

REPORT OF DIRECTORS

COMPETING BUSINESS

Save as disclosed in the Prospectus and this annual report, the Directors are not aware of any business or interest of the Directors or the controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group during the year ended 31 March 2026.

RELATIONSHIP WITH MAJOR STAKEHOLDERS

The Directors are of the view that customers and business partners are one of the keys to the sustainable development of the Group. Our Directors believe that our Group maintains good working relations with its business partners and it endeavours to improving the quality of services to the customers.

The Group stays connected with its customers and suppliers and has ongoing communication with the customers and suppliers through various channels such as telephone, electronic mails and physical meetings to obtain their feedback and suggestions. The Group understands the importance of maintaining a good relationship with its suppliers, customers and other stakeholders to meet its short-term and long-term goals.

Key Relationships with stakeholders

Employees

The Group respects its employees and endeavours to provide better working conditions for its employees. In accordance with the requirements of the Employment Ordinance (Cap. 57 of the laws of Hong Kong), the Company provides and maintains statutory benefits for its staff, including but not limited to mandatory provident fund and statutory holidays.

The Group has also established policies for remuneration of employees so as to provide fair remuneration packages for the employees under the systemic remuneration management. The Group provides equal opportunity for employees in respect of promotion, appraisal, training, development and other aspects and to build up a sound career platform for employees.

Customers

The Group values comments from its customers, and it aims to improve continuously. Feedbacks and comments are regularly reviewed, and complaints are promptly and fairly investigated and resolved. As a result, the Group has earned trusted relationships with its broad customer base through providing excellent customer services.

Customer complaints shall be mainly handled by the manager, as reasonable resolution shall be offered immediately where possible, which includes improvement on the flavour of particular ordered dishes in accordance with the customers’ expectations, or to offer to exchange the unsatisfactory dish for another dish to customers if necessary.

REPORT OF DIRECTORS

The manager shall also be responsible for handling complaints toward the service quality of a particular employee, and proper response shall be offered to the customer. Details shall be collected and recorded for internal review by the senior management and Directors for future improvement.

Suppliers

The Group works with the suppliers with the same objectives and develops mutually-successful working relationships with the key suppliers. The Group strictly follows its policy, which is constructed under the Group's corporate culture and professional standard for the selection of suppliers and purchasing process. Although the cost of purchase is a major consideration in selecting suppliers, the Group would also consider the suppliers' corporate social responsibility performances, which include the suppliers' performances on the aspects of legal and regulatory compliance and business ethics etc.

During the year ended 31 March 2026, there was no material or significant dispute between the Group and its suppliers, customers and/or other stakeholders.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Directors are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 March 2026, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Tuesday, 1 September 2026 to Friday, 4 September 2026, both days inclusive, during which period no transfer of the Shares will be registered. Shareholders are reminded to ensure that all completed Share transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 31 August 2026. The record date for attending and voting at the annual general meeting is Friday, 4 September 2026.

ANNUAL GENERAL MEETING

The annual general meeting for 2026 will be held on 4 September 2026. A notice of meeting together with the circular for the annual general meeting will be despatched to the shareholders of the Company according to the articles of association of the Company and the GEM Listing Rules.

REPORT OF DIRECTORS

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in this annual report, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to 31 March 2026 and up to the date of this annual report.

AUDITORS

The consolidated financial statements have been audited by HLB who retire and, being eligible, offer themselves for reappointment. In the last three years preceding 31 March 2026, there has been no change in auditors of the Company.

AUDIT COMMITTEE

The Audit Committee, together with the management and external auditor of the Company, have reviewed the accounting principles and policies adopted by the Group, discussed internal controls and financial reporting matters and the audited consolidated financial statements for the year ended 31 March 2026.

On behalf of the Board
Zhou Feng
Chairman

Hong Kong, 30 June 2026

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

PREPARATION BASIS

Jin Mi Fang Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**" or "**We**") provides catering and related businesses and sales and distribution of food and wine business in Hong Kong and the People's Republic of China.

To ensure these long-term goals, the Group's senior management (including the Company's directors (the "**Directors**")) are committed to environment protection, being socially responsible, and are equipped with the strictest corporate governance. In pursuant to the requirements defined in the Environmental, Social and Governance Reporting Code ("**ESG Code**") in Appendix C2 to the GEM Listing Rules published by The Stock Exchange of Hong Kong Limited, the Group has prepared this 2025–2026 Environmental, Social and Governance (thereafter "**ESG**") report, disclosing its efforts in managing its ESG impacts from its principal operation activities. This ESG report covers two subject areas, namely environmental and social. Corporate Governance Report is presented in pages 22 to 41 of our Annual Report 2025/2026.

This report was prepared in alignment with the key reporting principles recommended in the ESG reporting code published by HKEx, including:

Materiality	The materiality of key ESG issues is assessed by the senior management members of the Group, including engagement of various internal and external stakeholders. The valuable input obtained from stakeholder engagement activities contributes to steering the Group's ESG management strategy. This is further discussed in the Materiality Assessment section of the report.
Quantitative	The calculation of key performance indicators (KPIs) are based on industry best practices. Where relevant, external reference sources have been utilized and have been documented in the corresponding sections of the report.
Balance	The report includes relevant business ESG activities and KPIs relevant to the Group's and are presented in a transparent manner to ensure accurate representation of ESG performance.
Consistency	The Group adopts a consistent set of methodology for quantification of KPIs whenever practicable to maximize comparability of our ESG performance over time.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

SCOPE OF REPORT

The scope of this ESG report covers the Group's initiatives on introducing the concept of ESG to its internal and external stakeholders, implementation of sustainable practices throughout the Group's daily operations and disclosing results as a year-end summary. It is also the intention of the management to provide an overview of the Group's direction in managing ESG related issues, driving for ESG initiatives throughout the Group, and communicating its ESG performance with stakeholders.

The reporting of key performance indicators (KPIs) provides a good representation of our ESG performance, which also helps the Group's performance tracking. The reporting approach, including quantification of KPIs, has remained the same compared to the Group's previous report to ensure consistency.

ESG REPORTING BOUNDARY AND PERIOD

The reporting boundary of this ESG report shall cover the operating activities of the Group from 1 April 2025 to 31 March 2026 ("**Reporting Period**").

STAKEHOLDER ENGAGEMENT & MATERIALITY IDENTIFICATION

The Group sets out below its efforts to minimise the negative impacts to the environment from its operations, promote employees' well-being and to contribute to the local community.

To ensure the full spectrum of the ESG aspects of the operation is covered in its sustainability strategy and to identify its related attributes for active management purpose, the Group has consulted both the internal and external stakeholders about its potential impacts. The Group understands and values the importance of maintaining a good relationship and mutual communication with stakeholders from all perspectives, and thus included a wide range of parties as consultation targets.

In addition, the Group engaged and commissioned a professional firm to assist the drafting of the ESG Report, and conducted a materiality analysis in the form of a management interview during the drafting process. Particular sustainability-related issues which are material to the Group were identified during the process, and results of which are disclosed in later part of this ESG Report.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

The below table presents key stakeholders of the Group as well as how the Group communicate with them through a variety of engagement channels during the Reporting Period.

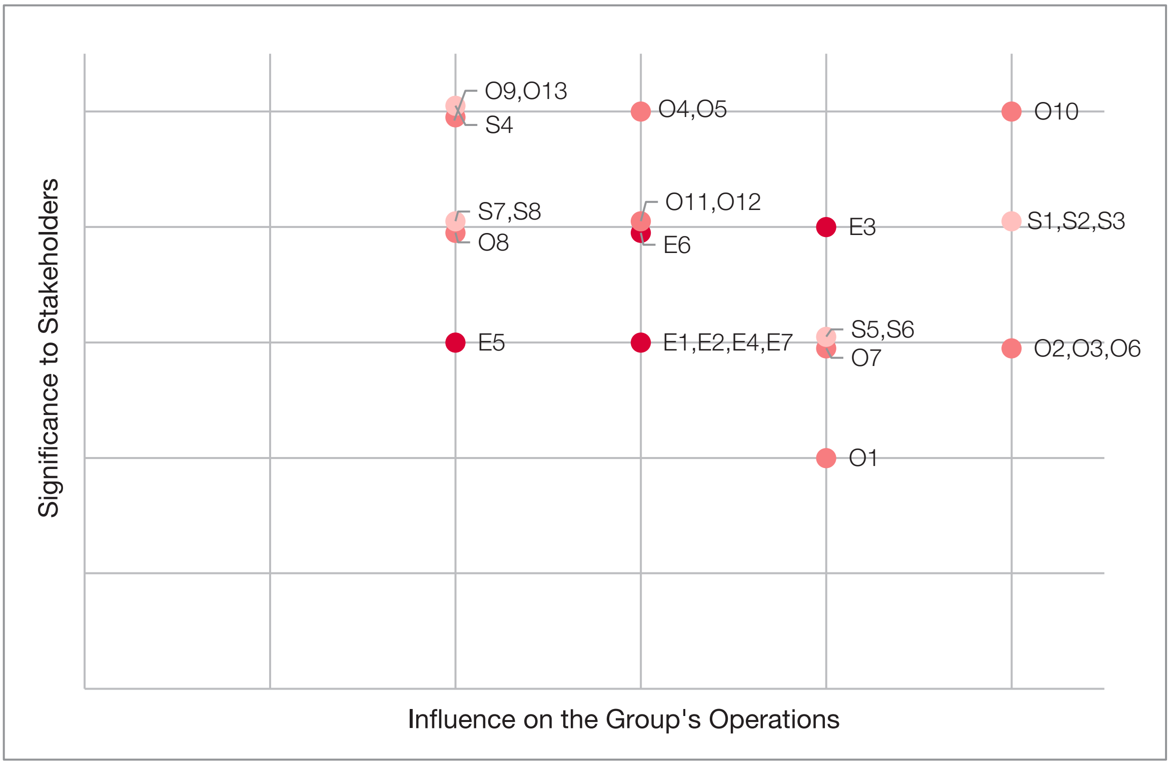
Stakeholders	Expectations and Concerns	Engagement Channels
Customers	Quality of products and services Customer rights protection	After sales services Feedback channels such as hotline and email
Employees	Staff salary and benefits Health and safety of working environment Training and career development	Training Performance review and interviews Internal announcements and publications Suggestion box
Suppliers	Fair procurement process Timely payment for supplied goods/services	Site visit
Shareholders	Corporate governance Business compliance Return on investment	Annual general meeting Annual, interim and quarterly reports Press releases and announcements Company website
Government and Regulatory Authorities	Compliance with laws and regulations Sustainable development	Supervision on compliance with relevant laws and regulations Routine reports Government grants and subsidies
Community	Community involvement Environmental protection awareness	Community activities Subsidies and charitable donations

Table 1. Engaged stakeholder list and methods

MATERIALITY ASSESSMENT

The Group performed a materiality assessment of various ESG topics to identify and evaluate the concerns and interests of the Group's internal and external stakeholders. The findings of the assessment are presented in a materiality matrix, as shown below:

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT



E1	Air Emission Management	O1	Anti-competitive Behaviour Management	S1	Child Labour and Forced Labour Management
E2	Energy Management	O2	Anti-Corruption	S2	Community Relations
E3	Environmental Compliance	O3	Anti-discrimination	S3	Diversity and Equal Opportunity
E4	Greenhouse Gases Management	O4	Company profitability	S4	Employee communication
E5	Raw Materials Management	O5	Customer Satisfaction	S5	Human Right Protection
E6	Waste Management	O6	Data Security and Customer Privacy Management	S6	Social and Economic Compliance
E7	Wastewater Management	O7	Generation of Economic Value	S7	Talent Management
		O8	Innovation and Intellectual Property Rights	S8	Training and Development
		O9	Occupational Safety and Health		
		O10	Product Health and Safety		
		O11	Product Quality Management		
		O12	Product Sales and Labelling		
		O13	Supplier Management		

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

CORPORATE GOALS AND VISIONS

The Group aims to supply its customers with high-quality, authentic, and safe food and wine products at a good value through an efficient and reliable supply chain. In addition, it envisions to:

(i) Provide its employees with safe, healthy and pleasant working environments;

(ii) Generate reasonable returns on investments to investors, business partners and supporters; and

(iii) Maintain sustainable development to the society and environment.

ESG Management Structure

The Group's ESG management has been structured to ensure the fulfilment of its corporate goals and visions to bring benefits to all stakeholders, and to support and serve the society and the environment with responsibilities and sustainable development.

The Board, headed by the Chairman and having a balance of skill and experience from the Executive and Non-Executive Directors, is responsible for formulation and approval of the Group's development, business strategies, policies, annual budget and business plans. The day-to-day management including the effective implementation of the overall strategies and initiatives adopted by the Board on operations, financial, environmental and social issues and obligations, has been delegated to the Chief Executive Officer ("**CEO**") and its senior management team members.

Through an independent internal control and risk management system, the Group ensures its business operations and management fulfil and comply with its environmental and social responsibilities and obligations as required by the ESG Guide, and laws and related regulations of the Hong Kong Special Administrative Region ("**HKSAR**") and People's Republic of China ("**PRC**"), as well as specific guidance in the food and wine industries. The Board is duty-bound to review, address and report all the environmental and social issues listed in the aspects and areas laid out in the ESG Guide.

In response, the Board has approved its updated strategies and policies, and assigned the CEO and senior team members to have the overall responsibility of their implementations. The CEO is responsible for analysing and developing Key Performance Indicators ("**KPIs**") where appropriate and necessary, for continued monitoring action in line with the Group's goals, visions and policies.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

ENVIRONMENTAL

The Group understands the importance and the responsibility of serving only the finest and safest food and drinks to our customers while minimizing its environmental impacts, and is committed to comply with all related laws and regulations. Through the materiality identification exercise, the Group identified that energy and water consumption, and waste generation are its most significant environmental issues. In addition, the analysis also shows that the Group has minor impact towards air and carbon emissions, which are issues that the Group will devote resources to monitor its performances. The Group's management has delegated specific efforts in managing the identified environmental issues, as detailed in subsequent sections of this report.

The Group also understands the importance of maintaining sustainable business growth and strives to provide a positive environmental and social impacts. Thus, it actively promotes green operations, as well as cultivates a healthy and safe environment in the workplace. The Group encourages "Green Environment" ideas to ensure:

- the efficient consumption of energy and water;
- management and conservation of natural resources;
- the promotion on environment and safety awareness among staff;
- the reduction on waste and pollutants;
- a green, healthy and safety workspace for staff, visitors and contractors;
- optimising energy consumption in operations; and
- the continuous improvement in performance, environment and safety.

The Group also runs an internal environmental protection awareness program that consistently reminds and encourages its employees and clients to improve environmental performance together.

To systematically identify, evaluate, and mitigate our environmental impacts across our newly focused operations, the Group has established and maintained a formal Environmental Aspect and Management Procedure. This procedure specifically governs our entire supply chain lifecycle in Mainland China, including our warehouses, distribution centers, e-commerce operations, and administrative offices. Managed directly by our designated Environmental Management Officer, this program ensures we monitor and address environmental risks across all operational processes, from wine storage and sorting to product packaging, logistics, and customer returns.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

Management of Climate-Related Issues

The Group reviews and identifies climate-related risk annually while conducting risk assessments as part of our management process. In addition to proactive management measures for its environmental performance, including resource and waste awareness measures, the Group is considering the incorporation of more sophisticated risk assessment process for climate-related topics, with reference to the Task Force on Climate-related Financial Disclosures, covering physical risks such as extreme weather conditions and transition risks such as regulatory change or emerging technologies.

During the Reporting Period, the Group conducted its annual risk assessment and did not identify any significant climate-related issues that have impacted or may impact our business. While no major climate issues were found this year, we will keep reviewing our operations regularly to make sure we remain safe against extreme weather or any changes in environmental rules.

Environmental Aspects Identification & Management

Consistent with our commitment to environmental stewardship, we conduct an annual comprehensive identification and assessment of environmental factors using a multi-factor evaluation methodology. This process scores key factors based on five major dimensions: frequency of occurrence, scale of impact, severity, regulatory compliance, and stakeholder concern. High-scoring factors are designated as Significant Environmental Aspects and are incorporated into our targeted management and control schemes.

Through this process, we have identified and mapped our primary environmental aspects and implemented key control measures as outlined below:

- **Logistics Emissions and Fuel Consumption:** We optimize distribution routes, prioritize the use of new-energy electric vehicles, conduct regular fleet maintenance, and set strict fuel consumption performance metrics for our logistics partners.

- **Warehouse & Office Energy Use:** We divisionally control warehouse lighting, utilize smart electricity meters to track usage, and establish energy consumption targets.

- **Refrigeration & Cooling:** For temperature-controlled storage essential to our wine quality, we selectively purchase energy-efficient cooling systems, conduct routine airtightness checks on refrigeration units, and strictly use eco-friendly refrigerants to prevent leaks.

- **Packaging Materials:** We promote packaging reduction schemes, prioritize the procurement of biodegradable or recyclable materials, and encourage the recycling and reuse of cardboard boxes.

- **Expired or Damaged Inventories (Wine & Goods):** We maintain an early-warning warning system for expiring inventory and ensure that damaged or expired wine and food products are destroyed safely in strict accordance with local laws to prevent any unauthorized circulation.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

Air Emissions

The Group examined the issue of air emissions across its operation, and concluded that the main sources of emissions originate from fuel consumption from the company's vehicle fleet and electricity consumption at the Group's facilities.

The Group's air emissions include nitrogen oxides (NO_x), sulphur oxides (SO_x) and particulate matter (PM). During the Reporting Period, a total of 4.4 kg of NO_x, 0.068 kg of SO_x and 0.3 kg of particulate matter was emitted.

The Group will continue monitoring its operation and ensuring its air emissions will remain well-managed and in compliance with all relevant laws and regulations. Further information shall also be disclosed in future ESG reports of the Company as changes occur.

Greenhouse Gas Emissions

In addition to the efforts made in monitoring air emissions as mentioned in the above section, the Group performed careful assessment on its overall greenhouse gas emissions. As the Group's operations involve office operations and vehicle usage, greenhouse gas emission by the Group mainly consists of carbon dioxide (CO_2), with minor contribution from methane (CH_4) and nitrous oxides (N_2O) .

The Group estimated its greenhouse gas emissions for the Reporting Period through calculation with relevant methodology in accordance with the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004), and with data available on electricity & gas consumption. To convert energy consumption figures to greenhouse gas emissions, emission factors obtained from invoices and references to third-party documents were used (including electricity & gas consumption data, and carbon intensity factor that are available on bills and sustainability reports from electricity & gas provider respectively).

The total greenhouse gas emissions of the Group in the Reporting Period was estimated to be approximately 39 tCO_2e. The decline in greenhouse gas emissions for the reporting period is mainly attributed to the temporary suspension of the restaurant business.

Waste Management

The Group strives to reduce waste production in its operation activities. The Group is committed to the proper classification, collection, temporary storage, transfer, and disposal of all operational waste. To prevent environmental pollution and align with our transition to sales and distribution of food and wine business in Mainland China, we strictly enforce our Waste Management Procedure across all warehouses, distribution centers, e-commerce zones, and corporate offices.

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Under this procedure, our waste is systematically categorized and managed as follows:

- **Recyclable Waste:** This includes transport packaging such as paper cardboard, plastic film, plastic bottles, metal racks, and wooden pallets. These materials are compressed, bundled, and handed over to qualified recycling enterprises. We also actively encourage suppliers to use reusable circulation boxes to reduce single-use packaging.

- **Hazardous Waste:** This comprises items such as waste batteries, fluorescent tubes, expired cleaning agents, and waste electronic equipment. Hazardous waste is collected in dedicated sealed containers with highly visible warning labels, kept strictly separate from municipal waste, and disposed of by licensed hazardous waste treatment contractors.

- **General Municipal Waste:** Daily office waste is sorted, stored in lidded bins to prevent pest breeding, and cleared daily by commercial property management or municipal sanitation services.

- **Expired or Non-conforming Goods (Special Focus):** For expired or damaged wines, liquors, and goods, the Group maintains a strict disposal protocol to ensure no products re-enter the market. These products are placed in a physically isolated 'Non-conforming Product Area'. Under the joint supervision of our Quality, Warehouse, and Finance departments, expired or damaged goods undergo physical destruction (such as breaking packages, crushing bottles, and tearing labels). The destruction process is recorded via photos and videos, and formally signed off. We maintain an Expired/Non-conforming Product Disposal Ledger for a minimum of three years to ensure total traceability.

To promote reduction at the source, we optimize our order and inventory tracking to minimize product expiration, utilize biodegradable shipping materials, enforce double-sided office printing, and encourage suppliers to downsize their transit packaging.

In addition, to control paper waste from daily operations, all staff are encouraged to use electronic messages and print on both sides of paper. The Group will continue exert additional attention to waste management, and to the compliance of all applicable laws and regulation.

During this Reporting Period, the Group has generated a total of 2.9 tons of non-hazardous waste. In addition, considering its business nature, the Group is not involved in any significant consumption of hazardous chemical reagents, and thus no hazardous waste figure was recorded in this Reporting Period.

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Use of Resources

The Group actively promotes "Green" culture and "Eco-Friendly" practices by maintaining an efficient consumption practice throughout its operations, at the same time protecting the environment. Measures including reusing resources, reducing waste, and recycling. In addition, "Green" operation in the supply chain and workplace have been adopted.

Energy (Electricity)

In line with its "Green" culture, the Group actively promotes the concept of smart usage of energy in all operating premises. Electricity is a significant energy consumption by the Group. To ensure efficient energy consumption at the Group's facilities, employees are regularly guided on efficient consumption of energy. The Group also invested into energy-saving technologies, such as LED lighting system in our premises. In addition, notices on energy-saving are issued to our staff to raise awareness on energy conservation. Other initiatives implemented on energy-saving are set out as follows:

- All electrical appliances including air-conditioners and lights have to be turned off in a timely manner and after work;
- Energy-saving LED lights are installed whenever possible;
- The use of natural ventilation is encouraged whenever feasible; and
- Unused and idle appliances have to be turned off in a timely manner.

An "Energy Consumption Key Performance Indicator Scheme" was also implemented within the Group to monitor on the use of electricity and associated. It also serves as a reminder for better consumption practices.

Water

During the Reporting Period, the Group did not encounter any issues in sourcing water for business operations. In addition to its efforts on energy conservation, the Group is also working closely with its employees on water conservation measures.

Packaging materials

At the Group's wine business, foam sheet, paper, paper cartons and glass are used for product packaging. In effort to minimize our resource consumption associated with packaging, the usage and wastage of packaging materials are regularly monitored.

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Paper

The Group intends to reduce any unnecessary paper usage by fostering a paperless working environment. Employees are encouraged to:

- facilitate information sharing via electronic tools such as emails, messages and USB storage to replace paper files, sketches and letters; and
- print paper on both sides, and to use only recycled paper.

The Group has monitored its paper usage associated with its operations, including paper used in offices.

In addition, the Group's wine business includes the use of paper for packaging of its products. In total, the total paper consumption during the Reporting Period was estimated to be about 19,366 kg.

For continuous monitoring purpose, the Group has also established a "*Key Performance Indicator Performance Scheme*" on water, materials and paper consumption. Results are reviewed periodically by the Group's management for further improvement.

The Environment and Natural Resources

The Group constantly reminds its employees to be cautious on consumption, especially on electricity and water, and tries to conserve and minimise the Group's resource consumption footprint. Conservation initiatives were thus implemented throughout this Reporting Period, and details are explained in the "Use of Resources" section.

Our Environmental Targets

To demonstrate our ambitions for improving our environmental performance, the Group has set a number of targets in 2021–2022 covering metrics that are considered material to our operations.

Aspect	Target
Reduce Paper Consumption	–3% paper consumption intensity/revenue in 5 years
GHG Emissions	–3% GHG emission intensity/revenue in 5 years
Air Emissions	–1% air emissions intensity/revenue in 5 years
Water Consumption	–1% water emissions intensity/revenue in 5 years
Waste Management	–3% non-hazardous waste/revenue in 5 years
Energy Consumption	–3% energy consumption intensity/revenue in 5 years

Table 2. Group Environmental Targets

With the temporary suspension of the Group's restaurant operations and the integration of our new food and wine distribution operations in Mainland China, our overall environmental performance has undergone a significant structural change. This transition limits the comparability of our current metrics with historical baselines. Consequently, the Group's historical environmental targets have been suspended, and we will periodically review our performance data to evaluate the appropriateness of establishing any subsequent sustainability targets in the future.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

Summary

The consolidated data with respect to environmental key performance indicators (KPIs) regarding emissions and resource consumption associated with the Group during the Reporting Period are summarized in the following table:

Environmental KPIs

Category	Unit	2024–2025	2025–2026
Energy Consumption			
Total Energy Consumption	GJ	1,898	184
Petrol Consumption	GJ (L)	54 (1,564)	159 (1,349)
Diesel Consumption	GJ (L)	197 (5,101)	0 (0)
Towngas Consumption	GJ (unit)	649 (13,529)	0 (0)
Electricity Consumption	GJ (kWh)	997 (276,969)	25 (6,900)
Total Energy Consumption Intensity	GJ/ 1000 HKD revenue	0.07	0.008
Greenhouse Gas Emissions			
Total Greenhouse Gas (GHG) Emissions	t CO_2e	201	39
Scope 1 — Direct Emissions	t CO_2e	53	26
Carbon Dioxide (CO_2) Emissions	t	52	11
Methane (CH_4) Emissions	kg	0.677	1.2
Nitrous Oxide (N_2O) Emissions	kg	3.934	5.1
Scope 2 — Energy Indirect Emissions[1]	t CO_2e	136	3.7
Scope 3 — Other Indirect Emissions	t CO_2e	12.2	9.1
Paper Waste Disposed At Landfills	t CO_2e	7.0	4.0
Fresh Water Processing	t CO_2e	0.1	<0.1
Sewage Processing	t CO_2e	0.02	<0.1
Employee Business Travel	t CO_2e	5.2	5.0
Total (GHG) Emissions Intensity	t CO_2e/ 1000 HKD revenue	0.008	0.002

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

Environmental KPIs

Category	Unit	2024–2025	2025–2026
Air Emissions			
Nitrogen Oxides (NO_x) Emissions	kg	64.2	4.4
Sulphur Oxides (SO_x) Emissions	kg	0.105	0.068
Particulate Matter Emissions	kg	3.0	0.3
Waste Management[2]			
Non-Hazardous Daily Waste	t	1.07	2.9
Non-Hazardous Daily Waste Intensity	kg/ 1000 HKD revenue	0.04	0.13
Use of Resources			
Paper Consumption	kg	13,388	19,366
Paper Consumption Intensity	kg/ 1000 HKD revenue	0.501	0.873
Water Consumption	m^3	281	127
Water Consumption Intensity	m^3/ 1000 HKD revenue	0.011	0.006
Total Packaging Material[2]	t	29.3	82.9
Plastics	t	3.0	4.6
Paper	t	12.8	19.4
Paper Boxes	t	1.7	41.3
Glass	t	11.7	17.6
Total Packaging Consumption Intensity	kg/ 1000 HKD revenue	1.10	3.7

Table 3. Environmental Performance Summary Table

Note 1: The Group reports its greenhouse gas emissions using the location-based method. During the Reporting Period, we did not purchase or use any market instruments, such as renewable energy certificates or carbon offsets.

Note 2: Waste and packaging material usage associated with our wine business were separately reported due to different measurement basis. Due to discontinuation of the Group's restaurant business, associated KPIs from prior operations have been excluded.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

SOCIAL

The Group's operations requires the support of a diverse and skilful workforce, and the Group's senior management considers the Group's employees as valuable asset. The Group strives to provide a competitive benefit scheme, as well as a stable and safe working environment for its employees in order to attract and retain talents.

In order to continue to grow sustainably and responsibly, the Group has established a strategic scheme to manage its employment, employee benefits, and corporate governance, and to ensure that it is in full compliance with the relevant local laws and regulations. Details on the management measures implemented by the Group are elaborated in following sections.

Employees

Since a motivated and balanced workforce is crucial to the success, sustainability and continued growth of the Group's business, the Group is dedicated to offer a safe, equal and healthy working environment for all of its employees.

During the Reporting Period, the Group was in full compliance with all the applicable laws and regulations towards employment arrangements, and it is also committed to foster diversity and provide equal opportunities on recruitment, promotion, compensation and benefits, and establishes a pleasant, harmonious, safe and healthy working environment.

The Group strives to strengthen its human resources management with employee-oriented policies to protect the interests and legal rights of the employees, and ultimately to achieve a positive, constructive and harmonious relationship between the Group and its employees.

The Human Resources Manager is assigned to implement the Group's human resources strategies and policies. This includes wages, working hours, holidays, severance and compensation pay, performance assessment, accidents and injuries, as well as safety and health topics. All employment terms and conditions are clearly listed in the *Employment Rules and Regulations and Employment Contract*, and are in full compliance with relevant employment-related ordinances of the HKSAR.

The Group provides various benefits to qualified employees, including but not limited to Mandatory Provident Funds (MPF), employee compensation insurance and compensation and statutory holidays pursuant to the requirements of the laws of the HKSAR.

The Human Resources Manager regularly updates the "Employment Record" with breakdown of total number of employees in different levels, sectors, genders, ages and qualifications to assist the Group's management to constantly monitor and analyse the Group's employment situations for adjustments in human resources strategy.

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During the reporting period, a number of the Group's restaurants were closed, resulting in the reduction of employees. As of 31 March 2026, the Group had a total of 18 employees. A breakdown of the Group's workforce is set out as below:

Total	Employee Type		Gender		Age Distribution				
	Full Time	Part Time	Male	Female	Below 30	30–40	41–50	51–60	Above 60
18	18	0	11	7	5	5	4	3	1

Table 4. Employee Breakdown Summary

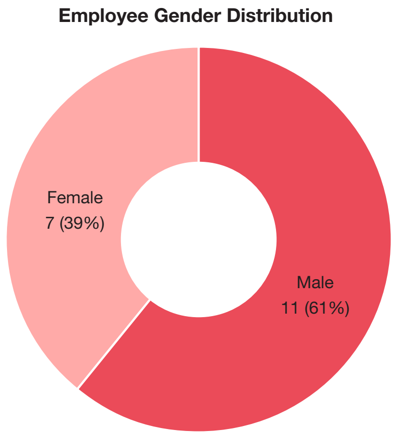

Chart 1 — Employee Gender Distribution

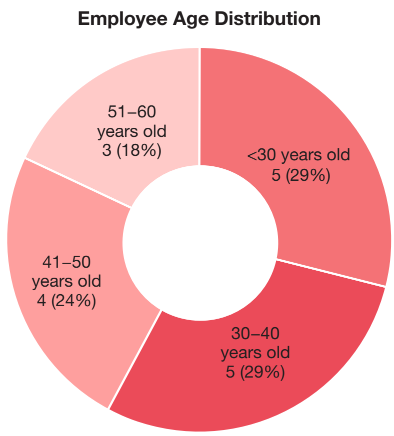

Chart 2 — Employee Age Distribution

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

The Group's turnover rate for the reporting period is 11%. A breakdown of turnover rates is presented below:

Employee Turnover Breakdown		Full Time
Overall		11%
By Gender	Male	17%
	Female	0%
By Age Group	< 30 years old	25%
	30–40 years old	0%
	41–50 years old	21%
	51–60 years old	0%
	>60 years old	0%

Table 5. Employee Turnover Breakdown

Further information on employee remuneration, workforce diversity and training are discussed in the below sections.

Employment & Remuneration

In order to attract and retain talents, the Group rewards its employees with competitive remuneration packages (including competitive wages, incentives and discretionary performance bonus, transportation allowance and staff meals), along with promotion opportunities and discretionary grant of share options. Remuneration packages are constructed with reference to the prevailing market level, in line with the competency, performance, qualification and experience of each individual employee.

Performance bonus and share options are given to outstanding employees on a discretionary basis, and as a recognition of his/her contributions toward the Group.

During the Reporting Period, all of the Group's employees in Mainland China are entitled to social insurance (comprising pension, medical, unemployment, work-related injury, and maternity insurance) and the housing provident fund in accordance with the Social Insurance Law of the People's Republic of China and the Regulations on Housing Provident Fund. In addition, all employees received payment of salaries and wages on time and are entitled to statutory holidays, annual leaves and sick leaves. In addition, policies on remuneration, benefits, training and occupational health and safety are regularly reviewed, and disciplinary action would be taken if act of serious misconduct are identified.

All details listed above are incorporated into the Group's Employee Handbook and internal labor policies, which are formulated in accordance with the Labor Law of the People's Republic of China and the Labor Contract Law of the People's Republic of China. The Group shall continue to monitor its compliance with related Ordinances as listed above.

Remuneration Committee

To ensure the Group's remuneration scheme remains competitive, the Group established its Remuneration Committee in 2016. The Remuneration Committee's primary duties include making recommendations to the Board on the overall remuneration policy and structure relating to all Directors, senior management and general employees. The Remuneration Committee also ensures that none of the Directors or any of their associates determine his or her own remuneration. During the Reporting Period, the Remuneration Committee consists of four members, namely Mr. ZHOU Feng, Mr. HO Lik Kwan Luke, Mr. LAM Lap Sing, and Ms .LAU Wai Hing, where Mr. LAM is the chairman of the Remuneration Committee.

During the Reporting Period, Remuneration Committee conducted 2 meetings, and with the purpose to perform the following:

1) reviewed the remuneration and compensation package of the executive Directors and the senior management with reference to, among other things, the market level of salaries paid by comparable companies;

2) reviewed the respective responsibilities of the Executive Directors and the senior management and the performance of the Group; and

3) made recommendations to the Board regarding salaries of the executive Directors and senior management.

Retirement Benefit Scheme

All qualifying employees in the Group's business operating in Mainland China are mandated to participate in the social insurance and housing provident fund schemes operated by the local government. The Group contributes a statutory percentage of the employees' payroll to these schemes. Such contributions are recognized as expenses and included in staff costs in the consolidated statement of profit or loss and other comprehensive income.

Equal Opportunities, Diversity and Anti-Discrimination

Equal opportunities are given to employees in respect of recruitment, promotion, training and development, job advancement, compensation and benefits and other aspects of employment practices. The diversity of employees provides the Group with a valuable mix of perspectives, skills, experience and knowledge for addressing contemporary business issues. The Group is committed to providing a discrimination-free working environment, where career opportunities will not be held back on the basis of gender, ethnic background, religion, colour, sexual orientation, age, marital status, family status, retirement, disability, pregnancy or any other discrimination prohibited by applicable laws. All successful recruitment will include a proper and standardized contract in writing between the respective employees and the Group.

During the Reporting Period, the Group has not identified any material non-compliance with employment-related laws and regulations, and no incidents of discrimination were reported.

Occupational Health and Safety

Operational health and safety are treated as one of the top priorities in the Group, and the Group strives to maintain high standards in occupational safety and health, fostering a safe and comfortable working environment for its employees.

To prevent occupational injuries and diseases across our logistics network and corporate spaces, we strictly implement the Group's *Occupational Health and Safety (OHS) Regulations*. This program is supervised by a designated Safety Officer, with department heads serving as the primary responsible parties for safety within their respective areas.

Based on our logistics, warehousing, and e-commerce business model, we have identified key physical risks and implemented specific preventative measures:

- **Manual Handling and Lifting:** Handling heavy wine crates and product boxes carries risks of musculoskeletal injuries. We display clear Manual Handling Guidelines on-site, provide mechanical handling aids, and distribute protective gears such as safety gloves, anti-slip footwear, and waist-support belts to moving personnel.

- **Cold-Chain and Cold Storage Operations:** Working in low-temperature cold storage carries risks of frostbite and hypothermia. The Group enforces strict shift-rotation schedules for cold-chain personnel, ensures they wear professional thermal clothing and insulated footwear, and provides a heated break room for recovery.

- **Warehouse Logistics and Vehicles:** To prevent vehicular injury in loading docks and storage bays, we enforce separate pedestrian and vehicle lanes and mandate reflective vests for warehouse workers.

- **Electrical and Fire Safety:** To protect against short circuits or obstructed fire exits, our facilities are equipped with fire extinguishers, hydrants, and smoke detectors, all of which undergo scheduled inspections.

- **Office Ergonomics:** To address occupational fatigue from prolonged computer use, we provide ergonomic office seating and encourage regular workplace exercise breaks.

Furthermore, we prioritize the health management of our staff. All new hires must undergo a pre-employment medical assessment. In addition, all personnel in direct product-contact roles (such as product sorting, quality inspection, and returns processing) must complete annual physical examinations and obtain valid personal health certificates before they are permitted to work. Staff members diagnosed with infectious diseases are strictly barred from working in direct food and wine handling roles.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

During this Reporting period, the Group had no material non-compliances with relevant standards, rules and regulations, and had no major accident encountered. There were 0 work injury incidents recorded by the Group in this Reporting Period, and therefore did not result in any lost days. The Group did not have any work-related fatalities in the past three reporting years including this Reporting Period.

Development and Training

The Group supports its employees to undertake life-long learning and enhance their work-related skills and knowledge. The Group customizes various types of in-house training programme for employees to improve their overall skills relevant to work, and for the benefit of the employees to provide them with necessary skills for further career advancement, including (i) general training; and (ii) Directors' training.

General training

As the Group's guiding policy, orientation programme and on-job training are provided for newly employed staff, and for those who have been relocated to a new position to ensure that they can be familiar with the new working conditions. The orientational programme covers specific job requirements, as well as safety and environmental practices. Furthermore, the Group encourages employees to actively participate in work-related trainings organized by external institutions to enhance individual professional knowledge and their personal abilities. Tuition fees may be subsidized by the Group on application, subject to approval by the Group's senior management. The Human Resource Manager has maintained records for internal and external training programs participated by the Group's employees.

During the Reporting Period, the Group's employees received a total of 28 hours of training. A breakdown of our training statistics is presented in the below table:

% Employees Received Training During the Reporting Period

By Gender		By Employee Category	
Male	69%	Senior Management	38%
Female	71%	Middle Management	100%
		Other Employees	89%

Average Training Hours

By Gender		By Employee Category	
Male	1.4	Senior Management	0.8
Female	1.4	Middle Management	2.0
		Other Employees	1.8

Table 6 & 7 — Employee Training Data

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

Supply Chain Management

To ensure that all purchased wine products, pre-packaged foods, daily necessities, and packaging materials meet our stringent quality, safety, and regulatory standards, the Group strictly implements a formalized Procurement Procedure. Under this framework, all procured materials are categorized into three risk-based classes to dictate their level of control:

- **Category A (High Risk):** This category covers wine products, packaging materials directly in contact with food, and special foods. Suppliers in this category are subject to strict onboarding gates, mandatory on-site factory or master-distributor audits, and the signing of formal Quality Assurance Agreements. For wine products, these agreements feature dedicated product authenticity guarantees and traceability clauses.

- **Category B (Medium Risk):** This covers general pre-packaged foods, daily consumer goods, and outer printed boxes, managed through standard quality controls and thorough reviews of supplier qualification documents.

- **Category C (Low Risk):** This comprises office supplies, cleaning agents, and auxiliary non-contact materials, which are subject to simplified administrative registration checks.

Our procurement workflow strictly separates the functions of purchasing requisition, vendor selection, incoming quality control, and financial payment to ensure checks and balances. When goods arrive at our warehouses, our warehouse keepers and quality control (QC) personnel jointly conduct rigorous physical inspections. This includes verifying quantities, shelf lives, packaging integrity, labelling compliance, and essential tracking documents such as inspection reports, customs declarations, and wine circulation sheets. We maintain comprehensive procurement ledgers for at least two years to ensure complete batch traceability back to our original suppliers.

Furthermore, to ensure the integrity and stability of our product quality at the source, we enforce our formal *Supplier Audit Control Procedure*. Our Quality and Food Safety Committee oversees high-risk assessments, while our Procurement and Quality departments manage qualification reviews, sample testing, on-site audits, and the maintenance of our *Approved Suppliers List (ASL)*.

For all prospective partners, we conduct a rigorous documentation review. Suppliers of wine and pre-packaged foods are required to submit valid Business Licenses, Food Production/Operation Licenses, third-party product testing reports, and local Wine Wholesaling/Retailing Licences or registries. For imported products, we require Customs Declaration forms and Import Inspection/Quarantine Certificates. Prioritization is given to business partners holding recognized management system certifications such as ISO 9001, ISO 22000, or HACCP.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

For Category A and high-risk suppliers, our Quality Department carries out mandatory, comprehensive on-site facility audits. These audits specifically evaluate regulatory compliance, warehouse environment controls (such as lighting, ventilation, and pest and temperature management), quality systems (including traceability and non-conforming product protocols), transport logistics (sanitation and cold-chain conditions), and labor health parameters.

To align our value chain with global sustainability standards, the Group has formally integrated a dedicated ESG Assessment Module into our supplier evaluation template. This module reviews suppliers across three key sustainability dimensions:

- **Environmental:** Waste disposal compliance, resource and energy efficiency, and eco-friendly packaging practices.
- **Social:** Fair labor practices, occupational safety systems, and the absolute prohibition of child or forced labor.
- **Governance:** Anti-corruption mechanisms, business ethics, and transparency of information.

To ensure compliance, the Group enforces a *strict single-strike veto policy*. Any supplier found to be involved in illegal pollutant dumping, utilizing child or forced labor, or causing major food safety incidents will face immediate disqualification and removal from our Approved Suppliers List.

As of 31 March 2026, the Group's supply chain include a total of 88 suppliers. A breakdown of their geographic distribution is shown in the following chart:

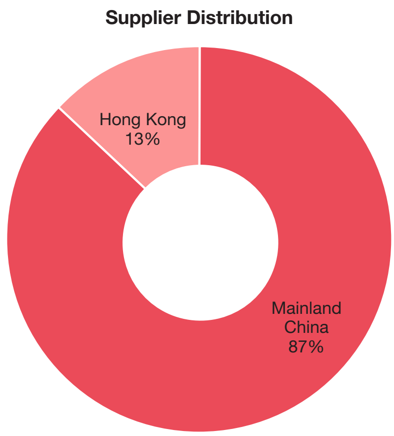

Chart 3 — Supplier Geographic Distribution

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

During this Reporting Period, the Group did not identify any cases of suppliers failing to meet the Group's requirements.

Product Responsibility

The Group puts a high priority on product safety, quality, and customer trust. We strictly follow all relevant laws in Mainland China, including the Food Safety Law of the People's Republic of China and the Consumer Protection Law of the People's Republic of China. During the Reporting Period, we had zero legal breaches or complaints regarding product safety, labels, advertising, or data privacy.

To ensure safety at the source, our *Procurement Procedure and Supplier Audit Control Procedure* require all wine and food suppliers to provide valid business licenses, Food Operation Licenses, and product test reports. Imported items must also have official customs and inspection certificates. When goods arrive, our warehouse and quality teams jointly inspect the delivery to check quantities, expiry dates, packaging seals, and labels, immediately rejecting any bad or broken items.

For ongoing safety, we keep clear buying logs for at least two years so every product batch can be tracked back to the original supplier. High-risk wine suppliers are also required to sign agreements that guarantee product authenticity. Our warehouses control temperature and humidity, block out direct light, and use strict pest controls to keep wine in optimal condition. Additionally, all workers who handle food and wine must pass annual health checks and hold valid health certificates.

Under our *Waste Management Procedure*, any expired or damaged items are moved to a separate storage zone and physically destroyed by breaking bottles and tearing labels so they cannot return to the market. This disposal process is filmed and signed off by our Quality, Warehouse, and Finance teams, with logs kept for three years. Finally, we protect customer privacy by following the *Personal Information Protection Law (PIPL)*, keeping all customer data from our e-commerce platform locked within secure, password-controlled IT systems to prevent leaks.

Labour Standards

In addition, the Group is cautious to comply with all laws and regulations relating to labour standards, as it highly respects human rights and freedom, and the uses of child, illegal and forced labour are strictly prohibited. Recruitment personnel conducts careful verification on the job applicant's identification documents to confirm his/her actual age and to ensure legal employment during the recruitment process. Personal information and credentials of job applicants are kept in a secured data system, which is only accessible to restricted employees for human resource purposes.

The Group is also committed to prohibit any act of forced labour. Terms on working hours, rest and leave entitlement, labour protection and termination of employment are clearly laid out in the employment contract and in compliance with relevant labour standards, including but not limited to *Labour Law of the PRC*, *Social Insurance Law of the PRC*, *Contract Law of the PRC*, *Provisions and Prohibition of Using Child Labour* and *Law of the PRC on the Protection of Minors*.

In case any child labour or forced labour is discovered in our operations, employment with the concerned staff will be terminated immediately. An investigation will also be initiated to identify potential causes and mitigation measures will be developed to help ensure such scenarios will not happen again.

In this Reporting Period, the Group has not identified any non-compliance in relation to child or forced labour-related laws and regulations.

Customer Service

The Group values comments from its customers, and it aims to improve continuously.

Feedbacks and comments are regularly reviewed, as complaints are promptly and fairly investigated and resolved. As a result, the Group has earned trusted relationships with its broad customer base through providing excellent customer services.

The Group maintains a clear and efficient product recall procedure to address any potential quality or safety issues that may arise with our Chinese wine products. In the event that a product is found to be non-conforming or poses a health risk, a dedicated recall task force will be activated immediately to identify the affected batches and notify relevant distributors and customers. We coordinate closely with logistics partners to retrieve the products safely from the market and ensure they are placed in an isolated zone to prevent accidental re-circulation. A thorough investigation is then conducted to find the root cause, and corrective actions are implemented to safeguard our supply chain and protect our consumers. During the Reporting Period, the Group did not experience or carry out any product recalls.

Data Privacy Compliance

The Group is dedicated to protecting the information privacy and confidentiality. As the Group receives a substantial volume of private, confidential and sensitive information from its operation, employees are instructed and trained to handle confidential information with due care. Confidential clause is included in agreements or proposals signed by the Group, where clauses included shall be strictly implemented and details and related information shall not be disclosed to third party at any time.

The Group will stay alert to the relevant legal issues and update its internal policies when necessary to avoid any breach of the regulatory requirements in regards to data security.

There were no material issues concerning data privacy in this Reporting Period.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

Protection of Intellectual Property

As of 31 March 2026, the Group owned 11 trademarks in Hong Kong and 1 trademark in the PRC. The Group's senior management is fully aware that intellectual property rights are material to business.

During the Reporting Period, the Group was not aware of any third-party infringement on its trademarks and has fully complied with all relevant laws and regulations in Mainland China and Hong Kong, including the Trade Marks Ordinance and Personal Data (Privacy) Ordinance of Hong Kong, as well as the Trademark Law of the People's Republic of China, the Copyright Law of the People's Republic of China, the Data Security Law of the People's Republic of China, and the Personal Information Protection Law of the People's Republic of China. Furthermore, there were no incidents concerning data privacy.

The Group will stay alert to the relevant legal issues and update its internal policies when necessary to stay in compliance with regulatory requirements.

Anti-Corruption

The Group values employees' business conduct, integrity, ethics and discipline, and in order to create an environment of anti-corruption and anti-fraud, the Group has implemented a strict "Internal Control System" in relation to purchases, sales, operation, finance and code of conduct of the Group's senior management. The Audit Committee oversees the internal control systems and is authorized by the Board to conduct regular reviews on internal control systems so as to:

- regulate the conduct and behaviour of employees;
- create an atmosphere of integrity and dedication; and
- prevent prejudice to the Group's interest.

In alignment with our strict operational ethics, our Procurement Procedure enforces a clear zero-tolerance policy against commercial bribery. To prevent conflicts of interest and corrupt practices, the Group enforces a rigorous division of duties known as the 'separation of three powers', specifically dividing the responsibilities of procurement execution, incoming quality acceptance, and financial payment. Procurement personnel are strictly prohibited from soliciting or accepting any personal benefits or advantages from our suppliers. Regular internal procurement audits are conducted to assess compliance and proactively prevent any potential forms of commercial bribery or unethical transaction practices.

Employees in charge of finance and accounts have been given training and briefings on anti-money laundering and are responsible for whistle-blowing and taking up remedial actions in case suspicious activities in relation to anti-money laundering matters are identified.

ENVIRONMENTAL, SOCIAL & GOVERNANCE REPORT

The Group is committed to the highest standards of openness, honesty, and accountability. To support this commitment, we have a Whistleblowing Policy that encourages our employees and related third parties, such as customers and suppliers, to confidently report any misconduct, malpractice, or irregularities related to the Company. We provide a confidential reporting channel to help whistleblowers disclose relevant information safely. The Company promises to handle all reports with care and to treat every concern fairly and properly.

While we encourage individuals to provide their name and contact details to make the investigation stronger, anonymous reports will still be considered as far as practical. Whistleblowers are asked to provide as many details as possible, including names, dates, places, reasons for concern, and any supporting evidence or documents. Disciplinary action would be taken by the Group should any employee be found guilty of corruptive acts.

During this Reporting Period, members of the Group's management attended training sessions related to anti-money laundering for financial operations.

During the Reporting Period, no legal cases against the Group or its employees in relation to corruption, bribery, extortion, fraud or money laundering were recorded.

COMMUNITY INVOLVEMENT

The Group's senior management acknowledges that it is equally important to generate profits to Shareholders and to be socially responsible to care, serve and give back to our community wherever it is needed. The Group's senior management consistently seek out opportunities to support social initiatives, and details of the Group's activities can be found in the following section.

Community Investment

As a responsible corporation, the Group encourages employees to carry out voluntary services to support and to contribute to society, the local community and those in need. While our primary corporate activities during the Reporting Period focused on consolidating our business restructuring and establishing our sales and distribution of food and wine operations in Mainland China, we remained dedicated to sustainability education and community awareness. Moving forward, the Group intends to explore targeted community programs, including partnering with local organizations to promote environmental protection, responsible drinking habits, and agricultural sustainability within our supply chain footprint.

INDEPENDENT AUDITORS' REPORT

國衛會計師事務所有限公司
HODGSON IMPEY CHENG LIMITED

31/F Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

TO THE SHAREHOLDERS OF
JIN MI FANG GROUP HOLDINGS LIMITED
(Incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Jin Mi Fang Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 90 to 163, which comprise the consolidated statement of financial position as at 31 March 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2026, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITORS' REPORT

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 3 to the consolidated financial statements, which indicates that the Group incurred net loss of approximately HK$3,494,000 during the year ended 31 March 2026 and, as of that date, the Group's current liabilities exceeded its total assets by approximately HK$17,065,000. As at the same date, the Group had bank borrowings of approximately HK$3,857,000. As stated in note 3 to the consolidated financial statements, these events or conditions, along with other matters as set forth in note 3 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Allowance for expected credit losses on trade receivables	
Refer to Notes 3, 4, 5 and 20 of the consolidated financial statements. The Group has trade receivables of approximately HK$31,966,000 (net of allowance for expected credit losses). Provision is made for lifetime expected credit losses on trade receivables.	Our procedures in relation to management's allowance for expected credit losses on trade receivables included but not limited to: • Understanding the key controls that the Group has implemented to manage and monitor its credit risk; • Evaluated the competence, capabilities and objectivity of the valuer and obtained an understanding of the valuer's scope of work and their terms of engagement; • Checking on a sample basis, the ageing profile of the trade receivables as at 31 March 2026 to the underlying financial records and post year-end settlements to bank receipts;

INDEPENDENT AUDITORS' REPORT

KEY AUDIT MATTERS *(Continued)*

Key audit matter	How our audit addressed the key audit matter
Allowance for expected credit losses on trade receivables	
We identified the allowance for expected credit losses on trade receivables as a key audit matter as management applied judgement in assessing the expected credit losses. Receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance. Expected credit losses are also estimated by grouping the remaining receivables based on shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customer and its ageing category, and applying expected credit loss rates to the respective gross carrying amounts of the receivables. The expected credit loss rates are determined based on historical credit losses experienced and are adjusted to reflect current and forward-looking information such as macroeconomic factors affecting the ability of the customers to settle the receivables. The Group engaged an external valuer to perform valuations on these assets at the end of the reporting period.	• Inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as performing public search of credit profile of selected customers, understanding ongoing business relationship with the customers based on trade records, checking historical and subsequent settlement records and other correspondence with the customers; and • Assessing the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used for determining the expected credit losses with support of auditors' valuation experts. We found that the management judgement and estimates used to assess the recoverability of the trade receivables and determine the allowance for expected credit losses to be supportable by available evidence.

INDEPENDENT AUDITORS' REPORT

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards as issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks; and, obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

INDEPENDENT AUDITORS' REPORT

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement director on the audit resulting in this independent auditors' report is Shek Lui (Practising Certificate Number: P05895).

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Hong Kong, 30 June 2026

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
Revenue	7	**22,189**	26,727
Cost of inventories sold		**(13,755)**	(10,951)
Gross profit		**8,434**	15,776
Other income and other gain or loss, net	8	**243**	6,497
Staff costs		**(4,486)**	(11,538)
Depreciation		**(148)**	(93)
Property rentals and related expenses		**(620)**	(2,778)
Fuel and utility expenses		**(10)**	(1,041)
Allowance for expected credit losses in respect of trade receivables		**(1,882)**	–
(Allowance for)/reversal of expected credit losses in respect of deposits and other receivables		**(25)**	99
Selling expenses		**(321)**	(432)
Administrative and operating expenses		**(4,267)**	(7,969)
Loss from operations		**(3,082)**	(1,479)
Finance costs	9	**(143)**	(438)
Loss before tax	10	**(3,225)**	(1,917)
Income tax expense	13	**(269)**	(915)
Loss for the year		**(3,494)**	(2,832)
Loss for the year attributable to:			
Owners of the Company		**(4,496)**	(3,515)
Non-controlling interests		**1,002**	683
		(3,494)	(2,832)
Loss per share			
Basic and diluted loss per share (HK cents)	15	**(0.17)**	(0.13)

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
Loss for the year		**(3,494)**	(2,832)
Other comprehensive income/(expense):			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of financial statements of foreign operations		**397**	(146)
Other comprehensive income/(expense) for the year		**397**	(146)
Total comprehensive expense for the year		**(3,097)**	(2,978)
Total comprehensive expense for the year attributable to:			
Owners of the Company		**(4,133)**	(3,661)
Non-controlling interests		**1,036**	683
		(3,097)	(2,978)

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
Non-current assets			
Property, plant and equipment	16	**42**	50
Right-of-use assets	17	**178**	302
Intangible assets	18	**–**	–
Rental deposits and prepayments	21	**–**	12
		220	364
Current assets			
Inventories	19	**31**	198
Trade receivables	20	**31,966**	15,288
Deposits, prepayments and other receivables	21	**543**	337
Amounts due from related companies	25	**64**	–
Prepaid tax		**–**	4
Cash and cash equivalents	22	**9,353**	300
		41,957	16,127
Current liabilities			
Trade payables	23	**14,902**	2,782
Accruals and other payables	24	**17,061**	15,661
Amounts due to related companies	25	**9,592**	–
Amounts due to directors	25	**12,506**	6,189
Bank borrowings	26	**3,857**	4,730
Lease liabilities	27	**128**	113
Tax payables		**1,196**	866
		59,242	30,341
Net current liabilities		**(17,285)**	(14,214)
Total assets less current liabilities		**(17,065)**	(13,850)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
Non-current liabilities			
Lease liabilities	27	**45**	163
		45	163
Net liabilities		**(17,110)**	(14,013)
Capital and reserves			
Share capital	29	**26,434**	26,434
Reserves		**(43,565)**	(39,432)
Equity attributable to owners of the Company		**(17,131)**	(12,998)
Non-controlling interest		**21**	(1,015)
Total equity		**(17,110)**	(14,013)

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 June 2026 and signed on its behalf by:

Zhou Feng
Director

Zhang Miao
Director

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2026

	Attributable to owners of the Company						
	Share capital HK$'000	**Share premium** HK$'000	**Exchange reserve** HK$'000	**Accumulated losses** HK$'000	**Sub-total** HK$'000	**Non-controlling interests** HK$'000	**Total equity** HK$000
At 1 April 2024	26,434	113,760	(8)	(149,523)	(9,337)	(1,698)	(11,035)
(Loss)/profit for the year	–	–	–	(3,515)	(3,515)	683	(2,832)
Other comprehensive expense for the year							
Exchange differences arising on translation of financial statements of foreign operations	–	–	(146)	–	(146)	–	(146)
Total comprehensive (expense)/income for the year	–	–	(146)	(3,515)	(3,661)	683	(2,978)
At 31 March 2025 and 1 April 2025	26,434	113,760	(154)	(153,038)	(12,998)	(1,015)	(14,013)
(Loss)/profit for the year	–	–	–	(4,496)	(4,496)	1,002	(3,494)
Other comprehensive expense for the year							
Exchange differences arising on translation of financial statements of foreign operations	–	–	363	–	363	34	397
Total comprehensive (expense)/income for the year	–	–	363	(4,496)	(4,133)	1,036	(3,097)
At 31 March 2026	**26,434**	**113,760**	**209**	**(157,534)**	**(17,131)**	**21**	**(17,110)**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
Cash flows from operating activities			
Loss before tax		**(3,225)**	(1,917)
Adjustments for:			
Interest income on bank balances	8	**–**	(5)
Gain on termination of leases	8	**–**	(6,380)
Gain on disposal of property, plant and equipment	8	**–**	(30)
Finance costs	9	**143**	438
Impairment loss recognised in respect of goodwill		**10**	–
Allowance for/(reversal of) expected credit losses in respect of deposits and other receivables		**25**	(99)
Allowance for expected credit losses in respect of trade receivables		**1,882**	–
Net gain on deregistration of subsidiaries		**(238)**	–
Depreciation of property, plant and equipment	16	**11**	7
Depreciation of right-of-use assets	17	**137**	86
Operating cash flows before movements in working capital		**(1,255)**	(7,900)
Decrease in inventories		**173**	4,403
Increase in trade receivables		**(17,129)**	(14,935)
Decrease in amount due from related companies		**(64)**	–
Increase/(decrease) in deposits, prepayments, and other receivables		**(198)**	3,663
Increase in trade payables		**11,580**	1,612
Increase in accruals and other payables		**1,264**	5,387
Decrease in amount due to a related company		**–**	(213)
Cash used in operations		**(5,629)**	(7,983)
Tax refunded		**4**	5
Net cash used in operating activities		**(5,625)**	(7,978)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
Cash flows from investing activities			
Interest received		–	5
Proceeds on disposal of property, plant and equipment		–	30
Purchase of property, plant and equipment		–	(57)
Net cash used in investing activities		–	(22)
Cash flows from financing activities			
Advance from directors		**6,231**	3,814
Advance from related companies		**9,592**	–
Interest paid		**(143)**	(434)
Repayment of bank borrowings		**(873)**	(2,374)
Repayment for lease liabilities		**(115)**	(1,809)
Net cash generated from/(used in) financing activities		**14,692**	(803)
Net decrease in cash and cash equivalents		**9,067**	(8,803)
Cash and cash equivalents at the beginning of the reporting period		**300**	9,114
Effect of foreign exchange rate changes		**(14)**	(11)
Cash and cash equivalents at the end of the reporting period	22	**9,353**	300

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

1. GENERAL

Jin Mi Fang Group Holdings Limited (the "Company") was incorporated in the Cayman Islands on 19 August 2015 as an exempted company with limited liability under the Companies Act of the Cayman Islands and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the Company's registered office is P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1–1205, Cayman Islands. The principal place of business in Hong Kong is Flat A, 8/F, Evernew Commercial Centre, 33 Pine Street, Tai Kok Tsui, Kowloon, Hong Kong. Its immediate and ultimate holding company is Sky Shield Investment Limited, a company incorporated in the British Virgin Islands ("BVI") with limited liability and wholly-owned by Mr. Zhou Feng ("Mr. Zhou"), a director of the Company.

The Company is an investment holding company and its subsidiaries (collectively referred to as the "Group") are principally engaged in provision of catering and related business and sales and distribution of food and wine business in Hong Kong and the People's Republic of China (the "PRC").

The consolidated financial statements are presented in Hong Kong dollar ("HK$"), which is also the functional currency of the Company and all values are rounded to the nearest thousand (HK$'000), unless otherwise stated.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

Amendment to an HKFRS Accounting Standard that are mandatorily effective for the current year

In the current year, the Group has applied the following amendment to an HKFRS Accounting Standard as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the Group's annual periods beginning on 1 April 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability

The application of the amendment to an HKFRS Accounting Standard in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended 31 March 2026

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

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

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

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

1 Effective for annual periods beginning on or after a date to be determined.
2 Effective for annual periods beginning on or after 1 January 2026.
3 Effective for annual periods beginning on or after 1 January 2027.

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

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards as issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and by the disclosure requirements of the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participates would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in this consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are within the scope of HKFRS 16 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Going concern

During the year ended 31 March 2026, the Group incurred net loss of approximately HK$3,494,000 and, as of that date, the Group's current liabilities exceeded its total assets by approximately HK$17,065,000. As at the same date, the Group had bank borrowings of approximately HK$3,857,000.

For the purpose of assessing the appropriateness of the use of the going concern basis for the preparation of the consolidated financial statements, the management has prepared a cash flow forecast up to 30 June 2027 (the "Forecast"). When preparing the Forecast, management has given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern, and implements active cost-saving measures to control administrative costs through various ways to improve operating cash flows at a level sufficient to finance the working capital requirements of the Group.

In addition to the above, the Group will continue to seek for alternative financing, to the extent that the Company has negotiated with a financial institution to grant the facility for financing the Group's working capital.

The Directors have reviewed the Forecast prepared by management and are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations when they fall due within the forecast period. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

However, there are uncertainties associated with the future outcomes of the above measures and these indicate the existence of material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Whether the Group will be able to continue as a going concern will depend upon the following:

- executive directors of the Company provided and had undertaken to provide continuous financial support to the Group to enable it to have sufficient liquidity to finance its operations and will not demand the amounts due to directors of approximately HK$12,506,000 in the next 12 months from financial year end date.

- on 31 March 2026, a related party of the Company has provided a loan of RMB8,000,000 (equivalent to approximately HK$9,094,000) to the Company and the related party will not demand repayment in the next 12 months from the grant date of the loan.

- On 23 June 2026, a financial provider has provided to the Group an unsecured loan facility in the principal amount of up to HK$10,000,000 to the Group. As at 30 June 2026, the unutilised portion of this credit facility amounted to HK$10,000,000.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Going concern *(Continued)*

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these adjustments has not been reflected in the consolidated financial statements.

Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expense of a subsidiary acquired or disposed of during the year/period are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owner of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owner of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on combination.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Basis of consolidation *(Continued)*

Non-controlling interest in subsidiaries are presented separately from the Group's equity herein, which represent present ownership interest entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS Accounting Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Business combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

The identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Conceptual Framework for Financial Reporting* (the “Conceptual Framework”) except for transactions and events within the scope of HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or HK(IFRIC)-Int 21 *Levies*, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date;

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16 *Leases*) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Business combination *(Continued)*

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as gain on bargain purchase.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and is not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in an annual period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that annual period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repair and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates are as follows:

Building	50 years
Leasehold improvements	Over the shorter of lease terms or 5 years
Furniture and fixtures	1–5 years
Catering and other equipment	1–5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are recognised at cost less any accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

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

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Impairment on property, plant and equipment, right-of-use assets and intangible assets *(Continued)*

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or the group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit or the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less all costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognized on a trade date basis. Regular way purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established generally by regulation or convention in the market place concerned.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of HKFRS 9 of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Classification and subsequent measurement of financial assets *(Continued)*

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset. For financial assets that have subsequently become credit impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other income and other gain or loss, net” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, deposits paid and other receivables and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at end of the each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the end of the reporting period. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of past events and current conditions at the reporting date as well as the forecast of future economic conditions.

The Group always recognise lifetime ECL for trade receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether the credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread and the credit default swap prices for the debtor;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in debtor's ability to meet its debt obligations;

- an actual or expected significant deterioration in the operating results of the debtor; or

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(i) Significant increase in credit risk *(Continued)*

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have been occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice when appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on certain trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and forward-looking information, including time value of money where appropriate, that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Impairment of financial assets *(Continued)*

(v) Measurement and recognition of ECL *(Continued)*

The grouping is regularly reviewed by the management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including trade payables, accruals and other payables, bank borrowings and lease liabilities) are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

(a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and

(b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value and restricted deposits arising from pre-sale of properties that are held for meeting short-term cash commitments. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Contingent assets

Contingent assets arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the Group and they are not recognised in the consolidated financial statements. The Group assesses continually the development of contingent assets. If it has become virtually certain that an inflow of economic benefits will arise, the Group recognises the asset and the related income in the consolidated financial statements in the reporting period in which the change occurs.

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control of the good or service may be transferred over time or at a point in time. Control of the good or service is transferred over time if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or

- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Revenue from contracts with customers *(Continued)*

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9 Financial Instruments. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Further details of the Group's revenue and other income recognition policies are as follows:

Revenue from restaurants operations

Revenue from restaurants operations is recognised at a point in time when the catering services are rendered. A receivable is recognised by the Group when the services are rendered to the customers at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from trading of luxury watches business

Revenue from trading of luxury watches business are recognised at the point in time when control of the asset is transferred to the customer.

Revenue from sales and distribution of food and wine business

Revenue from wine business are recognised at the point in time when control of the asset is transferred to the customer.

Interest income

Interest income is recognised by applying the effective interest rate to the gross carrying amount of a financial asset.

Dividend income

Dividend income is recognised when the shareholder's right to receive payment is established.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Leases

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Right-of-use assets

The cost of right-of-use assets include:

- the amounts of the initial measurement of the lease liabilities;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Leases *(Continued)*

The Group as lessee (Continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate depends on the term, currency and start date of the lease and is determined based on a series of inputs including: the risk-free rate based on government bond rates; a country-specific risk adjustment and a credit risk adjustment based on bond yields whether the risk profile of the entity that enters into the lease is different to that of the Group and whether the lease benefit from a guarantee from the Group.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

***Leases** (Continued)*

The Group as lessee (Continued)

Lease liabilities *(Continued)*

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

- a lease contract is modified and the lease modification is not accounted for as a separate lease (see below for the accounting policy for "lease modifications").

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

- the consideration for the leases increases by an amount commensurate with the stand–alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Dividend distribution

Dividend distribution to the shareholders is recognised as a liability in the Group's consolidated financial statements in the period in which the dividend is approved by shareholders of the entity.

Employee benefits

Retirement benefit costs

Payment to Mandatory Provident Fund Scheme (the "MPF Scheme") is recognised as an expense when employees have rendered service entitling them to the contributions. The Group operates a MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, with the employers' contributions subject to a cap of monthly relevant income of HK$30,000. The Group's contributions to the scheme are expensed as incurred and vested in accordance with the scheme's vesting scales. Where employees leave the scheme prior to the full vesting of the employer's contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

The retirement benefits scheme contributions arising from the MPF Scheme charged to profit or loss represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

For LSP obligation, the Group accounts for the employer MPF contributions expected to be offset as a deemed employee contribution towards the LSP obligation in terms of HKAS 19.93(a) and it is measure on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Employee benefits *(Continued)*

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS Accounting Standard requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Share-based payments

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'loss before tax' because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Taxation *(Continued)*

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associate and interest in a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investment and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amounts of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

***Taxation** (Continued)*

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the lease liabilities and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

Related parties

A party is considered to be related to the Group if:

(a) A person, or a close member of that person's family, is related to the Group if that person:

  (i) has control or joint control over the Group;

  (ii) has significant influence over the Group; or

  (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

  (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

  (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

  (iii) both entities are joint ventures of the same third party;

  (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

Material accounting policy information *(Continued)*

Related parties *(Continued)*

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

A related party transaction is a transfer of resources, services or obligation between the Group and a related party, regardless of whether a price is charged.

Close family members of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

Categories of financial assets and financial liabilities

The carrying amounts of the Group's financial assets and financial liabilities recognised in the consolidated statement of financial position at the end of the reporting period categorised as follows:

	2026 **HK$'000**	2025 HK$'000
Financial assets		
At amortised cost	**41,708**	15,803
Financial liabilities		
At amortised cost	**55,778**	27,699

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Categories of financial assets and financial liabilities *(Continued)*

The Group is exposed to a variety of financial risks which result from the use of financial instruments in its ordinary course of operations. The financial risks include market risk (foreign currency risk and interest rate risk), credit risks and liquidity risk. Details of these financial instruments are disclosed in the notes below. The Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by key management under the policies approved by the directors. The Group does not have written risk management policies. However, the directors and senior management meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks on timely and effective manner. The risks associated with these financial instruments and the policies applied by the Group to mitigate these risks are set out below.

Market risk

Foreign currency risk

The Group operates in Hong Kong and majority of transactions are denominated in HK$, United States dollar ("USD") and Renminbi ("RMB"). Foreign currency risk arises from future commercial transactions, which are denominated in a currency that is not the functional currency of the Group.

The Group is not exposed to foreign currency risk in respect of HK$ against USD as long as these currencies are pegged.

The transactions and monetary assets denominated in RMB are minimal, the Group considers there have no significant foreign exchange risk in respect of RMB and thus no sensitivity is presented.

The Group currently does not have a foreign currency hedging policy in respect of assets and liabilities denominated in foreign currency. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Interest rate risk

The Group is exposed to fair value interest rate risk to lease liabilities (note 27). The Group is also exposed to cash flow interest rate risk relates primarily to variable rate borrowings (note 26). The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Market risk *(Continued)*

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of each reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis points increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 March 2026 would increase/decrease by approximately HK$59,000 (2025: HK$30,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate of bank borrowings and amount due to a related party.

Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade receivables, deposits, other receivables and bank balances.

At 31 March 2026 and 2025, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables

Trade receivables of the Group represent amounts due from various corporate debtors. At 31 March 2026, the Group has concentration of credit risk as 30% and 83% (2025: 56% and 95%) of the total trade receivables was due from the Group's largest debtor and the five largest debtors respectively.

The management assessed ECL by applying simplified approach on trade receivables collectively taking into consideration of historical credit loss experience and forward-looking information. The management estimated the average loss rates with reference to historical observed settlement record and adjusted with forward-looking factor. As there was no recent history of default in relation to the trade receivables, the estimated average loss rates were insignificant. Based on estimated average loss rates, the management concluded that the lifetime ECL on trade receivables are insignificant and hence no allowance for ECL on trade receivables was recognised for the year end 31 March 2025. The Group performs impairment assessment under ECL model on trade receivables with significant balances and credit-impaired individually and/or collectively. The trade receivables are grouped based on shared credit risk characteristics by reference to the Group's aging of outstanding balances. Impairment of HK$1,945,000 is recognised during the year. Details of the quantitative disclosures are set out below in this note.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Trade receivables *(Continued)*

The following table provides information about the Group's exposure to credit risk and allowance for ECL on trade receivables at 31 March 2026:

Past due status	ECL rate	Gross carrying amount HK$'000	Allowance for ECL recognised HK$'000	Net carrying amount HK$'000
Current (not past due)	**1.02%**	**15,078**	**(154)**	**14,924**
1–90 days past due	**9.38%**	**18,805**	**(1,763)**	**17,042**
More than 90 days past due	**100%**	**28**	**(28)**	**–**
		33,911	**(1,945)**	**31,966**

Movements in allowance for ECL on trade receivables:

	Lifetime ECL (not credit-impaired) HK$'000	Lifetime ECL (credit-impaired) HK$'000	Total HK$'000
At 1 April 2024, 31 March 2025 and 1 April 2025	–	–	–
Allowance for ECL recognised	1,855	27	1,882
Exchange alignment	62	1	63
At 31 March 2026	**1,917**	**28**	**1,945**

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Deposits and other receivables and amount due from related companies

The Group applies the general approach, which is often referred to "three-stage model", under HKFRS 9, in which ECL of deposits and other receivables and amount due from related companies are determined based on (i) the changes in credit quality of the deposits and other receivables and amount due from related companies since initial recognition, and (ii) the estimated expectation of an economic loss of the deposits and other receivables and amount due from related companies under consideration.

The allowance for ECL of the Group's deposits and other receivables and amount due from related companies are recognised in the following three stages:

(i) Stage 1 (initial recognition) includes deposits and other receivables and amount due from related companies that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date. For these deposits and other receivables and amount due from related companies, 12m ECL is recognised.

(ii) Stage 2 (significant increase in credit risk) includes deposits and other receivables and amount due from related companies that have had a significant increase in credit risk since initial recognition (unless they have low credit risk at the reporting date) but that do not have objective evidence of impairment. For these deposits and other receivables and amount due from related companies, lifetime ECL is recognised.

(iii) Stage 3 (credit-impaired) includes deposits and other receivables and amount due from related companies that have objective evidence of impairment at the reporting date. For these deposits and other receivables and amount due from related companies, lifetime ECL is recognised.

The ECL rate for deposits and other receivables and amount due from related companies is 6.71% (2025: 1.48%) for the year ended 31 March 2026.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Credit risk and impairment assessment *(Continued)*

Deposits and other receivables and amount due from related companies *(Continued)*

Movements of allowance for ECL recognised in respect of deposits and other receivables and amount due from related companies are as follows:

	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Total HK$'000
At 1 April 2024	102	–	316	418
Reversal of allowance for ECL recognised	(99)	–	–	(99)
Written off	–	–	(316)	(316)
At 31 March 2025 and 1 April 2025	3	–	–	3
Allowance for ECL recognised	25	–	–	25
At 31 March 2026	**28**	**–**	**–**	**28**

Bank balances

Credit risk on bank balances is limited because the counterparties are reputable banks with high credit ratings. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on bank balances is considered to be insignificant and therefore no loss allowance was recognised.

Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

The liquidity policies have been followed by the Group since prior years and considered by the management to have been effective in managing liquidity risks.

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Liquidity risk *(Continued)*

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

	At 31 March 2026					
	Effective interest rate %	Within 1 year or on demand HK$'000	Within 1-2 years HK$'000	Within 2-5 years HK$'000	Total undiscounted amount HK$'000	Carrying amount HK$'000
Non-derivative financial liabilities						
Trade payables	–	14,902	–	–	14,902	14,902
Accruals and other payables	–	14,748	–	–	14,748	14,748
Amounts due to related companies	13.00%	9,592	–	–	9,592	9,592
Amounts due to directors	–	12,506	–	–	12,506	12,506
Bank borrowings	2.75%	3,857	–	–	3,857	3,857
Lease liabilities	7.26%	136	46	–	182	173
		55,741	46	–	55,787	55,778

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Liquidity risk *(Continued)*

	At 31 March 2025					
	Effective interest rate %	Within 1 year or on demand HK$'000	Within 1-2 years HK$'000	Within 2-5 years HK$'000	Total undiscounted amount HK$'000	Carrying amount HK$'000
Non-derivative financial liabilities						
Trade payables	–	2,782	–	–	2,782	2,782
Accruals and other payables	–	13,722	–	–	13,722	13,722
Amount due to directors	–	6,189	–	–	6,189	6,189
Bank borrowings	3.00%	4,730	–	–	4,730	4,730
Lease liabilities	7.26%	129	129	43	301	276
		27,552	129	43	27,724	27,699

Bank borrowings with a repayable on demand clause are included in the "within one year or on demand" time band in the above maturity analysis. The Group's bank borrowings contain repayable on demand clause. Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that these bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Liquidity risk *(Continued)*

The following table details the Group's aggregate principal and interest cash outflows for bank borrowings with a repayable on demand clause. To the extent that interest flows are variable rate, the undiscounted amount is derived from weighted average interest rate at the end of each reporting period.

	Maturity analysis — bank borrowings subject to a repayment on demand clause based on scheduled repayments						
	Effective interest rate %	Within 1 year or on demand HK$'000	Within 1-2 years HK$'000	Within 2-5 years HK$'000	More than 5 years HK$'000	Total undiscounted amount HK$'000	Carrying amount HK$'000
At 31 March 2026	**2.75%**	**969**	**944**	**2,184**	**–**	**4,097**	**3,857**
At 31 March 2025	3.00%	1,003	977	2,774	367	5,121	4,730

Fair value of financial instruments that are not measured at fair value on a recurring basis

The carrying amounts of the Group's financial assets and financial liabilities carried at amortised cost were not materially different from their fair values at 31 March 2026 and 2025.

Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern and to provide an adequate return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the current and prior years.

The Group is not subject to any external imposed capital requirements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

4. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

Capital management *(Continued)*

Gearing ratio

The directors review the capital structure on annual basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors, the Group will balance its overall capital structure through payment of dividends, issue of new shares and repurchase of existing shares as well as issue of new debts or the redemption of existing debts.

The gearing ratio at the end of the reporting period was as follows:

	2026 **HK$'000**	2025 HK$'000
Total debts *(Note)*	**26,128**	11,195
Less: cash and cash equivalent	**(9,353)**	(300)
Net debts	**16,775**	10,895
Equity attributable to owners of the Company	**(17,131)**	(12,998)
Total debts to equity ratio	**N/A**	N/A

Note: Total debts include amounts due to directors, amounts due to related companies, bank borrowings and lease liabilities in notes 25, 26 and 27 to the consolidated financial statements respectively.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying 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.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision of ECL of financial assets

The Group applies simplified approach to assess ECL for trade receivables and applies general approach to assess ECL for loan receivables, deposits, other receivables and bank balances. Forward-looking information is also considered in ECL assessment. At each reporting date, the historical observed default rates are updated and changes in the credit status of the debtors and forward-looking information are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of the customer's actual default in the future. The information about the ECLs on the Group's financial assets are disclosed in notes 4, 20, 21 and 22 to the consolidated financial statements.

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

Property, plant and equipment, right-of-use assets and intangible assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generation units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

6. SEGMENT INFORMATION

The board of directors is the chief operating decision maker ("CODM"). The Group is principally engaged in provision of catering and related business and sales and distribution of food and wine business.

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segments:

For the year ended 31 March 2026

	Catering and related business HK$'000	Trading of luxury watches business HK$'000	Money lending business HK$'000	Sales and distribution of food and wine business HK$'000	Total HK$'000
Segment revenue	**–**	**–**	**–**	**22,189**	**22,189**
Segment (loss)/profit	**(296)**	**207**	**(3)**	**1,207**	**1,115**
Unallocated other income					**243**
Unallocated corporate expenses					**(4,440)**
Finance costs					**(143)**
Loss before tax					**(3,225)**

For the year ended 31 March 2025

	Catering and related business HK$'000	Trading of luxury watches business HK$'000	Money lending business HK$'000	Sales and distribution of food and wine business HK$'000	Total HK$'000
Segment revenue	11,009	–	–	15,718	26,727
Segment profit/(loss)	5,596	(34)	51	2,923	8,536
Unallocated other income					21
Unallocated corporate expenses					(10,036)
Finance costs					(438)
Loss before tax					(1,917)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

6. SEGMENT INFORMATION *(Continued)*

Segment revenues and results *(Continued)*

Amounts included in the measure of segment profit or loss:

For the year ended 31 March 2026

	Catering and related business HK$'000	Trading of luxury watches business HK$'000	Money lending business HK$'000	Sales and distribution of food and wine business HK$'000	Unallocated HK$'000	Total HK$'000
Depreciation	–	–	–	148	–	148
Allowance for ECL in respect of trade receivables	–	–	–	1,882	–	1,882
Allowance for ECL in respect of other receivables and deposits	24	–	–	1	–	25

For the year ended 31 March 2025

	Catering and related business HK$'000	Trading of luxury watches business HK$'000	Money lending business HK$'000	Sales and distribution of food and wine business HK$'000	Unallocated HK$'000	Total HK$'000
Addition to non-current assets	–	–	–	57	–	57
Depreciation	–	–	–	93	–	93
Gain on disposal of property, plant and equipment	30	–	–	–	–	30
(Reversal of)/allowance for ECL in respect of other receivables and deposits	(100)	–	–	1	–	(99)

Note: Non-current assets included property, plant and equipments, right-of-use assets and intangible assets.

The CODM makes decisions according to operating results of each segment. The Group does not monitor the measurement of total assets and liabilities by each reportable segment due to the nature of the Group's operations. Therefore, only segment revenue and segment results are presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

7. REVENUE

	2026 HK$'000	2025 HK$'000
Revenue from contracts with customers:		
Catering and related business	–	11,009
Sales and distribution of food and wine business	22,189	15,718
	22,189	26,727

	2026 HK$'000	2025 HK$'000
Timing of revenue recognition:		
At a point in time	22,189	26,727

The Group's revenue by geographical location is as follows:

	2026 HK$'000	2025 HK$'000
Hong Kong	–	11,009
The PRC	22,189	15,718
	22,189	26,727

All revenue contracts are for period of one year or less, as permitted by practical expedient under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

8. OTHER INCOME AND OTHER GAIN OR LOSS, NET

	2026 HK$'000	2025 HK$'000
Interest income on bank balances	–	5
Gain on termination of leases	–	6,380
Gain on disposal of property, plant and equipment	–	30
Net gain on deregistration of subsidiaries	238	–
Impairment loss recognised in respect of goodwill	(10)	–
Sundry income	15	82
	243	6,497

9. FINANCE COSTS

	2026 HK$'000	2025 HK$'000
Interest on bank borrowings	126	194
Interest on lease liabilities	17	240
Interest on provision for reinstatement costs	–	4
	143	438

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

10. LOSS BEFORE TAX

Loss before tax is arrived at after charging:

	2026 HK$'000	2025 HK$'000
Auditors' remuneration:		
— Audit service	**600**	600
— Non-audit service	**–**	50
	600	650
Cost of inventories sold	**13,755**	10,951
Depreciation of property, plant and equipment	**11**	7
Depreciation of right-of-use assets	**137**	86
Employee benefit expenses (excluding directors' remuneration)		
— Salaries, allowance and benefits in kind	**1,245**	6,969
— Retirement benefit scheme contributions	**157**	320
	1,402	7,289

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

11. DIRECTORS' REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, are as follows:

		Year ended 31 March 2026				
	Note	Directors' fee HK$'000	Discretionary bonus HK$'000	Salaries, allowance, and benefits in kind HK$'000	Retirement benefit scheme contributions HK$'000	Total HK$'000
Executive directors						
Zhou Feng *(Chairman)*		–	330	970	–	1,300
Zhang Miao		–	158	993	–	1,151
Han Ning	a	–	–	21	–	21
Shen Wenchai	b	–	–	52	–	52
Independent non-executive directors						
Ho Lik Kwan Luke		120	–	–	–	120
Lam Lap Sing		120	–	–	–	120
Lau Wai Hing		120	–	–	–	120
		360	488	2,036	–	2,884

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

11. DIRECTORS' REMUNERATION *(Continued)*

		Year ended 31 March 2025				
	Note	Directors' fee HK$'000	Discretionary bonus HK$'000	Salaries, allowance, and benefits in kind HK$'000	Retirement benefit scheme contributions HK$'000	Total HK$'000
Executive directors						
Zhou Feng *(Chairman)*		–	–	1,186	–	1,186
Wang Yongqiang *(Chief Executive Officer)*	c	–	–	401	–	401
Zhang Miao		–	–	1,099	–	1,099
Wong Man Wai ("Mr. Wong")	d	–	–	345	9	354
Shen Wenchai	b	–	–	95	–	95
Non-executive director						
Mak Suet Man	e	45	–	–	–	45
Independent non-executive directors						
Ho Lik Kwan Luke		120	–	–	–	120
Lam Lap Sing		120	–	–	–	120
Lau Wai Hing		120	–	–	–	120
		405	–	3,126	9	3,540

Notes:

(a) Appointed as director with effect from 30 January 2026

(b) Appointed as director with effect from 10 September 2024 and retired as director with effect from 5 September 2025

(c) Mr. Wang Yongqiang resigned from the positions of chief executive officer and director of the Company, with effect from 14 August 2024

(d) Mr. Wong resigned from the positions of chairman, chief executive officer, the chairman of each of Nomination Committee and Investment Committee, a member of Remuneration Committee and an authorized representative of the Company with effect from 23 November 2023, and resigned from the position of director of the Company with effect from 14 August 2024

(e) Resigned as director with effect from 14 August 2024

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

11. DIRECTORS' REMUNERATION *(Continued)*

No directors have waived or agreed to waive any remuneration during the years ended 31 March 2026 and 2025.

During the years ended 31 March 2026 and 2025, there was no amount paid or payable by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

Directors' interest in transactions, arrangements or contracts of significance

Except as disclosed in note 31 to the consolidated financial statements, no other transactions, arrangements or contracts of significance to which the Company, its ultimate holding company, or any subsidiaries of its ultimate holding company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid individuals include three (2025: two) directors, whose emoluments are disclosed in note 11 to the consolidated financial statements, for the year ended 31 March 2026. During the year ended 31 March 2026, the aggregate of the emoluments in respect of the remaining three highest paid employees who were neither a director nor chief executive of the Company are as follows:

	2026 **HK$'000**	2025 HK$'000
Salaries, allowance and benefits in kind	**782**	1,464
Retirement benefit scheme contributions	**32**	24
	814	1,488

The aggregated emoluments of the above individuals fell within the following bands:

	Number of individuals **2026**	 2025
Nil to HK$1,000,000	**2**	3

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

12. FIVE HIGHEST PAID EMPLOYEES *(Continued)*

During the years ended 31 March 2026 and 2025, there was no amount paid or payable by the Group to the above individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

13. INCOME TAX EXPENSE

	2026 **HK$'000**	2025 HK$'000
Hong Kong Profits Tax		
— Current tax	**–**	–
— Underprovision in prior year	**–**	42
The PRC Enterprise Income Tax		
— Current tax	**269**	873
	269	915

Under the two-tiered profits tax rates regime, the first HK$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity 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 both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the applicable tax rate of the PRC subsidiaries is 25%. Certain PRC subsidiaries registered as a qualified Micro and Small Enterprise pursuant to the PRC tax regulations and entitled to a preferential tax rate of 5%.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

13. INCOME TAX EXPENSE *(Continued)*

The income tax expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2026 **HK$'000**	2025 HK$'000
Loss before tax	**(3,225)**	(1,917)
Tax at domestic income tax rate	**(410)**	(69)
Tax effect of:		
Income not taxable for tax purpose	**(42)**	(1,136)
Expenses not deductible for tax purpose	**1,389**	1,273
Tax exemption and incentive granted	**(1,075)**	–
Estimated tax losses not recognised	**514**	887
Underprovision in respect of prior year	**–**	42
Utilisation of deductible temporary differences previously not recognised	**(107)**	(82)
Income tax expense for the year	**269**	915

The Group had unused estimated tax losses of approximately HK$46,629,000 (2025: HK$90,665,000) available for offsetting against future profits at 31 March 2026. No deferred tax asset has been recognised in respect of tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK$2,566,000 (2025: HK$579,000) with expiry dates. Other losses may be carried forward indefinitely.

The Group has deductible temporary differences of HK$1,973,000 (2025: HK$3,000) related to allowance for ECL on financial assets. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary difference can be utilised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

14. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the years ended 31 March 2026 and 2025, nor has any dividend been proposed since the end of both periods.

15. LOSS PER SHARE

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

	2026	2025
	HK$'000	HK$'000
Loss		
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	**(4,496)**	(3,515)

	2026	2025
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	**2,643,360**	2,643,360

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Furniture and fixtures HK$'000	Catering and other equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost					
At 1 April 2024	27,457	868	12,619	1,920	42,864
Additions	–	46	11	–	57
Disposal	–	–	–	(342)	(342)
At 31 March 2025 and 1 April 2025	27,457	914	12,630	1,578	42,579
Exchange alignment	–	3	1	–	4
At 31 March 2026	**27,457**	**917**	**12,631**	**1,578**	**42,583**
Accumulated depreciation and impairment					
At 1 April 2024	27,457	868	12,619	1,920	42,864
Charge for the year	–	6	1	–	7
Disposal	–	–	–	(342)	(342)
At 31 March 2025 and 1 April 2025	27,457	874	12,620	1,578	42,529
Charge for the year	–	9	2	–	11
Exchange alignment	–	1	–	–	1
At 31 March 2026	**27,457**	**884**	**12,622**	**1,578**	**42,541**
Carrying amount					
At 31 March 2026	**–**	**33**	**9**	**–**	**42**
At 31 March 2025	–	40	10	–	50

At 31 March 2026 and 2025, management of the Group concluded there was no indicator for impairment and no impairment assessment was considered necessary.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

17. RIGHT-OF-USE ASSETS

	Warehouse HK$'000	Total HK$'000
At 31 March 2026		
Carrying amount	**178**	**178**
At 31 March 2025		
Carrying amount	302	302
For the year ended 31 March 2026		
Depreciation charge	**137**	**137**
Exchange alignment	**(13)**	**(13)**
	124	**124**
For the year ended 31 March 2025		
Depreciation charge	86	86
Exchange alignment	(3)	(3)
	83	83

	2026 **HK$'000**	2025 HK$'000
Expense relating to short-term leases	**595**	2,413
Total cash outflow for leases	**727**	4,462
Addition to right-of-use assets *(Note)*	**–**	353

Note: Amount includes right-of-use assets resulting from new leases entered.

For the year ended 31 March 2026 and 2025, the Group leases warehouse for its operations. Lease contracts are entered into for fixed term of two to three years (2025: two to three years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Details of impairment assessment on right-of-use assets are disclosed in note 16 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

17. RIGHT-OF-USE ASSETS *(Continued)*

Restrictions or covenants on leases

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

18. INTANGIBLE ASSETS

	Franchise agreements HK$'000
Cost	
At 1 April 2024, 31 March 2025 and 1 April 2025	10,600
Written off	(10,600)
At 31 March 2026	**–**
Accumulated amortisation and impairment	
At 1 April 2024, 31 March 2025 and 1 April 2025	10,600
Written off	(10,600)
At 31 March 2026	**–**
Carrying amount	
At 31 March 2026	**–**
At 31 March 2025	–

The intangible assets are amortised on a straight-line basis over a period of 10 years (2025: 10 years).

The Directors consider that the Group will not continue to utilise the franchised brand and no future economic benefits are expected to be derived from the franchise agreement. Accordingly, the carrying amount of the franchise agreement has been fully written off during the year ended 31 March 2026.

19. INVENTORIES

	2026 HK$'000	2025 HK$'000
Wines	**31**	198

20. TRADE RECEIVABLES

	2026 HK$'000	2025 HK$'000
Trade receivables	**33,911**	15,288
Less: accumulated allowance for ECL	**(1,945)**	–
	31,966	15,288

The credit terms of the Group's trade receivables granted to customers are generally ranging from 90 day to 365 days. The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. The Group does not hold any collateral or other credit enhancement over its trade receivables balances. Trade receivables are interest-free.

During the year ended 31 March 2026, an allowance for ECL on trade receivables of HK$1,882,000 was recognised (2025: nil). Included in the carrying amount of trade receivables at 31 March 2026 is an accumulated allowance for ECL of HK$1,945,000 (2025: nil).

Up to 30 June 2026, the Group has received subsequent settlements of trade receivables classified in the "Over 90 days" aging category amounting to approximately HK$11,297,000.

The following is an aging analysis of trade receivables, presented based on the invoice dates, which approximates the respective revenue recognition dates and net of allowance for ECL, if any:

	2026 HK$'000	2025 HK$'000
0–30 days	**–**	15,288
31–60 days	**–**	–
61–90 days	**–**	–
Over 90 days	**31,966**	–
	31,966	15,288

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

21. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2026	2025
	HK$'000	HK$'000
Deposits, net allowance for ECL *(note)*	**163**	170
Prepayments	**218**	134
Other receivables, net allowance for ECL	**162**	45
	543	349
Less: Non-current portion	**–**	(12)
Current portion	**543**	337

Note: Deposits mainly consist of rental deposits and utility deposits.

Details of impairment assessment of deposits and other receivables are set out in note 4 to the consolidated financial statements.

22. CASH AND CASH EQUIVALENTS

	2026	2025
	HK$'000	HK$'000
Cash and bank balances	**9,353**	300

At 31 March 2026 and 2025, bank balances carry interest at floating rates and placed with creditworthy banks with no recent history of default.

RMB is not a freely convertible currency in the PRC and the remittance of funds out of the PRC is subject to the foreign exchange control imposed by the PRC government. The Group's cash and cash equivalents denominated in RMB are located in Hong Kong which is not subject to the foreign exchange control.

Details of impairment assessment of bank balances are set out in note 4 to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

23. TRADE PAYABLES

The following is an aging analysis of trade payables, based on the invoice dates:

	2026 HK$'000	2025 HK$'000
0–30 days	**2**	4
31–60 days	**2**	2,482
61–90 days	**1,899**	1
Over 90 days	**12,999**	295
	14,902	2,782

The average credit period granted by suppliers range from 30 to 90 days.

24. ACCRUALS AND OTHER PAYABLES

	2026 HK$'000	2025 HK$'000
Accruals	**3,911**	6,393
Other payables *(note)*	**13,150**	9,268
	17,061	15,661

Note: As at 31 March 2026, the amount of approximately HK$2,768,000 (2025: HK$1,385,000) represented loan from Mr. Wong, who resigned from the position of director of the Group with effect from 14 August 2024, was unsecured, interest-free and repayable on demand.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

25. AMOUNTS DUE FROM/TO RELATED COMPANIES/DIRECTORS

The amounts due from related companies, which are connected with the directors of the company, Zhou Feng and Zhang Miao, are unsecured, non-interest bearing, and repayable on demand.

As at 31 March 2026, the outstanding balance of amount due to a related company amounted to HK$9,094,000 (2025: nil), which is unsecured, interest-bearing at the Loan Prime Rate plus 10% per annum, and maturing on 30 March 2027 (2025: nil).

As at 31 March 2026, the outstanding balance of amount due to related companies amounted to HK$498,000 (2025: nil), which is unsecured, non-interest bearing, and repayable on demand.

The amounts due to directors are unsecured, non-interest bearing, and repayable on demand.

26. BANK BORROWINGS

	2026 **HK$'000**	2025 HK$'000
Secured bank borrowings	**3,857**	4,730
Carrying amounts (shown under current liabilities) that contain repayable on demand clause based on scheduled repayment terms:		
— Within one year	**873**	873
— More than one year but less than two years	**873**	873
— More than two years but less than five years	**2,111**	2,620
— More than five years	**–**	364
	3,857	4,730

All of the Group's bank borrowings are denominated in HK$.

At 31 March 2026 and 2025, all bank borrowings are guaranteed by the director of subsidiaries, Mr. Wong.

At 31 March 2026 and 2025, all bank borrowings are interest bearing at HK$ prime rate minus a spread. The effective interest rate on the bank borrowings was 2.75% (2025: 3.00%) per annum.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

27. LEASE LIABILITIES

	2026 HK$'000	2025 HK$'000
Minimum lease payment		
Within one year	**136**	129
Within a period of more than one year but not more than two years	**46**	129
Within a period of more than two years but not more than five years	**–**	43
	182	301
Less: future finance charges	**(9)**	(25)
Present value of lease liabilities	**173**	276

	2026 HK$'000	2025 HK$'000
Present value of lease payment		
Within one year	**128**	113
Within a period of more than one year but not more than two years	**45**	121
Within a period of more than two years but not more than five years	**–**	42
Present value of lease liabilities	**173**	276
Less: amount due for settlement within 12 months shown under current liabilities	**(128)**	(113)
Amounts due for settlement after 12 months shown under non-current liabilities	**45**	163

All of the Group's lease liabilities are denominated in RMB.

The weighted average incremental borrowing rates applied to lease liabilities 7.26% (2025: 7.26%).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

28. PROVISION FOR REINSTATEMENT COSTS

	2026 HK$'000	2025 HK$'000
Balance as at beginning of the year	–	172
Unwinding of discount on provision *(Note 9)*	–	4
Written-off	–	(176)
Balance as at closing of the year	–	–
Analysed for reporting purpose as:		
Non-current portion	–	–

Provision for reinstatement costs is recognised at the net present value of costs to be incurred for the reinstatement of the leased property used by the Group for its operations upon expiration of the relevant lease.

29. SHARE CAPITAL

	2026 '000	2025 '000	2026 HK$'000	2025 HK$'000
Ordinary share of HK$0.01 each				
Authorised:				
At the beginning and end of the reporting period	**20,000,000**	20,000,000	**200,000**	200,000
Issued and fully paid:				
At the beginning and end of the reporting period	**2,643,360**	2,643,360	**26,434**	26,434

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

30. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

(a) Statement of financial position of the Company

	2026	2025
	HK$'000	HK$'000
Non-current asset		
Investment in subsidiary	**–**	1
Current assets		
Deposits and prepayments	**29**	29
Amounts due from subsidiaries	**–**	14
Amounts due from related companies	**28**	–
Cash and bank balances	**85**	160
	142	203
Current liabilities		
Accruals	**3,211**	3,905
Amount due to a subsidiary	**1**	1
Amounts due to directors	**10,402**	5,423
	13,614	9,329
Net current liabilities	**(13,472)**	(9,126)
Net liabilities	**(13,472)**	(9,125)
Capital and reserves		
Share capital	**26,434**	26,434
Reserves	**(39,906)**	(35,559)
Total equity	**(13,472)**	(9,125)

Approved by the board of directors on 30 June 2026 and signed on its behalf by:

Zhou Feng
Director

Zhang Miao
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

30. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY *(Continued)*

(b) Movement of reserves of the Company

	Share premium HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 April 2024	113,760	(143,174)	(29,414)
Loss and total comprehensive expense for the year	–	(6,145)	(6,145)
At 31 March 2025 and 1 April 2025	113,760	(149,319)	(35,559)
Loss and total comprehensive expense for the year	–	(4,347)	(4,347)
At 31 March 2026	**113,760**	**(153,666)**	**(39,906)**

31. MATERIAL RELATED PARTY TRANSACTION

Compensation of key management personnel of the Group, including directors' remuneration as disclosed in note 11 to the consolidated financial statements, is as follows:

	2026 **HK$'000**	2025 HK$'000
Salaries, allowance and benefit in kind	**4,468**	5,276
Retirement benefit schemes contributions	**16**	56
	4,484	5,332

31. MATERIAL RELATED PARTY TRANSACTION *(Continued)*

Other than as disclosed elsewhere in these consolidated financial statements, the Group has following transactions with related parties:

Relationships	Nature of balances/transactions	**2026 HK$'000**	2025 HK$'000
Related company *(Note a)*	Rental expense	**398**	692
Related company *(Note a)*	Service expense	**76**	3
Related company *(Note b)*	Rental expense	**–**	709

Notes:

a Ms. Zhang Miao has the beneficial interest in the related company.

b Mr. Wong has the beneficial interest in the related company.

32. RETIREMENT BENEFITS SCHEME

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, employees are required to contribute 5% of their monthly salaries or up to a maximum of HK$1,500 (2025: HK$1,500) and they can choose to make additional contributions. Employers monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK$1,500 (2025: HK$1,500) (the "mandatory contributions"). Employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

The retirement benefits scheme contributions arising from the MPF Scheme charged to profit or loss represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

During the years ended 31 March 2026 and 2025, the Group had no forfeit contributions under the MPF Scheme utilised to reduce the existing levels of contributions. As at 31 March 2026 and 2025, there was no forfeited contribution under the MPF Scheme which may be used by the Group to reduce the contribution payable in the future years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

33. PARTICULARS OF SUBSIDIARIES

The following table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or assets of the Group. To give details of the other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

Name of subsidiary	Place of incorporation/ principle place of operations	Class of share	Issued and fully paid share capital	Proportion of ownership interest and voting power held by the Company 2026 %	2025 %	Principal activities
Du Hsiao Yueh (Hong Kong) Limited	Hong Kong	Ordinary	HK$9,000,000	**100**	100	Provision of casual dining food catering services
Grand Richest Limited	Hong Kong	Ordinary	HK$100	**100**	100	Provision of casual dining food catering services
Royal HR Management Limited	Hong Kong	Ordinary	HK$1	**100**	100	Provision of human resources management services
Royal Time Enterprises Limited	Hong Kong	Ordinary	HK$2	**100**	100	Provision of casual dining food catering services
Simple Future Investment Limited	BVI/Hong Kong	Ordinary	USD1	**100**	100	Investment holding
今米房（江蘇南京）酒業有限公司#	PRC	Ordinary	–	**100**	100	Provision of supply of wine
今米房（南京）餐飲管理有限公司#	PRC	Ordinary	–	**100**	100	Provision of distribution of food
Centric Cloud Investment Limited	BVI	Ordinary	USD100	**100**	100	Investment holding
Jin Mi Fang Wine Holding Limited	Hong Kong	Ordinary	HK$100	**100**	100	Investment holding

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

33. PARTICULARS OF SUBSIDIARIES *(Continued)*

Name of subsidiary	Place of incorporation/ principle place of operations	Class of share	Issued and fully paid share capital	Proportion of ownership interest and voting power held by the Company		Principal activities
				2026	2025	
				%	%	
翠華樓（南京）酒店有限公司μ	PRC	Ordinary	–	**100**	100	Provision of distribution of food and wine
Jin Mi Fang Catering (Hong Kong) Limited	Hong Kong	Ordinary	HK$100	**51**	–	Provision of casual dining food catering services
南京澤瑞龍祥供應鏈管理有限公司@	PRC	Ordinary	HK$100	**55**	–	Provision of distribution of food and wine

\# limited liability company (solely invested by Taiwan, Hong Kong or Macao legal person) established in the PRC.

μ limited liability company (invested by Taiwan, Hong Kong or Macao legal person) established in the PRC.

@ limited liability company (solely Invested by a legal person invested in or controlled by a natural person).

None of the subsidiaries had debt securities outstanding at the end of the reporting period or at any time during the year.

Except for Simple Future Investment Limited, Centric Cloud Investment Limited and Jin Mi Fang Wine Holding Limited which are directly held by the Company, all other subsidiaries are indirectly held by the Company.

34. MAJOR NON-CASH TRANSACTIONS

The Group entered into the following major non-cash investing and financing activities, which were not reflected in the consolidated statement of cash flows:

(a) During the year ended 31 March 2025, the Group entered into leases agreements in respect right-of-use assets for three years. On the lease commencement, the Group recognised right-of-use assets and lease liabilities of approximately HK$353,000 and HK$353,000 respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2026

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Interest payable HK$'000	Amounts due to directors HK$'000	Amounts due to related companies HK$'000	Bank borrowings HK$'000	Lease liabilities HK$'000	Total HK$'000
At 1 April 2024	–	2,380	–	7,104	8,455	17,939
Financing cash flows	(194)	3,814	–	(2,374)	(2,049)	(803)
Non-cash changes:						
Interest expenses	194	–	–	–	240	434
Addition of lease	–	–	–	–	353	353
Foreign exchange translation	–	(5)	–	–	(2)	(7)
Gain on termination of leases	–	–	–	–	(6,721)	(6,721)
At 31 March 2025 and 1 April 2025	–	6,189	–	4,730	276	11,195
Financing cash flows	(126)	6,231	9,592	(873)	(132)	14,692
Non-cash changes:						
Interest expenses	126	–	–	–	17	143
Foreign exchange translation	–	86	–	–	12	98
At 31 March 2026	**–**	**12,506**	**9,592**	**3,857**	**173**	**26,128**

36. EVENTS AFTER THE REPORTING PERIOD

The Group had no material events for disclosure subsequent to 31 March 2026 and up to the date of this report.

37. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 June 2026.

FINANCIAL SUMMARY

For the year ended 31 March 2026

A summary of the published results and of the assets and liabilities of the Group for the last five financial years pursuant to Rule 18.33 of the GEM Listing Rules, as extracted from the publications of the Company, is set out below:

RESULTS

	Year ended 31 March				
	2026	2025	2024	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**22,189**	26,727	51,729	29,744	36,206
Loss before tax	**(3,225)**	(1,917)	(29,409)	(22,281)	(10,138)
Income tax expense	**(269)**	(915)	(2,655)	(29)	(40)
Loss for the year	**(3,494)**	(2,832)	(32,064)	(22,310)	(10,178)
Loss for the year attributable to:					
Owners of the Company	**(4,496)**	(3,515)	(30,374)	(22,002)	(10,178)
Non-controlling interests	**1,002**	683	(1,690)	(308)	–
	(3,494)	(2,832)	(32,064)	(22,310)	(10,178)

ASSETS AND LIABILITIES

	At 31 March				
	2026	2025	2024	2023	2022
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Total assets	**42,177**	16,491	18,858	53,587	74,354
Total liabilities	**(59,287)**	(30,504)	(29,893)	(32,550)	(31,307)
	(17,110)	(14,013)	(11,035)	21,037	43,047
Equity attributable to:					
Owners of the Company	**(17,131)**	(12,998)	(9,337)	21,045	43,047
Non-controlling interests	**21**	(1,015)	(1,698)	(8)	–
	(17,110)	(14,013)	(11,035)	21,037	43,047