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IMS Group Holdings Limited

英馬斯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8136)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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

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

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

The Board of the Company is pleased to announce the unaudited condensed consolidation interim financial statements of the Group for the six months ended 30 September 2026, together with the comparative unaudited figures for the corresponding period in 2025 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2026

		Six months ended 30 September	
		2026	2025
		HK$'000	*HK$'000*
	Notes	**(unaudited)**	(unaudited)
Revenue	*4*	**21,935**	35,055
Direct costs		**(11,517)**	(13,601)
Gross profit		**10,418**	21,454
Other income		**1,713**	419
Other gains and losses, net		**850**	126
Administrative expenses		**(12,930)**	(13,103)
Profit from operation		**51**	8,896
Finance cost	*5(a)*	**(70)**	(80)
(Loss) Profit before income tax expense	*5*	**(19)**	8,816
Income tax expense	*7*	**(420)**	(1,384)
(Loss) Profit attributable to owners of the Company		**(439)**	7,432
Other comprehensive income			
Item that are or may be reclassified to profit or loss:			
Exchange differences on translating foreign operations		**763**	475
Other comprehensive income for the period attributable to owners of the Company		**763**	475
Total comprehensive income for the period attributable to owners of the Company		**324**	7,907
		HK cent	*HK cent*
(Loss) Earnings per share			
Basic and diluted	*8*	**(0.04)**	0.74

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2026

	Notes	**30 September 2026** ***HK$'000*** **(unaudited)**	31 March 2026 *HK$'000* (audited)
Non-current assets			
Property, plant and equipment	*10*	**2,140**	3,197
Investment properties		**11,446**	11,446
Intangible asset		**26**	29
Right-of-use assets		**3,211**	1,644
Prepayment for construction		**5,061**	2,698
		21,884	19,014
Current assets			
Inventories		**7,503**	4,042
Trade and other receivables	*11*	**8,246**	5,327
Tax recoverable		**1,161**	1,180
Cash and cash equivalents		**80,809**	83,942
		97,719	94,491
Current liabilities			
Trade and other payables	*12*	**9,576**	6,142
Contract liabilities		**3,598**	3,197
Lease liabilities		**2,064**	1,230
Tax payables		**1,125**	727
		16,363	11,296
Net current assets		**81,356**	83,195
Total assets less current liabilities		**103,240**	102,209
Non-current liabilities			
Other payables	*12*	**11**	11
Contract liabilities		**57**	57
Deferred tax liabilities		**236**	260
Lease liabilities		**1,208**	477
		1,512	805
NET ASSETS		**101,728**	101,404
Capital and reserves			
Share capital	*13*	**1,000**	1,000
Reserves		**100,728**	100,404
TOTAL EQUITY		**101,728**	101,404

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL

The Company was incorporated in the Cayman Islands on 15 February 2017, as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is located at the offices of Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is located at Unit 1201, 12/F, Block C, Seaview Estate, 8 Watson Road, North Point, Hong Kong.

The Company, an investment holding company, and its subsidiaries (together referred to the "**Group**") are principally engaged in the sale of light-emitting diode ("**LED**") lighting fixtures and visual-audio system, provision of integrated LED lighting solution services, project consultancy and LED lighting system maintenance services, sale of 3D printing materials and provision for 3D printing services.

In the opinion of the directors of the Company, the Company's immediate and ultimate holding company is The Garage Investment Limited, a company incorporated in British Virgin Islands (the "**BVI**").

2. BASIS OF PREPARATION

These unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 ("**HKAS 34**"), all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the "**HKFRSs**"), issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and the applicable disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules.

The unaudited condensed consolidated interim financial statements have been prepared under historical cost convention.

The principal accounting policies used in the unaudited condensed consolidated interim financial statements for the six months ended 30 September 2026 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2026, except for the new and revised HKFRSs issued by the HKICPA that are adopted for the first time for the current accounting period of the Group.

The adoption of these new and revised HKFRSs has had no material effect on the amounts reported in these unaudited condensed consolidated interim financial statements and/or disclosures set out in these unaudited condensed consolidated interim financial statements. The Group has not early adopted any new HKFRSs that have been issued but are not yet effective.

3. SEGMENT INFORMATION

During the period, the Group was principally engaged in sale of LED lighting fixtures and visual-audio system, provision of integrated LED lighting solution services, project consultancy and LED lighting system maintenance services. Information reported to the Group's chief operating decision maker, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole. The Group's resources are integrated and as a result, no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

4. REVENUE

Revenue includes the net invoiced value of goods sold, project consultancy and maintenance services rendered and contracts on LED lighting solution projects earned by the Group. The amounts of each significant category of revenue recognised during the respective periods are as follows:

	Six months ended 30 September	
	2026	2025
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Revenue from contracts with customers within the scope of HKFRS 15		
Revenue – at a point in time		
Sale of LED lighting fixtures	**19,322**	31,455
Sale of visual-audio systems	**279**	281
Sale of 3D printing materials and provision for 3D printing services	**459**	499
Revenue – over time		
LED lighting system consultation and maintenance services	**1,467**	2,820
Integrated LED lighting solution services	**408**	–
	21,935	35,055

5. PROFIT BEFORE INCOME TAX EXPENSE

The Group's profit before income tax expense is arrived at after charging:

		Six months ended 30 September	
		2026	2025
		HK$'000	*HK$'000*
		(unaudited)	(unaudited)
(a)	***Finance costs***		
	Interest on lease liabilities	**70**	80
(b)	***Other items***		
	Costs of inventories recognised as expenses	**6,503**	9,410
	Auditor's remuneration		
	– Audit-related assurance services	**290**	305
	Depreciation of property, plant and equipment		
	– Administrative expenses	**901**	1,038
	– Cost of sales	**40**	40
	Amortisation of intangible assets	**3**	3
	Depreciation of right-of-use assets	**1,203**	1,322
	Leases expenses of other premises under short term leases	**249**	218

6. EMPLOYEE BENEFIT EXPENSES, INCLUDING DIRECTORS' REMUNERATION

	Six months ended 30 September	
	2026	2025
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Fees, wages and salaries	**10,566**	10,519
Post-employment benefits		
– payment to defined contribution retirement plan	**694**	568
Other benefits	**283**	39
	11,543	11,126

7. INCOME TAX EXPENSE

The amount of income tax expense in the condensed consolidated statement of profit or loss and other comprehensive income represents:

	Six months ended 30 September	
	2026	2025
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Current tax		
Hong Kong profits tax		
– current period	**59**	820
PRC enterprise income tax ("**EIT**")		
– current period	**393**	594
Deferred income tax	**(32)**	(30)
Income tax expense	**420**	1,384

Hong Kong profits tax

Hong Kong profits tax is calculated at 16.5% (six months ended 30 September 2025: 16.5%) of the estimated assessable profits during the period.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "**Bill**") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the two-tiered profits tax rates regime, the first HK$2 million of profits of qualifying corporations will be taxed at 8.25% (six months ended 30 September 2025: 8.25%), and profits above HK$2 million will be taxed at 16.5% (six months ended 30 September 2025: 16.5%). The profits of corporations in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

PRC EIT

Under the Law of the PRC on Enterprise Income Tax (the "**EIT Law**") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% for both periods.

8. (LOSS) EARNINGS PER SHARE

The calculation of the basic (loss) earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

	Six months ended 30 September	
	2026	2025
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
(Loss) Earnings		
(Loss) Earnings for the purpose of basic (loss) earnings per share	**(439)**	7,432
Number of shares		
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share *(Note)*	**1,000,000,000**	1,000,000,000

Note:

Diluted (loss) earnings per share is same as basic (loss) earnings per share as there was no potential dilutive ordinary shares for the six months ended 30 September 2026 and 2025.

9. DIVIDENDS

No dividend has been paid or declared by the Company for the six months ended 30 September 2026 (six months ended 30 September 2025: nil).

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2026, the Group acquired items of property, plant and equipment with a cost of approximately HK$0.6 million (for the year ended 31 March 2026: approximately HK$4.4 million).

11. TRADE AND OTHER RECEIVABLES

	Note	As at 30 September 2026 HK$'000 (unaudited)	As at 31 March 2026 HK$'000 (audited)
Trade receivables			
From third parties		**7,490**	5,037
Less: Loss allowance		**(1,912)**	(1,866)
Trade receivables, net	*(a)*	**5,578**	3,171
Other receivables			
Prepayment and deposits		**2,406**	1,810
Other receivables		**262**	346
	(b)	**2,668**	2,156
Total trade and other receivables		**8,246**	5,327

Notes:

(a) The Group generally allows a credit period within 30 (year ended 31 March 2026: 30) days to its trade customers. Application for progress payments on projects are made on regular basis. The Group does not hold any collateral over these balances.

The following is an ageing analysis of trade receivables, net of loss allowance, presented based on the earlier of invoice date or revenue recognition date:

	As at 30 September 2026 HK$'000 (unaudited)	As at 31 March 2026 HK$'000 (audited)
Less than 1 month	**3,016**	1,015
1 month to 3 months	**1,354**	1,036
4 months to 6 months	**940**	412
More than 6 months but less than one year	**268**	708
	5,578	3,171

Movements in loss allowance for impairment of trade receivables are as follows:

	As at 30 September 2026 ***HK$'000*** **(unaudited)**	As at 31 March 2026 *HK$'000* (audited)
At beginning of the reporting period	**1,866**	3,548
Amount written off	**–**	(1,485)
(Reversal of) Loss allowance on trade receivables	**–**	(338)
Exchange realignment	**46**	141
At the end of the reporting period	**1,912**	1,866

(b) The above balances of other receivables, prepayments and deposits as at 30 September 2026 and 31 March 2026 were neither past due nor impaired. Financial assets included in these balances are non-interest bearing and relate to receivables for which there was no recent history of default.

12. TRADE AND OTHER PAYABLES

	As at 30 September 2026 ***HK$'000*** **(unaudited)**	As at 31 March 2026 *HK$'000* (audited)
Trade payables	**6,186**	2,488
Other payables:		
Provision of warranties	**324**	324
Staff cost payables	**2,237**	2,347
Other tax payables	**157**	33
Other payables and accruals	**683**	961
Total trade and other payables	**9,587**	6,153
Less: Non-current portion		
Provision of warranties	**(11)**	(11)
Total current portion	**9,576**	6,142

The credit period of trade payables is normally within 30 (year ended 31 March 2026: 30) days. The ageing analysis of the trade payables based on invoice date is as follows:

	As at 30 September 2026 ***HK$'000*** **(unaudited)**	As at 31 March 2026 *HK$'000* (audited)
Current or less than 1 month	**3,186**	252
1 to 3 months	**562**	532
4 to 6 months	**746**	787
7 to 12 months	**1,177**	612
More than 1 year	**515**	305
	6,186	2,488

13. SHARE CAPITAL

	Number of ordinary shares	**Amount** *HK$*
Authorised:		
Ordinary shares of HK$0.001 each		
As at 31 March 2026 (audited) and 30 September 2026 (unaudited)	10,000,000,000	10,000,000
Issued and fully paid:		
As at 31 March 2026 (audited) and 30 September 2026 (unaudited)	1,000,000,000	1,000,000

14. RELATED PARTY TRANSACTIONS

(a) Related party transactions

During the period, the Group does not have any significant transactions with its related parties or transactions which constituted connected transactions as defined in Chapter 20 of the GEM Listing Rules.

(b) Key management compensation

The key management personnel of the Group are the directors and senior management of the Group. The remuneration paid or payable to them during the period are as follows:

	Six months ended 30 September	
	2026	2025
	HK$'000	*HK$'000*
	(unaudited)	(unaudited)
Fees, wages and salaries	**2,649**	2,649
Post-employment benefits – payment to defined contribution retirement plan	**37**	41
	2,686	2,690

15. CAPITAL COMMITMENT

As at 30 September 2026, the Group had capital commitment of approximately HK$4,160,000 (as at 31 March 2026: approximately HK$4,160,000).

FUTURE DEVELOPMENT AND OUTLOOK

The Group will continue its efforts to be one of the leading LED lighting solutions providers in Asia. During the six months ended 30 September 2026, approximately 55.1% of our sales originates from the PRC and we believe that the domestic demand from luxury renowned brands will remain active in the PRC market which will therefore require more renovation of retail stores in the PRC's shopping mall. The Group will continue to look for new luxury renowned brands' customers to expand our customer base through our existing network.

Looking ahead, we believe that the recovery brought about by the resumption of cross-border travel will certainly drive the economy growth again, however, there is still uncertainty and with new challenges. We will continue to focus on strengthening our core businesses, and at the same time explore for new business opportunities.

BUSINESS REVIEW

The Group is principally engaged in sales of light-emitting diode ("**LED**") lighting fixtures and provision of integrated LED lighting solution services for retail stores of world-renowned end-user luxury brands mainly in the Asia market.

For the six months ended 30 September 2026, the Group recorded revenue of approximately HK$21.9 million and loss attributable to the owners of the Company of approximately HK$0.4 million, as compared to revenue of approximately HK$35.1 million and profit attributable to owners of the Company of approximately HK$7.4 million for the six months ended 30 September 2025. The Group considers the loss attributable to owners of the Company were primary attributable to the decrease in sales of LED lighting fixtures, compared with the corresponding period in 2025.

The following table sets forth the details of the Group's revenue sources:

	Six months ended 30 September			
	2026		2025	
	(unaudited)		(unaudited)	
	HK$ million	***%***	*HK$ million*	*%*
Revenue from contracts with customers (within the scope of HKFRS 15)				
Revenue – at a point of time				
Sale of LED lighting fixtures	**19.3**	**88.2**	31.5	89.7
Sale of visual-audio systems	**0.3**	**1.4**	0.3	0.9
Sale of 3D printing materials and provision for 3D printing services	**0.4**	**1.8**	0.5	1.4
Revenue – over time				
LED lighting system consultation and maintenance services	**1.5**	**6.8**	2.8	8.0
Integrated LED lighting solution services	**0.4**	**1.8**	–	–
	21.9	**100.0**	35.1	100.0

Sales of LED lighting fixtures

For the sales of LED lighting fixtures, it has decreased from approximately HK$31.5 million for the six months ended 30 September 2025 to approximately HK$19.3 million for the six months ended 30 September 2026, which represents a decrease of approximately 38.7% or HK$12.2 million, which is directly contributed by the decrease in number of projects in the People's Republic of China (the "**PRC**") for the six months ended 30 September 2026.

Sales of visual-audio systems

We have recorded revenue of approximately HK$0.3 million for the six months ended 30 September 2026 (2025: approximately HK$0.3 million), representing approximately 1.4% of the Group's revenue and remain the same as last period.

LED lighting system consultation and maintenance services

Our revenue generated from LED lighting system consultation and maintenance service decreased from approximately HK$2.8 million for the six months ended 30 September 2025 to approximately HK$1.5 million for the six months ended 30 September 2026, which represents a decrease of approximately 46.4% or HK$1.3 million in this segment, which was primarily due to the decrease in number of maintenance requests from existing customers.

Integrated LED lighting solution services

Our revenue generated from integrated LED lighting solution services increased from approximately HK$Nil for the six months ended 30 September 2025 to approximately HK$0.4 million for the six months ended 30 September 2026, which represented an increase of approximately HK$0.4 million or 100% which was due to new facade projects had been bid during the period ended 30 September 2026.

Sales of 3D printing materials and provision for 3D printing services

We have recorded revenue generated from sale of 3D printing materials and provision for 3D printing services of approximately HK$0.4 million for the six months ended 30 September 2026 (2025: HK$0.5 million), which represented a decrease of approximately 20.0% or approximately HK$0.1 million which was due to the downtown of 3D printing retail market.

FINANCIAL REVIEW

Revenue

Our revenue decreased by approximately HK$13.2 million or 37.6%, from HK$35.1 million for the six months ended 30 September 2025 to approximately HK$21.9 million for the six months ended 30 September 2026, primarily because of the revenue generated from sales of LED lighting fixtures has been decreased by approximately HK$12.2 million for the six months ended 30 September 2026.

Direct Costs and Gross Profit

Our direct costs comprise of components, staff costs, subcontracting fee and labour costs. The direct costs decreased by approximately HK$2.1 million or 15.4%, from approximately HK$13.6 million for the six months ended 30 September 2025 to approximately HK$11.5 million for the six months ended 30 September 2026, which is in line with the decrease in revenue for the six months ended 30 September 2026.

Our gross profit decreased by approximately HK$11.1 million from approximately HK$21.5 million for the six months ended 30 September 2025 to approximately HK$10.4 million for the six months ended 30 September 2026, and the gross profit margin decreased from 61.2% for the six months ended 30 September 2025 to 47.5% for the six months ended 30 September 2026. This was primarily due to the increase in direct cost relating to the installation work for our LED lighting solution projects.

Administrative Expenses

Our administrative expenses decreased by approximately HK$0.2 million or 1.5%, from approximately HK$13.1 million for the six months ended 30 September 2025 to approximately HK$12.9 million for the six months ended 30 September 2026. The amount was remain stable during the period.

Income Tax Expense

Income tax expenses decreased by approximately HK$1.0 million or 71.4%, from approximately HK$1.4 million for the six months ended 30 September 2025 to approximately HK$0.4 million for the six months ended 30 September 2026. The decrease was in line with the decrease of profit.

Loss for the period

The Group recorded a loss of approximately HK$0.4 million attributable to owners of the Company for the six months ended 30 September 2026, representing a decrease of approximately HK$7.8 million as compared with a profit of approximately HK$7.4 million for the six months ended 30 September 2025. The loss was primary attributable to the decrease in revenue.

Dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2026 (six months ended 30 September 2025: nil).

LIQUIDITY AND FINANCIAL RESOURCES

The Group financed its operations primarily through cash generated from its operating activities. As at 30 September 2026 and 31 March 2026, we did not have any bank borrowings.

Liquidity ratios

	30 September 2026	31 March 2026
Current ratio	**6.0**	8.4
Quick ratio	**5.5**	8.0

Current ratio: The current ratio is calculated by dividing current assets by current liabilities as at the end of the respective period/year.

Quick ratio: The quick ratio is calculated by dividing current assets minus inventories by current liabilities as at the end of the respective period/year.

As at 30 September 2026, the Group did not have any outstanding borrowing and other indebtedness and no gearing ratio is presented.

Cash and bank balances

As at 30 September 2026, the currency denomination of the Group's cash and bank balances (included fixed bank deposits) are as follows:

Currency denomination	**30 September 2026** ***HK$ million***	31 March 2026 *HK$ million*
Denominated in:		
HKD	**11.2**	17.1
RMB	**26.9**	21.6
EUR	**–**[(1)]	–[(1)]
USD	**35.0**	34.8
JPY	**7.7**	10.4
	80.8	83.9

[(1)] *Represents amount less than HK$3,000 (as at 31 March 2026: HK$3,000)*

Net current assets

As at 30 September 2026, the Group had net current assets of approximately HK$81.4 million (as at 31 March 2026: HK$83.2 million).

Total equity

The equity of the Group mainly comprises share capital, share premium and reserves. As at 30 September 2026, the Group's total equity attributable to owners of the Company amounted to approximately HK$101.7 million (as at 31 March 2026: approximately HK$101.4 million).

CAPITAL STRUCTURE

There has been no change in the capital structure of the Group since 31 March 2026 and up to the date of this announcement.

GEARING RATIO

As at 30 September 2026, the gearing ratio of the Group, which is calculated as the ratio of total borrowing to total equity, was Nil (as at 31 March 2026: Nil).

TREASURY POLICY

The Group has adopted a conservative approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

FOREIGN EXCHANGE EXPOSURE

Majority of the Group's business operations were conducted in Hong Kong and the PRC. The sales of the Group are denominated in Hong Kong dollars and Renminbi, which are the functional currencies. The purchases of the Group are denominated in Renminbi, Hong Kong dollars and US dollars. During the period, there has been no material impact to the Group arising from the fluctuation in the foreign exchange rates.

The Group has not engaged in any derivatives agreement and has not committed to any financial instruments to hedge its foreign exchange exposure during the period.

PLEDGE OF ASSETS

As at 30 September 2026, the Group did not pledge any assets (as at 31 March 2026: nil).

CONTINGENT LIABILITIES

As at 30 September 2026, the Group did not have any contingent liabilities (as at 31 March 2026: nil).

CAPITAL EXPENDITURE

During the six months ended 30 September 2026, the Group acquired items of property, plant and equipment of approximately HK$0.6 million (year ended 31 March 2026: approximately HK$4.4 million) and no intangible assets was acquired (year ended 31 March 2026: approximately HK$Nil).

CAPITAL COMMITMENT

As at 30 September 2026, the Group had capital commitment of approximately HK$4,160,000 (as at 31 March 2026: approximately HK$4,160,000).

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

During the six months ended 30 September 2026, there was no significant investments held by the Group.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Significant investments, material acquisitions or disposals of subsidiaries and affiliated companies

On 30 June 2025, Project Across Company Limited, a wholly-owned subsidiary of the Company (as the purchaser) and 株式会社セラーズ不動産, a company established in Japan (as the vendor) entered into a sale and purchase agreement, pursuant to which Project Across Company Limited agreed to purchase, and 株式会社セラーズ不動産 agreed to sell, a property which located at 5-chome-46-89, 46-90, 46-105 & 49-12 Nakamoto, Higashinari Ku, Osaka, Japan (日本大阪市東成区中本五丁目46番89, 46番90, 46番105 & 49番12) at a consideration of JPY42,300,000 (equivalent to approximately HK$2,284,200). The Property is held under freehold. The acquisition of the Property was completed on 25 July 2025 and constituted discloseable transaction of the Company. Please refer to the announcement of the Company dated 30 June 2025 for further details.

On 15 July 2025, Project Across Company Limited, a wholly-owned subsidiary of the Company (as the purchaser) and 東亜実業株式会社, a company established in Japan (as the vendor) entered into a sale and purchase agreement, pursuant to which Project Across Company Limited agreed to purchase, and 東亜実業株式会社 agreed to sell, a property which located at 3-chome-19-6 Tachibana, Nishinari-Ku, Osaka, Japan (日本大阪市西成区橘三丁目19番6) at a consideration of JPY33,000,000 (equivalent to approximately HK$1,749,000). The Property is held under freehold. The acquisition of the Property was completed on 25 July 2025 and constituted discloseable transaction of the Company. Please refer to the announcement of the Company dated 15 July 2025 for further details.

Save as disclosed above, the Group did not have any significant investment as at 30 September 2026 (as at 31 March 2026: HK$Nil). The Group did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures during the period ended 30 September 2026 (year ended 31 March 2026: approximately HK$4.0 million).

As at the date of this announcement, the Group has no other future plans for any other material investments and capital assets.

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2026, including our executive Directors, the Group had a total of 61 (as at 31 March 2026: 63) employees, of which 32 employees were in Hong Kong and 29 employees were in the PRC.

Human resources are vital to our business. In compliance with external competitiveness and internal equity principle, the Group regularly reviews its remuneration plan in accordance with the employees' experience, responsibilities and performance, etc. to ensure that remuneration is in line with market competitiveness. The Group is committed to providing fair market remuneration in form and value to attract, retain and motivate high quality employees. The Group operates the following retirement schemes for its employees:

(1) a defined scheme under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for those employees in Hong Kong who are eligible to participate; and

(2) a "five social insurance and one housing fund" retirement pension scheme in accordance with the Retirement Policy of the Chinese Government for PRC employees.

Furthermore, the Company has conditionally adopted a share option scheme on 22 December 2017 so as to motivate, attract and retain right employees.

EVENTS AFTER REPORTING PERIOD

The Group does not have any significant events after the reporting period and up to the date of this announcement.

OTHER INFORMATION

DISCLOSURE OF INTERESTS

(a) Interests and short positions of Directors and chief executive in the shares (the "Share(s)"), underlying Shares and debentures of the Company and our associated corporations

As at 30 September 2026, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("**SFO**")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to 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 (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long position in the Shares of the Company

Name of Directors	Nature of interest	Number of Shares	Approximate percentage of shareholding in our Company
Mr. Tam Yat Ming Andrew	Interest in controlled corporation[(1)]	510,000,000	51%

Note:

(1) 510,000,000 Shares are held by Mr. Tam Yat Ming Andrew ("**Mr. Tam**") indirectly through The Garage Investment Limited ("**Garage Investment**"), which is wholly-owned by Mr. Tam.

Long position in the Shares of associated corporations

Name of Directors	Name of associated corporation	Nature of interest	Number of Shares	Approximate percentage of shareholding
Mr. Tam	Garage Investment	Beneficial owner	1	100.00%

Save as disclosed above and so far as is known to the Directors, as at the date of this announcement, none of the Directors nor chief executive of the Company had or was deemed to have any other interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to 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 (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Interests and short positions of substantial shareholders in the Shares, Underlying Shares and debentures of the Company

As at the date of this announcement, so far as is known to the Directors, the following entities and individuals (not being Directors or chief executive of the Company) had, or were deemed to have, interests or short positions (directly or indirectly) in the Shares or underlying Shares of the Company that would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

Long position in the Shares

Name	Nature of interest	Number of Shares	Percentage of shareholding
Garage Investment	Beneficial owner	510,000,000	51.00%
Ms. Ng Wing Sze	Interest of spouse[(1)]	510,000,000	51.00%

Notes:

(1) Ms. Ng Wing Sze is the spouse of Mr. Tam. By virtue of the SFO, Ms. Ng Wing Sze is deemed to be interested in the Shares in which Mr. Tam is interested.

Save as disclosed above and so far as is known to the Directors, as at the date of this announcement, none of the substantial or significant shareholders or other persons, other than the Directors and chief executive of the Company whose interests are set out in the section "Disclosure of interests – Interests and short positions of Directors and chief executive in Shares, underlying Shares and debentures of the Company and our associated corporations" above, had any interest or a short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SHARE OPTION SCHEME

A share option scheme (the "**Share Option Scheme**") was approved and conditionally adopted by the then shareholders of the Company by way of written resolutions on 22 December 2017.

No share option has been granted, exercised, expired or lapsed under the Share Option Scheme since its adoption.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors (the "**Code of Conduct**") on terms no less exacting than the required standard of dealings set out in Rules 5.46 to 5.67 of the GEM Listing Rules (the "**Required Standard Dealings**"). The Company had also made specific enquiry of all the Directors and each of them was in compliance with the Code of Conduct and Required Standard Dealings up to the date of this announcement.

COMPETING INTERESTS

None of the Directors or the controlling shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) has any business or interest in a business that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the six months ended 30 September 2026.

ISSUE OF THE SECURITIES OR SALE OF TREASURY SHARES

During the six months ended 30 September 2026, neither the Company had issued any equity securities (including securities convertible into equity securities) nor sold any treasury shares for cash.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the six months ended 30 September 2026.

CORPORATE GOVERNANCE

The Board 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 stated in Appendix C1 of the GEM Listing Rules. During the six months ended 30 September 2026 except for the deviations noted below, the Company had complied with the code provision of the CG Code.

Pursuant to code provision C.2.1 of the CG Code, the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. In view of Mr. Tam Yat Ming Andrew, being the founder of the Group and his experience and his roles in the Group, the Board considers it beneficial to the business prospect and operational efficiency of the Group that Mr. Tam Yat Ming Andrew acts as the chairman of the Board (the "**Chairman**") and continues to act as the CEO.

The Directors consider that the current structure does not impair the balance of power and authority between the Board and the management of the Company given the appropriate delegation of the power of the Board and the effective functions of the independent non-executive Directors. The Board will continue to review the effectiveness of the corporate governance structure of the Group in order to assess whether separation of the roles of Chairman and CEO is necessary.

The Chairman is responsible for the Group's strategic planning and the management of the operations of the Board, while the CEO takes the lead in the Group's operations and business development. There is a clear division of responsibilities between the Chairman and CEO which provides a balance of power and authority.

EVENTS AFTER THE REPORTING PERIOD

The Group does not have any material subsequent events after the reporting period and up to the date of this announcement.

CHANGE OF DIRECTORS AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

Pursuant to Rule 17.50A of the GEM Listing Rules, the changes in information on Directors are as follows:

(1) with effect from 1 September 2026. Dr. Wilson Lee resigned as an independent non-executive Director, a member of the audit committee, a member of nomination committee, and a chairman of the remuneration committee of the Company.

(2) with effect from 1 September 2026. Mr. Lo King Shun was appointed as an independent non-executive Director, a member of the audit committee, a member of nomination committee, and a chairman of the remuneration committee of the Company.

Save as disclosed above, during the Period and up to the date of this announcement, there was no change in the information of any Director of the Company required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as at the date of this announcement.

AUDIT COMMITTEE

The financial information in this announcement has not been audited by the auditor of the Company. Pursuant to Rule 5.28 of the GEM Listing Rules, the Company established the audit committee (the "**Audit Committee**") with written terms of reference aligned with the provision of the code provisions set out in Appendix C1 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control procedures of the Group. As at the date of this announcement, the Audit Committee comprises Mr. Li Chun Hung (Chairman), Mr. Lo King Shun and Mr. Ha Yiu Wing, being the independent non-executive Directors.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Company for the six months ended 30 September 2026 and is of the opinion that such results complied with the applicable accounting standards and the requirements under the GEM Listing Rules, and that adequate disclosures have been made.

By Order of the Board
IMS Group Holdings Limited
Tam Yat Ming Andrew
Chairman and Chief Executive Officer

Hong Kong, 20 November 2026

As at the date of this announcement, the Board comprises Mr. Tam Yat Ming Andrew (Chairman and Chief Executive Officer) and Ms. Fok Yee Man as Executive Directors, and Mr. Li Chun Hung, Mr. Ha Yiu Wing and Mr. Lo King Shun as Independent Non-executive Directors.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the day of its publication. This announcement will also be published on the Company's website at http://www.ims512.com.

The original announcement is prepared in the English language. This announcement is translated into Chinese. In the event of any inconsistencies between the Chinese and the English version, the latter shall prevail.