# Yoho Group Holdings Limited
# 友和集團控股有限公司

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

**(Stock Code: 2347)**

## ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2026

The board (the "**Board**") of directors (the "**Directors**") of Yoho Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") is pleased to announce the audited consolidated financial results (the "**Annual Results**") of the Group for the year ended 31 March 2026 (the "**Reporting Period**" or the "**Year**") together with the comparative figures for the year ended 31 March 2025.

**FY25/26 OPERATIONAL HIGHLIGHT**

1. Gross merchandise value (the "**GMV**")*(Note 1)* reached approximately HK$855.6 million, representing an increase in the amount of approximately 0.9% in FY25/26*(Note 2)* compared to FY24/25 (FY24/25: approximately HK$848.1 million).
2. Number of registered members*(Note 3)* increased to approximately 1,387,000 as at 31 March 2026 (as at 31 March 2025: approximately 1,224,000).
3. Number of orders intake*(Note 4)* increased to approximately 523,000 for FY25/26 (FY24/25: approximately 433,000), while basket value*(Note 5)* per order decreased to approximately HK$1,634 for FY25/26 (FY24/25: approximately HK$1,960).

**FY25/26 FINANCIAL HIGHLIGHT**

1. Revenue reached HK$736.8 million for FY25/26, representing a decrease of approximately 2.3% compared to FY24/25 (FY24/25: approximately HK$753.8 million).
2. Achieved an overall gross profit margin of approximately 15.9% for FY25/26 (FY24/25: approximately 15.7%).
3. Adjusted net profit*(Note 6)* of approximately HK$17.3 million for FY25/26 (FY24/25: approximately HK$21.6 million).
4. EBITDA*(Note 7)* of approximately HK$30.4 million for FY25/26 (FY24/25: approximately HK$32.6 million).
5. Profit and total comprehensive income of approximately HK$16.8 million for FY25/26 (FY24/25: profit and total comprehensive income of approximately HK$20.5 million). Basic and diluted earnings per share was 3.41 cents (FY24/25: 4.13 cents).
6. Strong net cash position of approximately HK$228.2 million as at 31 March 2026 (as at 31 March 2025: approximately HK$191.5 million).
7. The Board recommends the payment of a final dividend of HK$0.015 per ordinary share for FY25/26 (FY24/25: HK$0.015).

*Notes:*

1. The "GMV" for a particular financial year is equivalent to the total gross sales dollar value of all relevant orders intake for products and services during that financial year, regardless of whether the products and services are delivered, returned or cancelled; before deductions for discounts offered by us and set-offs by virtue of conversion of membership points; and inclusive of shipping and handling charges, duty and taxes.

2. FYX/Y refers to the financial year ended 31 March of the year Y. For example, "FY25/26" refers to the year ended 31 March 2026.

3. An individual may enroll as a "registered member" through our e-commerce platform at www.yohohongkong.com (desktop version) or m.yohohongkong.com (mobile version) or Yoho mobile app (the "**Yoho E-commerce Platform**") (as a prerequisite to the placement of any order on the platform), or upon a purchase completed at any of our retail stores (as he/she wishes).

4. The "number of orders intake" for a particular financial year consists of orders placed with us, orders made by our customers at our retail stores, and orders from consumers received via online redemption platform(s) of third-party reward scheme(s) and third-party online marketplaces during that financial year.

5. The "basket value" for a particular financial year is calculated by dividing our GMV by the number of orders intake during that financial year.

6. Adjusted net profit is defined as non-HKFRS Accounting Standards measures as profit and total comprehensive income for the year adjusted by share options granted to Directors and certain employees of the Company.

7. EBITDA is defined as non-HKFRS Accounting Standards measures as profit and total comprehensive income for the year adjusted by interest income, interest expense, income tax expense, depreciation of property, plant and equipment and right-of-use assets, and amortisation of other intangible assets.

## CONTENTS

## CHAIRMAN'S STATEMENT

Dear Shareholders,

Hong Kong's retail market is undergoing a profound structural transformation. Over FY25/26, macroeconomic uncertainty, increasingly rational consumer decision-making, and the diversion of local consumption to Chinese mainland and overseas destinations have collectively presented significant structural challenges to the local retail sector. This is not merely a short-term cyclical downturn, but rather the onset of a new retail normal.

### From Aggressive Expansion to Resilient Growth

In the face of a challenging macro-market environment over the past few years, we have conducted a prudent strategic review. Against a backdrop of demand volatility and changing consumption patterns, we made a clear strategic choice between revenue scale and earnings quality. While safeguarding our market share, we have placed greater emphasis on guiding the Group towards a new stage of high-quality profitability and financial resilience.

In anticipation of a retail environment that is expected to become increasingly dynamic and unpredictable, the core objective of our current strategic adjustment is to enable the Group to allocate and reserve resources more effectively, preserve its strength, and remain well-positioned to capture future market opportunities. During the Year, we proactively adjusted certain product categories with relatively lower gross margin efficiency. Through stringent supply chain management and inventory optimisation, we effectively released capital previously tied up in inventory, converted it into tangible cash flow, and enabled our team to focus its core efforts on matters of greater long-term value.

In fact, had the Group chosen to retain certain lower-margin product structures from the past, we would have been fully capable of achieving double-digit sales growth during the Year. However, we remained firmly committed to our "Margin-First" strategy, with a continued focus on further optimising our operating structure. The stable performance of our GMV and revenue during the Year reflects the outcome of our proactive efforts to reshape our business portfolio and uphold transaction quality. More importantly, this has reinforced the financial foundation for the Group's long-term and healthy development, enabling us to maintain greater flexibility and resilience amid market volatility. Yoho does not pursue short-term scale on paper, rather, we are committed to building sustainable, resilient and defensible long-term growth.

### From Vertical E-commerce to a Full-category Platform

Within our core direct-to-consumer ("**1P**") business, we demonstrated robust resilience. Over the Year, despite the local electronics and appliance market generally experiencing a significant double-digit decline, Yoho maintained a stable performance. This indicates that our market share has been further expanded and consolidated. This resilience is underpinned by our strategic investment in customer experience. During the Year, we launched our "Flash Delivery" service, enabling same-day delivery for small and medium-sized parcels, while also beginning to reshape fulfilment standards for major appliances.

In addition, we worked closely with our marketplace merchants to accelerate the expansion of non-electronics and non-appliance categories. We have now built a diversified stock keeping unit ("**SKU**") portfolio comprising 40,000 skincare and beauty products, 20,000 personal care products, and 10,000 health and wellness products. These new growth engines are rapidly unlocking their potential. Non-electronics and non-appliance categories are expected to play an increasingly important role in our overall product mix.

Meanwhile, after three years of dedicated development and accumulation, our marketplace ("**3P**") business has officially entered its harvest phase, emerging as a vital strategic pillar within our platform ecosystem. Currently, the platform has successfully attracted more than 1,000 quality merchants, offering consumers approximately 200,000 product choices. As the GMV contribution from our 3P business continues to rise, we have adopted a more forward-looking strategy and launched the "Best Commission Plan" after the year-end. This initiative has helped further unlock the potential of our merchants, enhance the platform's overall price competitiveness, and create a sustainable growth engine for the Group. We will disclose further details regarding the 3P business to the market at the appropriate time.

**From the Local Market to the Global Market**

Yoho's future will by no means be limited to the local market. In the long run, we are actively advancing a fundamental transformation in the Group's platform role, from a vertical e-commerce channel deeply rooted in Hong Kong to a comprehensive commercial ecosystem that connects global brands, diverse consumers and cross-regional markets.

As part of this globalisation strategy, we will fully leverage Hong Kong's geographical advantages as a free port and duty-free port, as well as its unique position as a regional brand showcase and consumer testing hub. Rooted in Hong Kong with a global outlook, we are adopting a dual-track strategy that integrates the complementary strengths of public-domain and private-domain channels. Over the Year, the Group has successfully established new sales channels reaching Chinese mainland and overseas markets. These initiatives have not only enabled us to tap into new customer segments but also allowed us to accumulate valuable cross-border operational data and accurately capture the evolving preferences of overseas consumers.

Targeting overseas and Chinese mainland markets, we will, on the one hand, continue to deepen our strategic partnerships with mainstream public-domain e-commerce and content platforms, underpinned by our robust product authenticity assurance mechanism and mature supply chain capabilities, to achieve efficient market penetration. On the other hand, with Hong Kong serving as our central operations and distribution hub, we are strategically building the global private-domain network of our flagship brand, YOHO, and our premium sub-brand, J SELECT, as an organic complement to public-domain channels, while continuously enhancing the cross-border payment and overseas fulfilment experience.

To accelerate this globalisation process, one of the Group's key strategic initiatives in the second half of 2026 will be the comprehensive transformation of our premium sub-brand, J SELECT, into an international platform serving global consumers. By leveraging the Group's existing extensive product base of approximately 200,000 SKUs, we will undertake highly customised product curation and portfolio optimisation to better align with the consumption scenarios of different markets around the world. This prudent, precise and highly flexible expansion approach will enable us to establish a sustainable and replicable global growth model with strong scalability as we steadily expand into Chinese mainland and overseas markets.

**Closing Remarks and Appreciation**

Finally, on behalf of the Board, I would like to express my sincerest gratitude to all our employees for their exceptional resilience and unwavering dedication over the Year amid a complex and rapidly changing market environment. At the same time, we would also like to extend our heartfelt appreciation to our valued customers, business partners and shareholders for their continued trust and support. We will continue to uphold a transparent and responsible approach to governance, and remain committed to creating sustainable long-term value for all stakeholders.

**Wu Faat Chi**
*Chairman and Executive Director*
25 June 2026

## BUSINESS REVIEW

### Overall Performance

During the Year, the Hong Kong retail market showed signs of gradual recovery from a low base, although overall momentum remained modest and category performance continued to diverge. The local retail sector continued to face operating pressure amid macroeconomic uncertainties, cautious consumer sentiment, northbound spending by Hong Kong residents and the diversion of consumption to outbound travel. Purchasing decisions for higher-ticket and discretionary products became more rational, while market competition extended beyond price to delivery efficiency, shopping convenience and service experience.

Amid an unsettled demand recovery and intensified price competition, the Group maintained a stable operating performance during the Year, supported by the resilience of its core business and the continued execution of its "Margin-First" strategy. Rather than pursuing sales volume growth alone, the Group placed greater emphasis on gross profit return, conversion efficiency and customer value per transaction, with a view to preserving transaction scale while enhancing operational quality and earnings sustainability.

During the Year, the Group's GMV and revenue amounted to approximately HK$855.6 million and HK$736.8 million, respectively, remaining broadly stable year-on-year. Although the basket value declined to approximately HK$1,634 due to cautious consumer sentiment and changes in product mix, the impact was largely offset by growth in order volume, continued expansion of the member base and further development of the 3P business, supporting overall GMV stability.

The number of orders intake increased by 20.8% year-on-year to approximately 523,000, reaching a record high, and registered members further increased to approximately 1.39 million. GMV of the 3P business also increased by approximately 74.4% year-on-year to approximately HK$30.9 million. While part of the growth benefited from a lower base, the continued expansion reflected improving merchant participation and platform transaction activity.

While maintaining a stable GMV scale, the Group further strengthened its discipline in product selection, procurement and replenishment, using product demand, turnover speed and gross profit contribution as key management indicators. These management measures were gradually reflected in an improved inventory structure and lower inventory levels. The Group's inventory decreased from approximately HK$110.2 million as at 31 March 2025 to approximately HK$99.9 million as at 30 September 2025, and further to approximately HK$72.7 million as at 31 March 2026. The continued decline reflected the Group's increasingly refined product selection, procurement and replenishment arrangements, together with an improved inventory structure, and a significant reduction in slow-moving and inefficient inventory.

Lower inventory pressure reduced the need for subsequent deep discounting or clearance sales, thereby easing the drag on gross profit from low-turnover, low-margin products and products subject to greater price volatility. Benefiting from an improved product mix, reduced discounting and clearance pressure, and a higher proportion of higher-margin categories, the Group's gross profit amounted to approximately HK$117.3 million, while gross profit margin further improved to 15.9%, reaching a five-year high. This reflected the gradual embedding of the "Margin-First" strategy into product selection, procurement and inventory management, and its translation into improved earnings quality.

During the Year, the Group continued to enhance its technology applications and platform service capabilities across delivery services, customer experience and member operations. These initiatives included the launch of the YOHO mobile application, the rollout of "Flash Delivery" as an express fulfilment service, enhanced use of artificial intelligence and data analytics, optimisation of backend functions for the 3P business, and continued enhancement of after-sales and customer service capabilities. While the related investments led to an increase in operating expenses, they represent strategic investments to enhance service efficiency, user experience and repeat purchase capability, and are expected to support transaction frequency and customer value over the long term.

Despite the increase in such investments, the Group recorded EBITDA of approximately HK$30.4 million. This performance was mainly supported by improved gross profit margin, enhanced inventory management, growth in order volume and improved operating efficiency, which partially offset the additional costs arising from such strategic investments.

With a stable core business, healthy financial position and sufficient cash reserves, the Group remained capable of pursuing strategic investments while maintaining shareholder returns. After considering the full-year results, cash position and future development needs, the Board recommended a final dividend of HK$0.015 per ordinary share for FY25/26. Together with the interim dividend of HK$0.015 per ordinary share paid during the Year, the total dividend for FY25/26 amounted to HK$0.030 per ordinary share (FY24/25 total dividend: HK$0.030 per ordinary share), reflecting the Group's commitment to balancing long-term development with shareholder returns.

**Flagship Brand – YOHO**

***1P Business***

During the Year, the 1P business remained YOHO's core business. The Group entered the market in its early years through electronics and appliances and successfully established brand recognition, user trust, and transaction traffic in this segment through its diversified product offerings, online-merge-offline ("**OMO**") shopping experience, and competitive pricing. Electronics and appliances remain key revenue and traffic contributors to the Group's 1P business. During the Year, the Group continued to refine product selection and product mix management to improve conversion efficiency and gross margin performance.

Conversion in electronics and appliances depends not only on product selection and pricing, but also heavily on fulfilment arrangements such as delivery, installation and after-sales support. Given the higher ticket size of these products, customers typically place greater emphasis on service reliability and delivery certainty before making a purchase. The Group therefore further leveraged its OMO capabilities to integrate online enquiries, in-store experience, delivery and installation, and after-sales support, reducing customers' coordination burden throughout the purchase process.

Major appliances are a representative example. Their purchase typically involves multiple fulfilment steps, including delivery, old appliances recycling and installation. During the Year, the Group initially rolled out "same-day delivery, collection and installation" for selected major appliance categories, enabling customers to complete new appliance delivery, old appliance recycling and installation arrangements within the same day. This initiative integrates previously fragmented processes into a one-stop fulfilment experience, improving transaction certainty for higher-ticket products and strengthening the service barrier of the Group's major appliance category.

While consolidating its service capabilities in core categories, the Group also leveraged its member data, platform traffic and operating capabilities to expand non-electronics categories. During the Year, the Group strengthened its focus on beauty, health and wellness, personal care and other daily consumption categories with relatively higher gross margins and purchase frequency. By considering gross profit contribution, user demand and cross-selling potential in product selection, the Group further optimised its product mix and reduced reliance on higher-ticket electronics and appliance categories.

Among these categories, beauty and personal care place greater emphasis on the expansion of younger and lifestyle-oriented consumption scenarios. The Group actively introduced high-quality emerging local brands, leveraging their brand stories, design aesthetics and social media influence to capture young consumers' demand for lifestyle and personal care products. The health and wellness category, on the other hand, has demand across different age groups and strong repeat purchase potential. By introducing reputable and long-established healthcare brands, the Group addressed consumers' emphasis on brand heritage, product reputation and reliability, while leveraging its online marketing capabilities to enhance the reach and conversion of these heritage brands among younger customer segments.

Beyond medium to long-term category expansion, the Group also focused on short-cycle consumer trends and trending product opportunities. As social media, short videos, Key Opinion Leader (KOL) recommendations and community discussions continue to accelerate product breakout cycles, the Group strengthened its tracking of social media trends, platform search data, sales performance and member behaviour. This enables the Group to identify products with topical appeal and conversion potential, allowing it to secure supply more quickly and capture demand for trending products, thereby enhancing the product selection accuracy and the market responsiveness for its 1P business.

***3P Business***

During the Year, the 3P business continued to record solid growth. Such growth was mainly driven by the natural conversion of YOHO's existing traffic, member base and brand trust, rather than significant upfront investment. This reflected the gradual conversion of the Group's accumulated operating capabilities into transaction growth of the 3P business.

Facing a challenging local retail environment and rising merchant operating costs, the Group launched the "Best Commission Plan" after the year-end, effective from 1 April 2026, to enhance 3P merchant appeal and product competitiveness on the platform. The plan restructured merchant commission arrangements and covers approximately 400 third-level product categories. Under the new arrangement, the commission rate for eligible merchants in designated product categories was reduced from 9% to 5%, with a maximum commission cap of HK$200 per item. Based on existing higher-ticket products on the platform, the effective commission rate may be as low as approximately 1%, representing a cost advantage compared with general market commission arrangements.

For merchants, the lower commission rate and capped commission mechanism reduce variable selling costs. This is particularly beneficial for higher-ticket products, as the effective commission percentage may decrease as product prices increase, allowing merchants to retain greater pricing and promotional flexibility. For the Group, while the arrangement may reduce commission income per item in the short term, it is expected to improve product price competitiveness and transaction conversion, thereby supporting the long-term growth of the 3P business through higher transaction scale and merchant participation.

Since launching the 3P business in the fourth quarter of 2022, YOHO has maintained a "no registration fee, no listing fee and no annual fee" arrangement to lower merchants' entry barriers and initial operating pressure. The "Best Commission Plan" launched after the year-end further extends this approach from entry costs to transaction costs, continuing YOHO's direction of supporting merchant participation with a lower operating threshold.

### *Cross-border Business*

During the Year, YOHO continued to take a prudent approach to cross-border business testing, focusing on channel partnership discussions, product trial sales and category demand assessment. Given the differences in platform rules, logistics arrangements, payment methods and marketing costs across markets, the Group did not make large-scale investments, but instead adopted a low-cost and phased approach to accumulate market feedback and assess demand fundamentals and operational feasibility.

In Chinese mainland market, YOHO continued to capture cross-border consumption demand through its proprietary WeChat Mini Program, while exploring cooperation opportunities with mainstream e-commerce and content platforms to assess traffic costs, commission arrangements, operating requirements and conversion efficiency. In Southeast Asia, the Group also tested the market response of selected beauty, personal care and trendy toy products through local mainstream e-commerce platforms, and preliminarily observed a certain level of demand for these categories. These tests enabled the Group to accumulate market-specific operating data while controlling upfront investment, providing a reference for future cross-border product selection, pricing and delivery arrangements.

## Premium Sub-Brand – J SELECT

During the Year, J SELECT further strengthened its positioning as a premium lifestyle retail brand, forming a differentiated and complementary positioning with the flagship brand, YOHO, which focuses on the mass market, broad product coverage and high-efficiency e-commerce. J SELECT focuses on beauty, health and lifestyle categories with higher basket value, higher margins and a stronger need for product experience. Through curated product offerings, in-store experience and premium brand positioning, J SELECT continued to enhance its ability to convert demand for high-value products.

These products are rarely driven by price comparison alone. Customers often require a deeper understanding of product functions, usage methods, expected results and after-sales support before making a purchase. Accordingly, J SELECT continued to use physical stores as an important sales channel, using product display, trial arrangements and staff guidance to reduce purchase uncertainty and improve conversion.

To balance offline expansion costs with sales effectiveness, J SELECT did not pursue large flagship stores or extensive SKU displays. Instead, it adopted a more focused and experience-led store model. Following the opening of its K11 MUSEA store in Tsim Sha Tsui in the first half of FY25/26, the Group opened its third J SELECT store at Langham Place in Mong Kok in April 2026, increasing the brand's physical presence in core commercial districts and high-traffic retail locations. These stores enable the Group to showcase representative products with higher sales potential within limited store space, while providing a suitable sales setting for mid-to-premium brands that value product display, customer education and brand image, thereby supporting the Group's introduction of more quality brand partnerships.

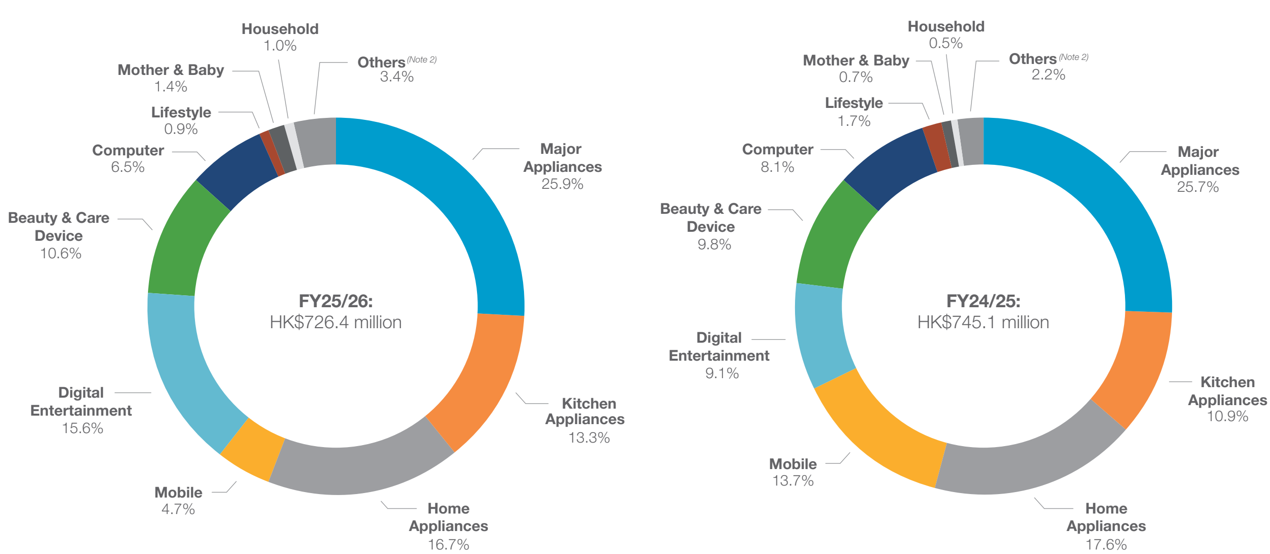
J SELECT's offline presence also strengthened the Group's OMO operating capabilities. Currently, the dual-brand store network of YOHO and J SELECT has expanded to six stores, covering major transport hubs and core commercial-residential districts. Together with over 2,000 pickup points across Hong Kong and the "Flash Delivery" service, the network supports different shopping journeys, including online browsing, in-store experience, self-pickup and fast delivery. Based on the Group's internal estimate of the coverage of its dual-brand stores, pickup points and "Flash Delivery" service, the relevant OMO network covers a serviceable population of approximately 2 million.

## Business Performance

Our GMV increased by approximately 0.9% and revenue decreased by approximately 2.3%, respectively, for FY25/26 compared to FY24/25.

In terms of product category, the below graph demonstrated the diversity in our product offering to satisfy customers' demand.

**Revenue breakdown by product category**(Note 1)




*Notes:*

1. Excluding revenue generated from the provision of advertising services.

2. Others refers to Toys, Skincare & Makeup, Personal Care, Health & Wellness, Supermarket Food, Menswear, Womenswear, Kidswear, Pet Supplies, Wine & Spirits, Book & Culture and Other Products/Services.

**Business highlights**

We operate a dynamic OMO business model under two complementary brands, YOHO and J SELECT, each strategically positioned to serve distinct customer segments and drive growth.

YOHO is our flagship brand targeting the mass market with a focus on competitive pricing and an extensive product range. Its offerings span electronics and appliances, beauty and skincare, health and wellness, household, mother and baby, pet supplies, wines and spirits, and toys. With a strong presence across online and offline channels, YOHO operates the robust YOHO E-commerce Platform and three expansive retail stores located in key districts (Kwun Tong, Causeway Bay, and Cheung Sha Wan).

J SELECT elevates our portfolio by focusing on mid-to-high-end consumers, offering a curated selection of premium beauty devices, lifestyle products, and cutting-edge gadgets. Its presence extends online through the J SELECT e-commerce platform (jselect.com) and offline with a premium retail store in Popcorn Mall, Tseung Kwan O and K11 MUSEA, Tsim Sha Tsui.

Our dual-brand strategy underscores our dedication to capturing diverse consumer segments and unlocking new opportunities by leveraging differentiated market positioning, advanced retail technology, and forward-thinking innovations.

**OMO business model**

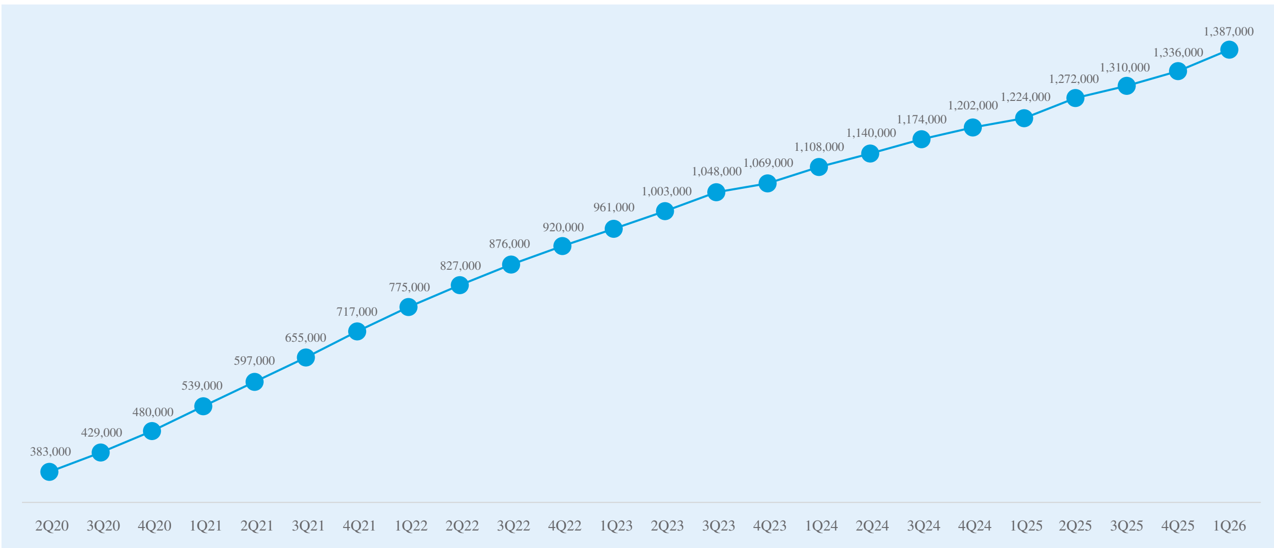
We believe our OMO business has enabled us to enhance customer experience, which helped drive the significant increase in our customer base and the scale of operation during the years indicated below:

| | **FY25/26** | FY24/25 | Movement |
|---|---|---|---|
| GMV *(HK$ million)* | **855.6** | 848.1 | 0.9% |
| Number of registered members | **1,387,000** | 1,224,000 | 13.3% |
| Number of orders intakes | **523,000** | 433,000 | 20.8% |
| Basket value *(HK$)* | **1,634** | 1,960 | -16.6% |

**Growing customer base**

We have established a customer base comprising over 1,387,000 registered members as at 31 March 2026.

Number of Registered Members




*Source:* Internal system.

The above result was facilitated by our membership programme in strengthening customer loyalty and incentivising our customers to make repeat purchases. The growing customer base also echoed with our brand name which encapsulates our ideology to create a one-stop e-commerce platform to cater both online and offline retail market under our OMO business model.

## PROSPECT

Looking ahead, the Hong Kong retail market is expected to remain challenging. Cautious consumer sentiment, intensified price comparison, and the diversion of spending to cross-border and outbound consumption are expected to continue to weigh on the recovery of local retail. In this environment, retailers can no longer rely solely on high-cost expansion to drive growth. Earnings quality, operating efficiency and cash returns will become increasingly important competitive priorities.

Accordingly, "Margin-First" will remain the Group's core operating principle. The Group will maintain disciplined capital allocation and allocate capital and operating resources more prudently, prioritising business opportunities that can deliver stronger gross profit return, operating efficiency and customer value. By leveraging its existing brand trust, member base, merchant network and OMO operating capabilities, the Group will enhance the operating efficiency of its 1P business, 3P business and cross-border business through more precise product selection, better use of member data and deeper merchant collaboration.

In the long term, the Group will build on its three existing businesses and leverage Hong Kong's strengths as a regional brand showcase and consumer testing window to further extend its role beyond a pure retail channel into a platform that connects brands, consumers and different markets, while consolidating its local market position and developing opportunities in Chinese mainland and overseas markets in an orderly manner.

### 1P Business

The 1P business will continue to serve as the Group's core revenue source and profit pillar. Guided by the "Margin-First" principle, the Group will prioritise resources towards product categories with stable demand, strong brand recognition and higher return potential to enhance gross profit return and operating efficiency.

Going forward, the Group will drive the development of its 1P business through the dual-brand strategy of YOHO and J SELECT. YOHO will continue to serve as the Group's core multi-category OMO platform for the Hong Kong mass market, focusing on electronics, appliances, beauty and health products, lifestyle products and other daily consumption needs. Leveraging localised operations, broad category coverage, competitive pricing and its delivery service network, YOHO will continue to enhance purchasing convenience, fulfilment efficiency and after-sales support for higher-ticket and service-led products, reinforcing its role as the Group's main platform in the local e-commerce market.

J SELECT will further develop into a premium, curated and international lifestyle platform, focusing on beauty, cosmetics, health, small electronics and lifestyle products. Its premium brand positioning, curated product mix and experience-led stores enable the Group to test high-value products, capture mid-to-premium consumer demand and deepen cooperation with quality brands. Through clear dual-brand segmentation, the Group can strengthen its mass-market presence while expanding into mid-to-premium lifestyle opportunities, thereby improving the product depth and margin structure of the 1P business.

On the supply side, the Group will actively explore strategic brand partnerships, minority investments and acquisition opportunities, gradually extending its role from a retail channel to a brand growth partner. For high-potential brands, the Group can provide sales channels, member reach, store display, OMO operations and regional market development capabilities. For the Group, these partnerships and investments can support priority access to differentiated, higher-margin products with social media traction potential, enhance supply control and product uniqueness, and reduce over-reliance on open-market procurement and price competition.

**3P Business**

The 3P business will continue to develop on the foundation of YOHO's existing platform traffic, member base and brand trust. YOHO currently has over 1.4 million registered members and has established a stable transaction base. Consumers are accustomed to searching, comparing and purchasing a wide range of products on the YOHO platform, providing third-party merchants with a mature traffic gateway and sales channel.

The Group will continue to drive the development of the 3P business through flexible and merchant-friendly policies. The focus of the 3P business is not to maximise short-term commission income, but to enhance platform transaction activity and expand product coverage without increasing the Group's 1P inventory burden. Through lower entry barriers and competitive commission arrangements, the Group can attract more merchants with price-competitive and differentiated products, broaden user choice, and reduce its procurement and inventory risks.

After the year-end, the Group officially launched a platform advertising service for merchants, under which merchants can place advertisements and increase product exposure on the YOHO platform by pre-loading advertising credits. The Group will also provide merchant operating tools such as flash sales, themed promotions and platform campaigns to help merchants improve product exposure, conversion efficiency and transaction opportunities at key sales touchpoints. These initiatives will enhance merchants' operating capabilities on the platform and create revenue streams for the Group beyond commissions.

Looking ahead, the Group will also prudently develop third-party logistics services ("**3PL**") to provide merchants with more comprehensive logistics and delivery support. As 3PL involves warehouse capacity, delivery costs, service reliability and after-sales responsibilities, the Group will proceed gradually while balancing platform capacity, cost efficiency, customer experience and merchants' operating flexibility. Once mature, 3PL can serve as an optional logistics solution for merchants, helping reduce service inconsistencies caused by merchants' self-arranged delivery.

**Cross-border Business**

Cross-border business remains an important medium to long-term growth direction for the Group. The Group will develop its cross-border business with reference to different market characteristics, platform traffic dynamics and brand positioning, while adopting a combined public-domain and private-domain channel strategy to balance traffic acquisition, cost control and operating flexibility.

Public-domain platforms offer sizeable traffic and mature transaction infrastructure, enabling the Group to increase product exposure, test market demand and reach new customers more efficiently. Meanwhile, these platforms also have demand for Hong Kong supply chains with stable supply, product authenticity assurance and cross-border delivery capabilities, providing the Group with opportunities to enter new markets. However, such platforms typically involve higher commissions, marketing costs and platform rule constraints, which may limit gross margin, pricing flexibility and customer relationship building.

Private-domain channels, by contrast, provide greater flexibility in product selection, pricing, content presentation and customer relationship management. However, at the early stage of development, they still require sufficient brand awareness, traffic entry points and user trust. The Group therefore intends to use public-domain platforms to build exposure, test demand and acquire new customers, while using private-domain channels to retain customer relationships, encourage repeat purchases and support more flexible operations.

YOHO will remain the Group's principal platform for cross-border testing and operations. Leveraging its Hong Kong-based supply chain, authenticity assurance, product selection capabilities and delivery experience, YOHO will deepen the operations of its WeChat Mini Program, and advance cooperation with mainstream e-commerce platforms and content platforms, bringing Hong Kong products and curated offerings to Chinese mainland and other cross-border consumer markets. Through YOHO, the Group will assess pricing acceptance, platform costs and conversion efficiency across markets, while gradually developing a replicable cross-border operating model and keeping investment and operating risks under control.

J SELECT will serve as an important private-domain channel for the Group's international market expansion and globalisation strategy. Leveraging its curated, premium and international lifestyle positioning, J SELECT will focus on global consumers with strong purchasing intent for beauty and skincare, health products, small electronic products and lifestyle goods. With Hong Kong as its central operating and distribution hub, the Group will progressively develop and enhance J SELECT's website, mobile application, cross-border payment and international delivery capabilities to provide global consumers with a smoother and more reliable shopping experience. Meanwhile, developing a proprietary private-domain channel will help reduce reliance on traffic distribution and operating rule changes of any single third-party platform, thereby strengthening the autonomy, stability and long-term sustainability of the Group's cross-border business.

## LIQUIDITY AND CAPITAL RESOURCES

Since the listing of our shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 10 June 2022 (the "**Listing Date**"), there has been no change in the capital structure of the Group. The capital of the Group comprises of issued ordinary share capital and capital reserves. The Group had share capital of approximately HK$378,000 as at 31 March 2026, representing a decrease of approximately HK$7,000 from 31 March 2025, as the Group repurchased 9,368,000 shares during the Year.

The Group's sources of funding comprise of its cash and cash equivalents and short-term bank deposits. The Group's total cash position recorded an increase of 19.2% from approximately HK$190.2 million (excluding the pledged deposits of approximately HK$1.4 million) as at 31 March 2025 to approximately HK$226.8 million (excluding the pledged deposits of approximately HK$1.4 million) as at 31 March 2026 mainly due to the increase in bank deposits from approximately HK$174.5 million as at 31 March 2025 to approximately HK$202.7 million as at 31 March 2026. The cash and cash equivalents and short-term bank deposits of the Group, mainly denominated in US$ and HK$, are generally deposited with authorised financial institutions.

As at 31 March 2025 and 31 March 2026 respectively, the Group had not utilised any uncommitted banking facilities. Our total cash and cash equivalents consisted of cash at bank and in hand and short-term deposits within three months of maturity. As at 31 March 2026, bank deposits in the amount of approximately HK$1.4 million (31 March 2025: HK$1.4 million) had been pledged against bank guarantee letters for a subsidiary of the Company. The Group was in a net cash position as of 31 March 2025 and 31 March 2026 and hence no gearing ratio was presented in our financial statements. The Directors are of the opinion that, after taking into consideration the available internal financial resources, the Group has sufficient funds to finance its operations and to meet the financial obligations as and when they fall due. During FY25/26, the Group invested approximately HK$1.7 million on capital expenditure as compared to approximately HK$3.9 million in FY24/25. For the upcoming capital expenditure requirements, we will remain cautious and it is expected to be funded by internal resources within the Group. Overall, the Group's financial position remains sound for continued business expansion.

### Gearing ratio

Gearing ratio (i.e. interest-bearing gross debt divided by total equity) was at nil as at 31 March 2026 and 2025, respectively.

### Use of net proceeds from the Global Offering

On 26 May 2022, the Company offered 55,000,000 ordinary shares (the "**Shares**") for subscription by public in its global offering. The offer price per Share was determined at HK$2.10 and the Shares were successfully listed on the Main Board of the Stock Exchange on the Listing Date. The net proceeds (after deduction of underwriting fees and commissions and other Listing expenses) from the global offering of the Company was approximately HK$74.7 million (the "**Net Proceeds**") and a total amount of approximately HK$50.5 million out of the Net Proceeds have been utilised by the Group as of 31 March 2026 according to the allocation set out in the prospectus of the Company dated 26 May 2022 (the "**Prospectus**").

An analysis of the utilisation of the net proceeds from the Listing Date up to 31 March 2026 is set out below:

| | Percentage | Allocated use of proceeds *(HK$ million)* | **Utilised amount up to 31 March 2025** ***(HK$ million)*** | **Utilised amount during the period ended 31 March 2026** ***(HK$ million)*** | **Unutilised balance as of 31 March 2026** ***(HK$ million)*** | **Proposed timetable for the use of unutilised net proceeds** |
|---|---|---|---|---|---|---|
| Capturing a larger market share through organic growth | 20.4% | 15.2 | **13.4** | **1.8** | **–** | N/A |
| Expanding the product offerings on our e-commerce platform(s) through the launch of online marketplace operations | 7.1% | 5.3 | **2.5** | **1.3** | **1.5** | On or before 31 March 2028 |
| Expanding our services to customers in Chinese mainland and, in particular, the Greater Bay Area | 8.6% | 6.4 | **–** | **0.6** | **5.8** | On or before 31 March 2028 |
| Strengthening our supply chain capabilities | 9.2% | 6.9 | **2.2** | **3.2** | **1.5** | On or before 31 March 2027 |
| Further investing in brand management and marketing to increase mass awareness of our group and the effectiveness of our marketing activities | 11.8% | 8.8 | **2.7** | **0.9** | **5.2** | On or before 31 March 2028 |
| Expanding our teams of staff in support of our business strategies | 19.2% | 14.4 | **9.3** | **3.1** | **2.0** | On or before 31 March 2027 |
| Acquiring companies in e-commerce-related industries | 13.7% | 10.2 | **2.0** | **–** | **8.2** | On or before 31 March 2028 |
| General working capital | 10.0% | 7.5 | **7.5** | **–** | **–** | N/A |
| | 100.0% | 74.7 | **39.6** | **10.9** | **24.2** | |

The unutilised Net Proceeds of approximately HK$24.2 million as at 31 March 2026 (placed in interest-bearing deposits with authorised financial institutions in Hong Kong) is expected to be applied in accordance with the planned use as previously disclosed in the Prospectus, save that, after careful consideration, the Company has decided to:

(i) extend the expected timeline for utilising the remaining allocated Net Proceeds for expanding the product offerings on our e-commerce platform(s) through the launch of online marketplace operations to on or before 31 March 2028, to allow the Group additional time to carefully vet and onboard high-quality third-party merchants, optimise the platform's user interface in a highly competitive e-commerce landscape;

(ii) extend the expected timeline for utilising the remaining allocated Net Proceeds allocated for expanding our services to customers in Chinese mainland and, in particular, the Greater Bay Area to on or before 31 March 2028, to prudently pace our capital deployment in response to current macroeconomic fluctuations and highly competitive regional market dynamics across Chinese mainland, allowing the Group to thoroughly assess local consumer behavior and ensure strict compliance with evolving cross border regulations and fine tune our product localization strategies to effectively capture the distinct purchasing power with the Greater Bay Area;

(iii) extend the expected timeline for utilising the remaining allocated Net Proceeds allocated for strengthening our supply chain capabilities to on or before 31 March 2027, to pace the infrastructure and technology upgrades in line with current transaction volumes, thereby avoiding premature capital expenditure while ensuring the supply chain upgrades are perfectly aligned with the Group's updated logistics requirements;

(iv) extend the expected timeline for utilising the remaining allocated Net Proceeds allocated for further investment in brand management and marketing to on or before 31 March 2028, to address the need for additional time to adapt to softened retail sentiment and more cautious consumer spending patterns, enabling the Group to carefully pace our large scale promotional campaigns that directly resonates with current consumer trends;

(v) extend the expected timeline for utilising the Net Proceeds allocated for expanding our teams of staff in support of our business strategies to on or before 31 March 2027, to adopt a more selective and rigorous talent acquisition strategy, ensuring that the Group recruits high-caliber professionals whose expertise precisely aligns with our long-term business strategic needs; and

(vi) extend the expected timeline for utilising the Net Proceeds allocated for acquiring companies in e-commerce-related industries to on or before 31 March 2028, to allow adequate time for conducting thorough due diligence and identifying acquisition targets that are in line with its strategic growth objectives.

Despite the prudent planning by the Board and management of the Company concerning the relevant use of Net Proceeds, the actual implementation of relevant projects have been affected by many factors such as market environment and overall project progress. As such, the Board has determined to extend the timelines for these projects, with the view that the extension will not have any material adverse impacts on the operations of the Company and is in the best interests of the Company and the Shareholders as a whole.

Save as disclosed above, the Board currently has no intention to change the planned use of the Net Proceeds as disclosed in the Prospectus. The expected timeline for using the unutilised Net Proceeds is based on the best estimation of the business market situations made by the Board. It might be subject to changes based on the market conditions. Further disclosure in the Company's result announcement in respect of change in timeline, if any, will be made by the Company in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as and when appropriate to update its shareholders and potential investors.

## PRINCIPLE RISKS AND UNCERTAINTIES

Our Group's financial condition, results of operations and business prospects may be affected by a number of principal risks and uncertainties directly or indirectly pertaining to our Group's business. The following list is a summary of certain principal risks and uncertainties faced by our Group which are not exhaustive and therefore other risks and uncertainties may also exist:

- we face significant competition in our business and our profitability and prospects for future growth depend on our ability to compete effectively with the other competitors;
- our business depends on our ability to maintain existing and attract new customers;
- incidents of counterfeit products could adversely affect the demand of our products, our brand, reputation and profitability;
- our business and results of operations may be materially and adversely affected if we are unable to maintain daily operations and security of the Yoho E-commerce Platform and systems;
- we are exposed to cybersecurity risks and may be liable for our users' privacy being compromised which may materially and adversely affect our reputation and business;
- the independent warehousing service provider and independent courier service providers engaged by us may increase their service charges and our net profit margin and results of operations may be affected as a result;
- we may not be able to provide electronic appliances to our customers in a timely manner or at all, which may subject us to refund of advances received in relation to the sales of electronic appliances; and
- our business, financial conditions and results of operations could be affected if we fail to attract and retain our key personnel, management team and our employees.

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

*For the year ended 31 March 2026*

| | *Notes* | **2026** <br> ***HK$'000*** | 2025 <br> *HK$'000* |
|---|---|---|---|
| Revenue | *3* | **736,771** | 753,795 |
| Cost of goods sold | | **(619,462)** | (635,674) |
| | | **117,309** | 118,121 |
| Other income | | **7,172** | 8,201 |
| Other losses | | **(130)** | (6) |
| Selling and distribution expenses | | **(72,199)** | (68,141) |
| Administrative expenses | | **(31,739)** | (32,636) |
| Finance costs | | **(997)** | (1,408) |
| Profit before taxation | | **19,416** | 24,131 |
| Income tax expense | *4* | **(2,664)** | (3,665) |
| Profit and total comprehensive income for the year | *5* | **16,752** | 20,466 |
| Earnings per share – | | | |
| Basic *(HK cents)* | *7* | **3.41** | 4.13 |
| Diluted *(HK cents)* | | **3.41** | 4.13 |

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 31 March 2026*

| | *Notes* | **2026** **HK$'000** | 2025 HK$'000 |
|---|---|---|---|
| **Non-current assets** | | | |
| Property, plant and equipment | | **3,638** | 5,906 |
| Right-of-use assets | | **9,795** | 23,446 |
| Other intangible assets | | **4,239** | 3,189 |
| Deposits | | **8,261** | 7,068 |
| Deferred tax assets | | **554** | 345 |
| | | **26,487** | 39,954 |
| **Current assets** | | | |
| Inventories | | **72,674** | 110,199 |
| Trade receivables | *8* | **5,488** | 6,718 |
| Other receivables, deposits and prepayments | | **15,084** | 7,380 |
| Tax recoverable | | **8** | 130 |
| Short-term bank deposits with over 3 months maturity | | **98,279** | 155,461 |
| Pledged bank deposits | | **1,404** | 1,358 |
| Cash and cash equivalents | | **128,562** | 34,696 |
| | | **321,499** | 315,942 |
| **Current liabilities** | | | |
| Trade payables | *9* | **41,941** | 33,605 |
| Other payables and accruals | | **11,967** | 11,768 |
| Contract liabilities | | **14,088** | 11,336 |
| Lease liabilities | | **9,704** | 15,511 |
| | | **77,700** | 72,220 |
| **Net current assets** | | **243,799** | 243,722 |
| **Total assets less current liabilities** | | **270,286** | 283,676 |

| | Note | **2026** | 2025 |
|---|---|---|---|
| | | ***HK$'000*** | *HK$'000* |
| **Non-current liability** | | | |
| Lease liabilities | | **2,939** | 12,443 |
| **Net assets** | | **267,347** | 271,233 |
| **Capital and reserves** | | | |
| Share capital | *10* | **385** | 385 |
| Reserves | | **266,962** | 270,848 |
| **Total equity** | | **267,347** | 271,233 |

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*For the year ended 31 March 2026*

## 1. GENERAL INFORMATION

Yoho Group Holdings Limited (the "**Company**") was incorporated and registered as an exempted company with limited liability in the Cayman Islands. The shares of the Company are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The addresses of the Company's registered office and the principal place of business are Po Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and Unit 602, 6/F, Pioneer Place, 33 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong, respectively.

The Company acts as an investment holding company and the operating subsidiaries are principally engaged in sales of consumer electronics, home appliances and lifestyle products.

The ultimate controlling shareholders of the Company are Mr. Wu Faat Chi ("**Mr. Wu**") and Ms. Tsui Ka Wing ("**Ms. Tsui**"), spouse of Mr. Wu (collectively referred as "**Controlling Shareholders**") who owned a total of 63.0% equity interests in the Company through their respective wholly-owned investment holding companies incorporated in the British Virgin Islands (the "**BVI**"), namely The Mearas Venture Limited ("**The Mearas Venture**"), which is owned by Mr. Wu, and The Wings Venture Limited ("**The Wings Venture**"), which is owned by Ms. Tsui. The Controlling Shareholders are the founders of the group entities now comprising the Group and have been acting in concert on their ownerships and exercise their control collectively over the companies now comprising the Group.

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

## 2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

**Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year**

In the current year, the Group has applied the following amendments 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 period beginning on 1 April 2025 for the preparation of the consolidated financial statements:

| | |
|---|---|
| Amendments to HKAS 21 | Lack of Exchangeability |

The application of the amendments 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 these consolidated financial statements.

**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:

| | |
|---|---|
| HKFRS 18 | Presentation and Disclosure in Financial Statements[3] |
| Amendments to HKAS 21 | Translation to a Hyperinflationary Presentation Currency[3] |
| 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] |

[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 for the new HKFRS Accounting Standard mentioned 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**

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 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 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.

## 3. REVENUE AND SEGMENT INFORMATION

### Revenue

***Disaggregation of revenue from contracts with customers***

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Direct merchant sales | | |
| – Major appliances | **188,125** | 191,759 |
| – Kitchen appliances | **96,172** | 81,282 |
| – Mobile | **33,832** | 102,071 |
| – Digital entertainment | **113,170** | 67,753 |
| – Home appliances | **120,931** | 130,950 |
| – Beauty & care device | **76,305** | 72,247 |
| – Mother & Baby | **9,743** | 5,186 |
| – Household | **6,714** | 3,311 |
| – Computer | **47,178** | 60,164 |
| – Lifestyle | **6,523** | 12,425 |
| – Others | **24,456** | 15,969 |
| Revenue from direct merchandise sales | **723,149** | 743,117 |
| Provision of advertising services | **10,390** | 8,697 |
| Revenue from concessionaire sales | **3,232** | 1,981 |
| Total | **736,771** | 753,795 |
| Geographical markets: | | |
| – Hong Kong | **729,116** | 750,882 |
| – Chinese mainland | **6,378** | 2,069 |
| – Others | **1,277** | 844 |
| | **736,771** | 753,795 |
| Timing of revenue recognition: | | |
| – A point in time | **726,381** | 745,098 |
| – Over time | **10,390** | 8,697 |
| | **736,771** | 753,795 |

**Performance obligations for contracts with customers**

***Direct merchandise sales***

The Group sells products directly to customers through its own retail outlets, internet sales and wholesale.

For sales of products to retail customers, revenue is recognised when control of the goods has transferred, being at the point the customer purchases the goods at the retail outlet. Payment of the transaction price is due immediately at the point the customer purchases the goods.

For internet sales, revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer's specific location. When the customer initially purchases the goods online, the payment for transaction is due immediately. The transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the customer.

For sales of products through wholesale, revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the wholesaler's specific location. Transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the wholesalers. The normal credit term is generally 30 days upon delivery.

***Provision of advertising services***

Revenue from the provision of advertising services is recognised over time over the period of service as the customers simultaneously receive and consume the benefits provided by the Group when the Group renders the service. Revenue is recognised for the service based on the contract price. The normal credit term is generally 30 days from the date of issue of invoice.

***Concessionaire sales***

The Group receives income from concessionaire sales from its marketplace platform. For concessionaire sales, the Group acts as an agent and is not the primary obligor, is not subject to inventory risk, and does not have latitude in establishing prices and selecting customers. Concessionaire sales is recognised on a net basis which is based on a fixed percentage of the sales amount, when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer's specific location.

***Customer loyalty programme***

The Group operates a customer loyalty programme for sales through the Group's retail stores and internet sales where customers are awarded points for purchases made to redeem as sales discounts in the future. The transaction price is allocated to the product and the award points on a relative stand-alone selling price basis. The customer loyalty award points are valid for three months and customers can redeem the award points any time before the specified expiration date. Revenue from the award points is recognised when the award points are redeemed or expired. Contract liabilities are recognised until the award points are redeemed by the award points holders or expired. The sales discounts is recognised and net to the revenue.

**Transaction price allocated to the remaining performance obligation for contracts with customers**

Contracts with customers with unsatisfied performance obligations, including customer loyalty programme, have original expected durations of one year or less. As permitted under HKFRS 15, the transaction prices allocated to these unsatisfied contracts or customer loyalty programme are not disclosed.

**Segment information**

For the purposes of resources allocation and performance assessment, the chief operating decision maker (i.e. the executive directors of the Company) reviews the overall results and financial position of the Group as a whole. Accordingly, only entity-wide disclosures, major customers and geographic information are presented.

**Geographical information**

The geographical information of the Group's revenue based on the location of the goods delivered and services rendered is disclosed above. The Group's non-current assets are all located in Hong Kong.

**Information about major customers**

None of the Group's customers contributed over 10% of the Group's total revenue for both years.

## 4. INCOME TAX EXPENSE

**Income tax expense**

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Current tax: | | |
| – Hong Kong Profits Tax | **2,908** | 3,918 |
| Overprovision in prior years – Hong Kong Profits Tax | **(35)** | – |
| Deferred tax | **(209)** | (253) |
| | **2,664** | 3,665 |

Hong Kong Profits Tax for both years is calculated at 8.25% on the first HK$2,000,000 of the estimated assessable profits of one of the subsidiaries of the Group and at 16.5% on the estimated assessable profits above HK$2,000,000. The profits of other subsidiaries not qualified for the two-tier profits tax regime will continue to be taxed at a flat rate of 16.5%.

The Company's subsidiaries operating in Hong Kong are eligible for certain tax concessions. The maximum tax concessions eligible for each subsidiary is HK$3,000 (2025: HK$1,500) for the year.

## 5. PROFIT FOR THE YEAR

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Profit for the year has been arrived at after charging: | | |
| Auditor's remuneration | | |
| – Audit service | **1,600** | 1,600 |
| – Non-audit services | **692** | 726 |
| | **2,292** | 2,326 |
| Directors' emoluments | **3,240** | 3,617 |
| Other staff costs (excluding the directors' emoluments) | | |
| – Salaries, allowances and other benefits | **32,269** | 31,378 |
| – Equity-settled share-based expenses | **163** | 330 |
| – Retirement benefits schemes contributions | **1,371** | 1,419 |
| Total staff costs | **37,043** | 36,744 |
| Depreciation of property, plant and equipment | **2,482** | 2,757 |
| Depreciation of right-of-use assets | **14,240** | 12,223 |
| Amortisation of other intangible assets | **450** | 21 |
| Cost of inventories recognised as an expense (including allowance for provision of impairment loss on inventories of HK$218,000 (2025: HK$392,000), net of reversal) | **619,462** | 635,674 |

## 6. DIVIDENDS

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Dividend recognised as distribution during the year: | | |
| 2026 Interim dividend of HK$0.015 (2025: 2025 interim dividend of HK$0.015) per ordinary share | **7,368** | 7,403 |
| 2025 Final dividend of HK$0.015 (2025: 2024 final dividend of 0.030) per ordinary share | **7,392** | 14,941 |
| | **14,760** | 22,344 |

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 March 2026 of HK$0.015 (2025: HK$0.015) per ordinary share, in an aggregate amount of approximately HK$7,261,000 (2025: HK$7,392,000), has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting.

## 7. EARNINGS PER SHARE

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

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Earnings for the purpose of basic and diluted earnings per share: | | |
| Profit for the year attributable to owners of the Company | **16,752** | 20,466 |

| | **2026** | 2025 |
|---|---|---|
| | **Number of shares** | Number of shares |
| Weighted average number of shares for the purpose of basic and diluted earnings per share | **491,371,003** | 495,869,940 |

During the years ended 31 March 2026 and 2025, the computation of diluted earnings per share does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price of the shares.

## 8. TRADE RECEIVABLES

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Trade receivables | **5,488** | 6,718 |

As at 1 April 2024, trade receivables from contracts with customers amounted to HK$9,785,000.

The Group generally grants credit terms of 30 days to its customers from the date of invoices. Sales made through retail stores or internet are settled by cash or credit cards through payment gateways, which will generally settle the amounts with the Group within 2 days after the sales made. An ageing analysis of the trade receivables, net of allowance for impairment losses, presented based on the invoice dates at the end of each reporting period is as follows:

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Within 30 days | **2,786** | 3,367 |
| 31 to 60 days | **79** | 375 |
| 61 to 90 days | **1,124** | 1,770 |
| Over 90 days | **1,499** | 1,206 |
| | **5,488** | 6,718 |

## 9. TRADE PAYABLES

The credit period granted by suppliers ranged from 0 to 30 days. The ageing analysis of the trade payables of the Group presented based on the invoice dates at the end of each reporting period is as follows:

| | **2026** | 2025 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Within 30 days | **39,230** | 27,680 |
| 31 to 60 days | **1,698** | 2,000 |
| 61 to 90 days | **256** | 260 |
| Over 90 days | **757** | 3,665 |
| | **41,941** | 33,605 |

## 10. SHARE CAPITAL

**Ordinary shares of US$0.0001 each**

**Authorised:**

| | **Number of shares** | **Nominal value of ordinary shares** |
|---|---|---|
| | | *US$'000* |
| At 1 April 2024, 31 March 2025 and 2026 | 2,000,000,000 | 200 |

**Issued:**

| | **Number of ordinary shares** | **Equivalent nominal value of ordinary shares** | **Equivalent nominal value of ordinary shares** |
|---|---|---|---|
| | | *US$'000* | *HK$'000* |
| At 1 April 2024 | 497,822,000 | 50 | 388 |
| Issue of shares (Note b) | 1,516,000 | – | 2 |
| Repurchase of ordinary shares (Note a) | (5,882,000) | (1) | (5) |
| At 31 March 2025 | 493,456,000 | 49 | 385 |
| Repurchase of ordinary shares (Note a) | **(632,000)** | **–*** | **–*** |
| At 31 March 2026 | **492,824,000** | **49** | **385** |

* Amount less than US$1,000 and HK$1,000.

*Notes:*

(a) During the year, the Company repurchased its own shares through the Stock Exchange as follows:

| Month of repurchase | Number of shares | Price per share Highest *HK$* | Lowest *HK$* | Aggregate consideration paid (including transaction costs) *HK$'000* |
|---|---|---|---|---|
| **Year ended 31 March 2026** | | | | |
| April 2025 | 178,000 | 0.64 | 0.61 | 112 |
| July 2025 | 170,000 | 0.69 | 0.67 | 115 |
| August 2025 | 284,000 | 0.75 | 0.73 | 212 |
| September 2025 | 336,000 | 0.78 | 0.75 | 262 |
| October 2025 | 376,000 | 0.66 | 0.63 | 243 |
| December 2025 | 946,000 | 0.70 | 0.62 | 663 |
| January 2026 | 5,190,000 | 0.70 | 0.69 | 3,641 |
| March 2026 | 1,888,000 | 0.63 | 0.63 | 1,193 |
| | 9,368,000 | | | 6,441 |
| **Year ended 31 March 2025** | | | | |
| April 2024 | 590,000 | 0.68 | 0.62 | 387 |
| July 2024 | 124,000 | 0.70 | 0.64 | 85 |
| September 2024 | 1,674,000 | 0.68 | 0.60 | 1,057 |
| October 2024 | 1,066,000 | 0.69 | 0.63 | 692 |
| November 2024 | 418,000 | 0.62 | 0.59 | 255 |
| December 2024 | 2,010,000 | 0.68 | 0.59 | 1,239 |
| | 5,882,000 | | | 3,715 |

The above ordinary shares repurchased were cancelled except that 8,736,000 (2025: Nil) shares were not cancelled and remained as treasury shares.

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the current year.

(b) On 12 August 2024, the Company issued 1,516,000 ordinary shares to an independent third party as part of the consideration to purchase a group of assets. For details, please see the Company's announcement dated 12 August 2024.

## FINANCIAL REVIEW

### Revenue

Our revenue decreased from approximately HK$753.8 million for FY24/25 to approximately HK$736.8 million for FY25/26, representing a decrease of approximately 2.3%. The decrease in our revenue was primarily due to prolonged macroeconomic volatility and persistently high interest rates weighed heavily on consumer confidence leading to more restrained spending behaviors and heightened price sensitivity across discretionary categories, severely hitting the retail sector in Hong Kong.

### Gross profit

Our gross profit remained stable at approximately HK$117.3 million for FY25/26 (FY24/25: HK$118.1 million). Furthermore, our gross profit margin increased from approximately 15.7% for FY24/25 to approximately 15.9% for FY25/26, mainly due to the effectiveness of our refined product mix and disciplined margin management.

### Selling and distribution expenses

Our selling and distribution expenses increased from approximately HK$68.1 million for FY24/25 to approximately HK$72.2 million for FY25/26 primarily due to an increase in depreciation of right-of-use assets in warehouse expansion and new premium retail stores in Tseung Kwan O and Tsim Sha Tsui.

### Administrative expenses

Our administrative expenses decreased from approximately HK$32.6 million for FY24/25 to approximately HK$31.7 million for FY25/26 primarily due to stringent cost management.

### Income tax expense

Our income tax expense decreased from approximately HK$3.7 million for FY24/25 to approximately HK$2.7 million for FY25/26.

Notwithstanding the fact that we recorded a decrease in profit before tax to approximately HK$19.4 million for FY25/26 (FY24/25: approximately HK$24.1 million), we recorded an effective tax rate of approximately 13.7% (FY24/25: approximately 15.2%) for FY25/26.

### Profit and total comprehensive income for the year

As a result of the foregoing, we recorded a profit and total comprehensive income for the year of approximately HK$16.8 million for FY25/26 as compared with a profit and total comprehensive income for the year of approximately HK$20.5 million for FY24/25. Our net profit margin remained stable at approximately 2.3% for FY25/26 (FY24/25: 2.7%). The decrease in profit and total comprehensive income for the year was primarily attributable to the decrease in revenue from approximately HK$753.8 million for FY24/25 to approximately HK$736.8 million for FY25/26.

**Trade receivables**

Our trade receivables decreased from approximately HK$6.7 million as at 31 March 2025 to approximately HK$5.5 million as at 31 March 2026. Our days sales outstanding remained stable at 3 days as of 31 March 2026 (2025: 4 days).

**Trade payables**

Our trade payables increased from approximately HK$33.6 million as at 31 March 2025 to approximately HK$41.9 million as at 31 March 2026. Our days purchases outstanding remained stable at 22 days as of 31 March 2026 (2025: 24 days).

**Non-HKFRS measures**

In order to supplement our consolidated statements of profit or loss and other comprehensive income, which are presented in accordance with HKFRS, we also use adjusted net profit and EBITDA as non-HKFRS measures as an additional financial measure, which is not required by, or presented in accordance with, HKFRS. We believe that these non-HKFRS measures help identify underlying trends in our business that could otherwise be distorted by the effect of the expenses that we include in income from operations and net profit, and therefore provide useful information to investors and others in understanding and evaluating our results of operation by eliminating potential impacts of such items. We also believe that these non-HKFRS measures provide useful information about our operating results, enhance the overall understanding of our past performance and future prospects, and allow for greater visibility with respect to key metrics used by our management in its financial and operational decision-making.

The use of adjusted net profit and EBITDA as non-HKFRS measures has material limitations as an analytical tool because they do not reflect all items of income and expenses that affect our operations. When assessing our operating and financial performance, you should not consider adjusted net profit and EBITDA as non-HKFRS measures in isolation from or as a substitute for our profit or loss for the year, gross profit or any other financial performance measure that is calculated in accordance with HKFRS. The term "adjusted net profit and EBITDA as non-HKFRS measures" is not defined under HKFRS, and such term may not be comparable to other similarly titled measures used by other companies.

**Adjusted net profit**

We define adjusted net profit as non-HKFRS measures as profit for the year adjusted by share options granted to directors and certain employees.

The following table sets forth our adjusted net profit as non-HKFRS measures for the years indicated:

| | **FY25/26** | FY24/25 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Profit and total comprehensive income for the year | **16,752** | 20,466 |
| Adjusted for: | | |
| Equity-settled share-based expense to directors and certain employees | **563** | 1,111 |
| Adjusted net profit as non-HKFRS measures | **17,315** | 21,577 |

**EBITDA**

We define EBITDA as non-HKFRS Accounting Standards measures as profit and total comprehensive income for the year adjusted by interest income, interest expense, income tax expense, depreciation of property, plant and equipment and right-of-use assets, amortisation of other intangible assets.

| | **FY25/26** | FY24/25 |
|---|---|---|
| | ***HK$'000*** | *HK$'000* |
| Profit and total comprehensive income for the year | **16,752** | 20,466 |
| Adjusted for: | | |
| Interest income | **(7,172)** | (7,948) |
| Interest expense | **997** | 1,408 |
| Income tax expense | **2,664** | 3,665 |
| Depreciation of property, plant and equipment | **2,482** | 2,757 |
| Depreciation of right-of-use assets | **14,240** | 12,223 |
| Amortisation of other intangible assets | **450** | 21 |
| EBITDA as non-HKFRS measures | **30,413** | 32,592 |

**Pledge of assets**

As at 31 March 2026, bank deposits in the amount of approximately HK$1.4 million (31 March 2025: HK$1.4 million) had been pledged against bank guarantee letters for a subsidiary of the Company.

## OTHER INFORMATION

### Talent remuneration

Including the Directors, as at 31 March 2026, our Group had 97 permanent full-time employees as compared with 104 as at 31 March 2025. Our Group provides remuneration package consisting of basic salary, bonus, and other benefits to our employees. Bonus payments are discretionary and dependent on both our Group's and individual performances. Our Group also provides comprehensive medical and life insurance coverage, competitive retirement benefits schemes, and staff training programs and operates a share option scheme.

### Capital expenditure

During FY25/26, our Group's additions of property, plant and equipment and other intangible assets amounted to approximately HK$1.7 million (FY24/25: approximately HK$3.9 million).

### Capital commitments and contingent liabilities

As at 31 March 2026, the Group did not have any significant capital commitment nor contingent liability (2025: Nil).

Substantially all of our Group's monetary assets and liabilities are denominated in Hong Kong dollars ("**HK$**"), United States dollars ("**US$**") and Japanese yen ("**JPY**"). Given the pegged exchange rate between HK$ and US$, the exposure of our operating entities that use HK$ as their respective functional currencies to the fluctuations in US$ is minimal. The Group does not expect any appreciation or depreciation of the HK$ against US$ which could materially affect the Group's results of operations, however, exchange rate fluctuations between HK$ and JPY could affect our Group's performance and asset value. Our Group manages its foreign exchange risk by closely monitoring the movement of the foreign exchange rates and will consider hedging arrangements for significant foreign currency exposure should the need arise. During the FY25/26, the Group did not hedge its investments dominated in foreign currency by currency borrowings and other hedging instruments.

The Group has a treasury policy that aims at better controlling its treasury operations and lowering borrowing cost. Such treasury policy requires the Group to maintain an adequate level of cash and cash equivalents and sufficient banking facilities available to finance the Group's daily operations and to address short term funding needs. The Group reviews and evaluates its treasury policy from time to time to ensure its adequacy and effectiveness.

### Material acquisitions, disposals, significant investments and future plans of material investments

Save as disclosed in this announcement, during the Reporting Period, the Group did not have material acquisition, disposal, significant investments and future plans for material investment or capital assets.

### Events after the Reporting Period

Save as disclosed in this announcement, there were no significant events that may affect our Group since the end of the Reporting Period.

**Purchase, sale or redemption of listed securities**

Save as disclosed in this announcement, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

**Compliance with the corporate governance practices**

The Board has adopted the principles and code provisions of the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") throughout the Reporting Period.

In the opinion of the Directors, save for the deviation from the code provision C.2.1 of the CG Code, the Company has complied with all applicable code provisions set out in the CG Code throughout the Reporting Period.

Pursuant to code provision C.2.1 of the CG Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from, the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual.

The positions of chairman and chief executive officer are held by Mr. Wu Faat Chi ("**Mr. Wu**"). While this will constitute a deviation from code provision C.2.1 of the CG Code, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of the Company, given that: (i) decisions to be made by the Board requires approval by at least a majority of the Directors and that the Board comprises three independent non-executive Directors out of six Directors, and the Company believes there is sufficient check and balance on the Board; (ii) Mr. Wu and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that he/she acts for the benefit and in the best interests of the Company and will make decisions of our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high calibre individuals who meet regularly to discuss issues affecting the operations of our Group.

Moreover, the overall strategic and other key business, financial and operational policies of our Group are made collectively after thorough discussion at both the Board and senior management levels.

Finally, as Mr. Wu is one of the founders of the Yoho OMO Business, the Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning for our Group. The Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether separation of the roles of chairman and chief executive officer is necessary.

**Code of conduct for securities transactions by Directors**

The Company has adopted its own securities dealing code regarding the code of conduct of Directors on dealings in the Company's securities (the "**Securities Handling Policy**") on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules. Having made specific enquiry to all Directors, all Directors have confirmed that they have complied with the required provisions set out in the Securities Handling Policy throughout the period from the Reporting Period.

**Review by the Audit Committee**

The audit committee of the Board (the "**Audit Committee**") has reviewed and discussed with the management of the Company the audited financial results of the Group for the year ended 31 March 2026.

The Audit Committee has also discussed matters in relation to the accounting policies and practices adopted by the Company and internal control with senior management members and the auditor.

The Audit Committee comprises two independent non-executive Directors, namely, Mr. Ho Yun Tat (the chairman of the Audit Committee) and Dr. Leung Shek Ling Olivia, and one non-executive Director, namely, Mr. Man Lap.

**Scope of work of Messrs. Deloitte Touche Tohmatsu**

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 March 2026 as set out in the preliminary announcement have been agreed by the Group's auditor, Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the audited consolidated financial statements of the Group for the year as approved by the Board on 25 June 2026. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Messers. Deloitte Touche Tohmatsu on the preliminary announcement.

**Dividends**

The Board has recommended the declaration of a final dividend of HK$0.015 per Share for FY25/26 (FY24/25: HK$0.015) representing a total amount of approximately HK$7,261,000 (2025: HK$7,392,000), subject to the approval of shareholders of the Company at the forthcoming annual general meeting ("**AGM**") to be held on Wednesday, 26 August 2026. The proposed final dividend will be paid to the Shareholders on or about Thursday, 24 September 2026 whose names appear on the Company's register of members on Wednesday, 9 September 2026.

**Annual general meeting**

The AGM will be held on Wednesday, 26 August 2026. Notice of the AGM and the Company's annual report for the year ended 31 March 2026 will be published in the manner as required by the Listing Rules in due course.

**Closure of register of members**

For the purposes of determining the eligibility of the Shareholders to attend and vote at the 2026 AGM, and the eligible Shareholders' entitlement to the proposed final dividend, the Register of Members will be closed as appropriate as set out below:

(i) For determining the Shareholders' eligibility to attend and vote at the 2026 AGM:

| | |
|---|---|
| Latest time to lodge transfer documents for registration with the Company's branch share registrar and transfer office in Hong Kong | At 4:30 p.m. on Wednesday, 19 August 2026 |
| Closure of the Register of Members | Thursday, 20 August 2026 to Wednesday, 26 August 2026 (both days inclusive) |
| Record Date | Wednesday, 26 August 2026 |

(ii) Subject to the passing of the final dividend proposal agenda at the 2026 AGM, for determining the eligible Shareholders' entitlement to the proposed final dividend:

| | |
|---|---|
| Latest time to lodge transfer documents for registration with the Company's branch share registrar and transfer office in Hong Kong | At 4:30 p.m. on Wednesday, 2 September 2026 |
| Closure of the Register of Members | Thursday, 3 September 2026 to Wednesday, 9 September 2026 (both days inclusive) |
| Record Date | Wednesday, 9 September 2026 |

For purposes mentioned above, all properly completed transfer form(s) accompanied by the relevant share certificate(s) must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

**Share capital**

Details of the movements in share capital of the Company during the Reporting Period are set out in note 10 to the consolidated financial statements. The Group has repurchased some shares during the year.

**Publication of the annual results announcement and annual report**

This announcement has been published on the website of the Stock Exchange at **www.hkexnews.hk** and the website of the Company at **www.yohohongkong.com**. The annual report of the Company for the year ended 31 March 2026 will be published on the aforesaid websites of the Stock Exchange and the Company in due course.

By Order of the Board
**Yoho Group Holdings Limited**
**友和集團控股有限公司**
**Wu Faat Chi**
*Chairman and Executive Director*

Hong Kong, 25 June 2026

*As at the date of this announcement, the executive Directors are Mr. Wu Faat Chi and Ms. Tsui Ka Wing; the non-executive Director is Mr. Man Lap; and the independent non-executive Directors are Dr. Qian Sam Zhongshan, Dr. Leung Shek Ling Olivia and Mr. Ho Yun Tat.*