Shun Wo Group Holdings Limited
汛和集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1591)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2026

The board (the "**Board**") of directors (the "**Directors**") of Shun Wo Group Holdings Limited (the "**Company**") is pleased to present the audited annual consolidated financial results of the Company and its subsidiaries (collectively, the "**Group**") for the year ended 31 March 2026 (the "**Review Year**"), together with the comparative figures for the corresponding year ended 31 March 2025.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Notes	**2026** ***HK$'000***	2025 *HK$'000*
Revenue	*3*	**160,404**	166,255
Direct costs		**(147,305)**	(140,916)
Gross profit		**13,099**	25,339
Other income and other gains	*4*	**3,869**	8,768
Administrative and other operating expenses		**(33,843)**	(31,912)
Impairment losses on financial assets and contract assets, net		**(446)**	(9,223)
Loss from operations		**(17,321)**	(7,028)
Finance cost		**(33)**	(30)
Loss before income tax	*5*	**(17,354)**	(7,058)
Income tax credit	*6*	**2,843**	1,365
Loss and total comprehensive expense for the year attributable to owners of the Company		**(14,511)**	(5,693)
Loss per share attributable to owners of the Company			
— Basic and diluted loss per share (HK cents)	*7*	**(3.45)**	(1.42)

Details of dividends are disclosed in Note 8.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment		**13,897**	15,718
Right-of-use assets		**462**	601
Deferred tax assets		**3,054**	211
		17,413	16,530
Current assets			
Contract assets		**34,281**	38,899
Trade and other receivables	*9*	**33,463**	55,581
Pledged bank deposits	*10*	**12,297**	7,160
Bank balances and cash		**74,315**	85,242
		154,356	186,882
Total assets		**171,769**	203,412
EQUITY			
Equity attributable to owners of the Company			
Capital and reserves			
Share capital	*11*	**53,333**	40,000
Reserves		**90,052**	100,020
Total equity		**143,385**	140,020
LIABILITIES			
Current liabilities			
Trade and other payables	*12*	**22,603**	44,034
Deferred income		**937**	240
Lease liabilities		**332**	450
Contract liabilities		**1,660**	17,692
		25,532	62,416
Non-current liabilities			
Deferred income		**2,781**	820
Lease liabilities		**71**	156
		2,852	976
Total liabilities		**28,384**	63,392
Total equity and liabilities		**171,769**	203,412
Net current assets		**128,824**	124,466
Net assets		**143,385**	140,020

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION AND BASIS OF PRESENTATION

The Company is an investment holding company. The Group is principally engaged in undertaking foundation works in Hong Kong.

The Company was incorporated in the Cayman Islands on 3 May 2016 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with effect from 28 September 2016.

As at 31 March 2026, its parent and ultimate holding company is May City Holdings Limited ("**May City**"), a company incorporated in the British Virgin Islands (the "**BVI**") and owned as to 70% by Mr. Wong Yan Hung ("**Mr. YH Wong**") and 30% by Mr. Wong Tony Yee Pong ("**Mr. Tony Wong**").

The address of the registered office of the Company is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and its principal place of business is Flat A, 7/F., Sai Wan Ho Plaza, 68 Shaukeiwan Road, Hong Kong.

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

2. MATERIAL ACCOUNTING POLICY INFORMATION

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). The consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange (the "**Listing Rules**") and by the Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, except as otherwise stated in the accounting policies of the Group.

The preparation of the consolidated financial statements in conformity with HKFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies of the Group. The area involving a high degree of judgement or complexity, or areas where assumptions and estimate are significant to the consolidated financial statements, are disclosed in the consolidated financial statements.

2. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

2.2 Change in accounting policy and disclosures

(i) Amendments to HKFRS Accounting Standard that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRS Accounting Standard as issued by the HKICPA for the first time, which are mandatorily effective for the annual periods beginning on 1 April 2025 for the preparation of the consolidated financial statements:

HKAS 21 (Amendments)	Lack of Exchangeability

The application of the amendments to 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.

(ii) 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 9 and HKFRS 7 (Amendments)	Amendments to the Classification and Measurement of Financial Instruments[1]
HKFRS Accounting Standards (Amendments)	Annual Improvements to HKFRS Accounting Standards — Volume 11[1]
HKFRS 9 and HKFRS 7 (Amendments)	Contracts Referencing Nature-dependent Electricity[1]
HKFRS 18	Presentation and Disclosure in Financial Statements[2]
HKFRS 19	Subsidiaries without Public Accountability: Disclosures[2]
HKAS 21 (Amendments)	Translation to Hyperinflationary Presentation Currency[2]
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

[1] Effective for annual periods beginning on or after 1 January 2026.
[2] Effective for annual periods beginning on or after 1 January 2027.
[3] The effective date to be determined.

The directors of the Company anticipate that the application of all new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

3. REVENUE AND SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents construction contract receipts in the ordinary course of business. Revenue recognised during the year are as follows:

	2026	2025
	HK$'000	*HK$'000*
Revenue		
Main contracting	**83,273**	117,130
Sub-contracting	**77,131**	49,125
	160,404	166,255

The chief operating decision-maker has been identified as the Board. The Board regards the Group's business as a single operating segment and reviews consolidated financial statements accordingly. Also, the Group only engages its business in Hong Kong and all the non-current assets of the Group are located in Hong Kong. Therefore, no segment and geographical information is presented.

Information about the major customers

Revenue from customers contributing over 10% of the total revenue of the Group are as follows:

	2026	2025
	HK$'000	*HK$'000*
Customer A	**43,020**	26,210
Customer B	**17,434**	17,037
Customer C	**16,775**	–[1]
Customer D	**–[1]**	37,508
Customer E	**–[1]**	27,293
Customer F	**–[1]**	22,516

[1] The corresponding revenue did not contribute over 10% of total revenue of the Group.

4. OTHER INCOME AND OTHER GAINS

	2026	2025
	HK$'000	*HK$'000*
Project management fee	**808**	4,461
Gain on disposal of property, plant and equipment	**37**	10
Interest income	**1,656**	3,585
Sales of scrap materials	**–**	168
Government grants		
— Amortisation of deferred income *(Note a)*	**826**	140
Rental income	**176**	213
Others	**366**	191
	3,869	8,768

Note:

(a) During the year ended 31 March 2026, the Group recognised government grants of approximately HK$826,000 (2025: approximately HK$140,000) relating to the purchase of machinery in respect of the Construction Innovation and Technology Fund supported by the Hong Kong Government. All grants are recognised when there is reasonable assurance that the Group is complied with the conditions attaching and that the grants will be received.

5. LOSS BEFORE INCOME TAX

	2026	2025
	HK$'000	*HK$'000*
Included in direct costs:		
Depreciation of property, plant and equipment	**4,824**	5,466
Staff costs	**24,522**	23,983
Included in administrative and other operating expenses:		
Auditors' remuneration		
— Audit services	**720**	760
— Non-audit services	**120**	120
Depreciation of property, plant and equipment	**1,664**	1,896
Depreciation of right-of-use assets	**591**	334
Expense relating to short-term leases not included in the measurement of lease liabilities	**2,998**	2,997
Staff costs, including directors' emoluments	**22,105**	20,464

6. INCOME TAX CREDIT

	2026	2025
	HK$'000	*HK$'000*
Current income tax		
— Hong Kong profits tax	**–**	–
Deferred tax credit	**(2,843)**	(1,365)
	(2,843)	(1,365)

Hong Kong profits tax is calculated at a rate of 16.5% of the estimated assessable profits for both years. No provision for Hong Kong profits tax has been made as the Group had no assessable profit arising in or derived from Hong Kong for both years.

7. LOSS PER SHARE

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

	2026	2025
	HK$'000	*HK$'000*
Loss		
Loss for the purposes of basic and diluted loss per share: Loss for the year attributable to owners of the Company	**(14,511)**	(5,693)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	**421,187,215**	400,000,000
Basic and diluted loss per share (HK cents)	**(3.45)**	(1.42)

Note:

The weighted average number of ordinary shares for the purpose of calculating basic loss per share for the year ended 31 March 2026 has been adjusted for the effects of subscription of rights issue of shares completed (as detailed in Note 11).

The diluted loss per share were the same as the basic loss per share as there were no dilutive potential ordinary shares in issue during the years ended 31 March 2026 and 2025.

8. DIVIDENDS

No dividend was paid or proposed by the Board for the year ended 31 March 2026 (2025: Nil).

9. TRADE AND OTHER RECEIVABLES

	2026	2025
	HK$'000	*HK$'000*
Trade receivables	**27,400**	37,018
Less: allowance for credit losses	**(5,625)**	(5,628)
	21,775	31,390
Other receivables, deposits and prepayments *(Note c)*	**11,688**	24,191
	33,463	55,581

Notes:

(a) The credit period granted to customers ranges from 30 to 45 days (2025: 21 to 45 days) generally. Trade receivables are denominated in HK$.

(b) The ageing analysis of the trade receivables, net of allowance for credit losses based on date of payment certificates issued by customers or invoice date, whichever is applicable, are as follows:

	2026	2025
	HK$'000	*HK$'000*
0–30 days	**10,342**	17,124
31–60 days	**5,566**	8,855
61–90 days	**4,747**	–
Over 90 days	**1,120**	5,411
	21,775	31,390

(c) Included in other receivables, deposits and prepayments at 31 March 2026 are cash collateral of HK$4,653,000 (2025: HK$7,857,000) placed with insurance companies in Hong Kong for the provision of the surety bonds for certain of the Group's construction projects (Note 14).

10. PLEDGED BANK DEPOSITS

The effective interest rate for the pledged bank deposits are 1.90% (2025: 3.54%) per annum as at 31 March 2026. The carrying amount of pledged bank deposits are denominated in HK$. The bank deposits of approximately HK$5,077,000 (2025: approximately HK$5,000,000) had been pledged to bank as surety bond for faithful performance in accordance to the contract between the Group entity and the customer. For the remaining bank deposits of approximately HK$7,220,000 (2025: approximately HK$2,160,000) are pledged as banking facilities for the operations of the Group.

11. SHARE CAPITAL

	Number of ordinary shares	Amount *HK$'000*
Authorised:		
Ordinary shares of HK$0.01 each (before share consolidation) and HK$0.10 each (after share consolidation)		
As at 1 April 2024	10,000,000,000	100,000
Share consolidation *(Note a)*	(9,000,000,000)	–
As at 31 March 2025, 1 April 2025 and 31 March 2026	**1,000,000,000**	**100,000**
Issued and fully paid:		
Ordinary shares of HK$0.01 each (before share consolidation) and HK$0.10 each (after share consolidation)		
As at 1 April 2024	4,000,000,000	40,000
Share consolidation *(Note a)*	(3,600,000,000)	–
As at 31 March 2025 and 1 April 2025	**400,000,000**	**40,000**
Issue of shares upon rights issue *(Note b)*	**133,333,333**	**13,333**
As at 31 March 2026	**533,333,333**	**53,333**

Notes:

(a) On 23 July 2024, the directors of the Company proposed to implement a share consolidation on the basis that every ten issued and unissued shares of HK$0.01 each would be consolidated into one consolidated share of HK$0.10 each.

Pursuant to an ordinary resolution passed on 13 September 2024, the share consolidation was approved by the shareholders of the Company and has become effective on 17 September 2024. Immediately after the share consolidation, the total number of issued share capital of the Company was adjusted from 4,000,000,000 to 400,000,000.

(b) On 2 February 2026, the Company completed rights issue and issued 133,333,333 rights shares at HK$0.14 each on the basis of one rights share for every three existing shares held on the record date, and the net proceeds of the rights issue, after deducting the professional fees and all other relevant expenses of approximately HK$790,000, were approximately HK$17,876,000.

12. TRADE AND OTHER PAYABLES

	2026	2025
	HK$'000	*HK$'000*
Trade payables	**6,474**	23,097
Retention payables	**8,796**	11,092
Accruals and other payables	**7,333**	9,845
	22,603	44,034

Note:

Payment terms granted by suppliers are generally within one month (2025: two months).

The ageing analysis of trade payables based on the invoice date are as follows:

	2026	2025
	HK$'000	*HK$'000*
0–30 days	**5,613**	22,093
31–60 days	**21**	206
61–90 days	**43**	–
Over 90 days	**797**	798
	6,474	23,097

13. CAPITAL COMMITMENTS

	2026	2025
	HK$'000	*HK$'000*
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:		
— Property, plant and equipment	**187**	1,155

14. SURETY BONDS AND CONTINGENT LIABILITIES

Certain customers of construction contracts undertaken by the Group require the Group entity to issue guarantees for the performance of contracts in the form of surety bonds secured by pledged bank deposits or a corporate indemnity issued by insurance companies secured by pledged deposit.

As at 31 March 2026, the Group has outstanding surety bonds of approximately HK$10,857,000 (2025: approximately HK$18,416,000). The surety bonds will be released upon completion of the contracting works.

Saved as disclosed above, as at 31 March 2026, the Group did not have any other material contingent liabilities.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and Outlook

The Group has more than 20 years of history in Hong Kong's foundation industry, specialising in excavation and lateral support works, socketed H-piling and mini-piling works and pile caps construction works. Hop Kee Construction Company Limited ("**Hop Kee**"), the principal operating subsidiary, is registered under the Buildings Ordinance as a Registered Specialist Contractor under the sub-register of "Foundation Works" and "Site Formation Works" category since December 2009.

As at 31 March 2026, the Group had a total of 10 ongoing projects (including projects that have commenced but not completed as well as projects that have been awarded but not yet commenced) and the original contract sum of these projects are approximately HK$258.6 million.

The construction industry in Hong Kong remained highly competitive during the Review Year. For the year ended 31 March 2026, the Group recorded revenue of approximately HK$160.4 million as compared to revenue of HK$166.3 million for the corresponding year. The Group reported a net loss of approximately HK$14.5 million during the Review Year, representing an increase of loss of approximately HK$8.8 million as compared with the corresponding year. The loss was mainly due to the combined results of: (i) a decrease in gross profit stemming from the keen competition in the property market; (ii) the high cost input for the newly awarded projects in early 2026; (iii) a significant drop in project management fee in which the project was completed in mid 2025 and a decline in interest income; and (iv) a decrease in impairment losses on financial assets and contract assets, net.

Looking forward to next year, the Directors are of the view that the recovery of the property market in Hong Kong remains slow. The Group will adopt more flexible and attractive bidding strategies so as to secure revenue. However, intense competition among the market players and high technical requirements have created downward pressure on contract pricing, which may affect overall profitability. Benefit from the fund-raising through the rights issue in the Review Year, the payment cycle to the subcontractors and suppliers would be shorten, enabling the Group to secure favourable pricing. In the meantime, the Group will adhere to prudent financial management in project selection and cost control. The Group will also explore various chances in the construction industry to create greater value for shareholders.

Financial Review

Revenue

The revenue of the Group was approximately HK$160.4 million for the Review Year, representing a decrease of approximately HK$5.9 million or 3.5% compared to the corresponding year ended 31 March 2025. The decrease in revenue was mainly due to the less foundation projects undertaken by the Group during the Review Year.

Gross profit and gross profit margin

The gross profit of the Group was approximately HK$13.1 million for the Review Year, representing a decrease of approximately HK$12.2 million or 48.3% when compared to the corresponding year ended 31 March 2025. The gross profit margin was approximately 8.2% for the Review Year, representing a drop of 7.0 percentage points compared to the corresponding year ended 31 March 2025 of approximately 15.2%.

The decrease in gross profit and the reduced gross profit margin were attributed to the higher direct material costs and direct overheads incurred at the initial stage of the newly awarded foundation projects, as well as extra costs for work recovery due to bad weathers during the Review Year.

Other income and other gains

For the Review Year, the other income and other gains of the Group was approximately HK$3.9 million, representing a decrease of approximately HK$4.9 million or 55.9% compared to the corresponding year ended 31 March 2025. The other income and other gains during the Review Year mainly represents the project management fee of approximately HK$0.8 million (2025: approximately HK$4.5 million) and interest income of approximately HK$1.7 million (2025: approximately HK$3.6 million) recognised.

Administrative and other operating expenses

For the Review Year, the administrative and other operating expenses was approximately HK$33.8 million, representing an increase of approximately HK$1.9 million or 6.1% compared to the corresponding year ended 31 March 2025. The increase was due to the increase in directors and staff benefits.

The Group will continue to implement stringent controls over the general expenditure.

Impairment losses on financial assets and contract assets, net

For the Review Year, the impairment losses on financial assets and contract assets, net was approximately HK$0.4 million (2025: approximately HK$9.2 million). This was a result of a decrease in expected credit loss on trade receivables and contract assets.

Net loss

As a result of the aforesaid, a net loss of the Group was approximately HK$14.5 million for the Review Year (2025: approximately HK$5.7 million).

Liquidity, Financial Position and Capital Structure

Rights Issue

On 12 December 2025, the Company proposed to implement the rights issue on the basis of one rights share for every three existing shares held by the qualifying shareholders on 8 January 2026, being the record date, at the subscription price of HK$0.14 per rights share (the "**Rights Issue**").

The subscription price represents a discount of approximately 6.7% to the closing price of HK$0.15 per share as quoted on the Stock Exchange on 12 December 2025, being the last trading day for the shares immediately before the release of the announcement of the Company dated 12 December 2025 in relation to, among other things, the Rights Issue. The net price per rights share was approximately HK$0.134. The aggregate nominal value of the rights shares was approximately HK$13,333,333.

The Company intends to apply the net proceeds from the Rights Issue as follows: (i) the acquisition of plant and machinery for the Group, including excavators and air compressors and (ii) the general working capital of the Group. For details of the reasons for and benefits of the Rights Issue, please refer to the announcement of the Company dated 12 December 2025 and the prospectus of the Company dated 9 January 2026.

The Rights Issue was completed on 2 February 2026. As such, 133,333,333 rights shares, with par value of HK$0.10 each, were issued and allotted under the Rights Issue with net proceeds of approximately HK$17.9 million. Reference is made to the announcements of the Company dated 12 December 2025 and 30 January 2026 and the prospectus of the Company dated 9 January 2026. As of 31 March 2026, approximately HK$14.3 million have been utilised as intended. The remaining unutilised balance of approximately HK$3.6 million will be utilised as intended by the second half of 2026.

The breakdown of the utilisation of the net proceeds from the Rights Issue as at 31 March 2026 is as follows:

	Intended use of net Proceeds	**Utilised net proceeds up to 31 March 2026**	**Unutilised net proceeds up to 31 March 2026**
	HK$'000	*HK$'000*	*HK$'000*
Acquisition of plant and machinery	4,000	372	3,628
General working capital	13,900	13,900	–
Net proceeds from the Rights Issue	17,900	14,272	3,628

Bank balances and lease liabilities

As at 31 March 2026, the Group had total bank balances of approximately HK$74.3 million (2025: approximately HK$85.2 million).

As at 31 March 2026, the Group had current lease liabilities of approximately HK$0.3 million and non-current lease liabilities of approximately HK$0.1 million respectively (2025: current and non-current lease liabilities of approximately HK$0.5 million and approximately HK$0.2 million respectively).

Treasury Policy

The Group has adopted a prudent financial management approach towards its treasury policy. 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 all the time.

Gearing Ratio

As at 31 March 2026, the gearing ratio (calculated as total borrowings (which included lease liabilities) divided by the total equity) was 0.28% (2025: 0.43%).

Pledge of Assets

As at 31 March 2026, the Group had approximately HK$5.1 million of bank deposits being pledged as surety bond for faithful performance in accordance to the contract between the Group entity and its customer (2025: approximately HK$5.0 million). For the remaining bank deposits of approximately HK$7.2 million, are pledged as banking facilities for the operations of the Group (2025: approximately HK$2.2 million).

Exposure to Foreign Exchange Rate Risks

As at 31 March 2026, the Group had approximately HK$21.0 million bank balances denominated in the United States dollar. Since Hong Kong dollar is pegged to United States dollar, the Group's exposure to the currency risk of United States dollar is not material.

Save as disclosed above, the Group only operates in Hong Kong and all of the revenue and transactions arising from its operations were settled in Hong Kong dollar. The Directors are of the view that the Group's foreign exchange rate risks are insignificant. Thus, the Group has not entered into any derivative contracts to hedge against the foreign exchange rate risk for the Review Year.

Capital Expenditure

During the Review Year, the Group invested approximately HK$4.8 million in the purchase of property, plant and equipment. All these capital expenditures were financed by internal resources and proceeds from the Rights Issue.

Capital Commitments

As at 31 March 2026, the capital commitments of the Group were approximately HK$0.2 million.

Saved as disclosed above, as at 31 March 2026, the Group did not have any other material capital commitments.

Surety Bonds and Contingent Liabilities

Certain customers of construction contracts undertaken by the Group require the Group entity to issue guarantees for performance of contracts in the form of surety bonds secured by pledged deposits. The Group entity provided a corporate indemnity to insurance companies which issued such surety bonds.

As at 31 March 2026, the Group has outstanding surety bonds of approximately HK$10.9 million (2025: approximately HK$18.4 million). The surety bonds will be released upon completion of the contracting works.

Saved as disclosed above, as at 31 March 2026, the Group did not have any other material contingent liabilities.

Material Acquisition and Disposals of Subsidiaries and Associated Companies

During the Review Year, the Group did not have any material acquisitions or disposals of subsidiaries or associated companies.

Significant Investment

During the Review Year, the Group had no significant investment.

Final Dividend

The Board has resolved not to recommend the declaration of any final dividend for the Review Year.

Future Plans for Material Investment or Capital Assets

The Group did not have any other plans for material investments or capital assets during the Review Year.

Employees and Remuneration Policy

As at 31 March 2026, the Group employed a total of 50 full-time employees (including executive Directors), as compared to a total of 59 full-time employees as at 31 March 2025. Remuneration is determined with reference to the market terms and the performance, qualifications and experience of the individual employee. In addition to basic salary, performance-linked bonus is offered to those staff with special contributions to the Group, in order to attract and retain capable employees. The total remuneration cost incurred by the Group for the Review Year was approximately HK$46.6 million compared to approximately HK$44.4 million in the corresponding year ended 31 March 2025.

Events after the Review Year

There is no material subsequent event undertaken by the Group after 31 March 2026 and up to the date of this announcement.

CORPORATE GOVERNANCE/OTHER INFORMATION

Compliance with the Corporate Governance Code

The Group is committed to maintaining good corporate governance to safeguard the interest of shareholders and to achieve effective accountability. The Company has adopted and applied the principles as set out in "Part 2 – Principles of good corporate governance, code provisions and recommended best practices" of the corporate governance code (the "**CG code**") contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). To the best knowledge of the Board, the Company has complied with all applicable code provisions set out in the CG code during the Review Year and up to the date of this announcement.

Compliance with the Model Code for Securities Transactions by Directors of Listed Issuers

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of the Directors, all the Directors have confirmed that they have complied with the required Model Code's standard during the Review Year and up to the date of this announcement.

Share Option Scheme

The Company has adopted a share option scheme (the "**Share Option Scheme**") on 3 September 2016. The principal terms of the Share Option Scheme are summarised in Appendix IV to the prospectus of the Company dated 12 September 2016. The main purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group and to promote the success of the business of the Group. No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption on 3 September 2016, and there is no outstanding share option as at 31 March 2026.

Competing Interests

The Directors confirm that neither the controlling shareholders of the Company nor their respective close associates is interested in a business apart from the Group's business which competes or is likely to compete, directly or indirectly, with the Group's business during the Review Year, and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

Purchase, Sales or Redemption of the Company's Securities

For the Review Year and up to the date of this announcement, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities.

Directors' Interests in Contracts of Significance

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party for the Review Year.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient amount of public float for its Shares as required under the Listing Rules for the Review Year and up to the date of this announcement.

Proposed Adoption of the Third Amended and Restated Memorandum and Articles of Association

The Board proposes to amend the second amended and restated memorandum and articles of association of the Company (the "**Second Amended M&A**") in order to, among others, (i) update and bring the existing Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the further expansion of paperless listing regime (including but not limited to enabling the Company to hold hybrid general meetings and conduct electronic voting); (ii) provide the Company with flexibility to hold and dispose of the Shares as treasury shares; and (iii) incorporate certain housekeeping amendments (collectively, the "**Proposed Amendments**"). In view of the number of the Proposed Amendments, the Board proposes that the Company adopts the third amended and restated memorandum and articles of association (the "**Third Amended M&A**") (consolidating all the Proposed Amendments) in substitution for and to the exclusion of the Second Amended M&A.

The Proposed Amendments and proposed adoption of the Third M&A are subject to approval of the shareholders of the Company by way of special resolution at the forthcoming annual general meeting of the Company (the "**AGM**") currently scheduled to be convened on Thursday, 10 September 2026.

A circular reflecting, among other matters to be tabled at the AGM, further details of the Proposed Amendments, the adoption of the Third M&A and the notice of the AGM will be despatched to the shareholders of the Company in due course.

AGM

The 2026 AGM will be held on Thursday, 10 September 2026. The notice of the AGM will be published and despatched to shareholders of the Company in the manner as required by the Listing Rules in due course.

Closure of Register of Members

The Hong Kong branch register of members of the Company will be closed from Monday, 7 September 2026 to Thursday, 10 September 2026 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the forthcoming AGM. No transfer of shares may be registered on those dates. In order to qualify for the shareholders' entitlement to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates should be lodged with the Company's Branch Registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Friday, 4 September 2026.

Audit Committee

The Company established an audit committee (the "**Audit Committee**") on 3 September 2016 with written terms of reference in compliance with the CG code. The primary duties of the Audit Committee are to review the financial information of the Group, oversee the Group's financial report system, risk management and internal control procedures, provide advice and comments to the Board, and monitor the independence and objective of the external auditor and perform the corporate governance function.

The Audit Committee consists of three members who are all independent non-executive Directors, namely, Mr. Tam Wai Tak Victor, Mr. Law Ka Ho and Mr. Leung Wai Lim. Mr. Tam Wai Tak Victor is the chairman of the Audit Committee. The Audit Committee has reviewed the consolidated financial statements for the Review Year. The Audit Committee was of the opinion that the preparation of such results complied with applicable accounting standards and requirements as well as the Listing Rules and relevant adequate disclosures have been made.

Scope of Work of Auditors

The figures in respect of the Group's consolidated statement of financial position as at 31 March 2026, 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 annual results announcement have been agreed by the Group's auditors, HLB Hodgson Impey Cheng Limited, to the amounts set out in the Group's consolidated financial statements for the year ended 31 March 2026. The work performed by HLB Hodgson Impey Cheng Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by HLB Hodgson Impey Cheng Limited on this annual results announcement.

Appreciation

The Board would like to take this opportunity to express its sincere gratitude to the management team and staff for their hard work and contributions, and to our shareholders, investors and business partners for their trust and support.

Publication of Annual Results Announcement and Annual Report

The annual results announcement of the Company is published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.swgrph.com). The annual report of the Company for the Review Year will be despatched to the shareholders and published on the respective websites of the Stock Exchange and the Company in due course.

By Order of the Board
Shun Wo Group Holdings Limited
Wong Yan Hung
Chairman

Hong Kong, 26 June 2026

As at the date of this announcement, the executive directors of the Company are Mr. WONG Yan Hung, Mr. WONG Tony Yee Pong, Ms. TO Kit Man and Ms. WONG Nga Ling Kitty and the independent non-executive directors of the Company are Mr. LAW Ka Ho, Mr. LEUNG Wai Lim and Mr. TAM Wai Tak Victor.