



仍志集團控股有限公司
Wisdomcome Group Holdings Limited

Continued in Bermuda with limited liability
Stock Code: 8079

INTERIM REPORT **2025/26**

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

HIGHLIGHTS

- Revenue of the Group for the six months ended 30 September 2025 was approximately HK\$24.7 million (six months ended 30 September 2024: HK\$20.3 million).
- Loss attributable to owners of the Company for the six months ended 30 September 2025 was approximately HK\$0.5 million (six months ended 30 September 2024: HK\$11.4 million).
- The Board of Directors (the “Board”) does not recommend the payment of an interim dividend for the six months ended 30 September 2025 (six months ended 30 September 2024: Nil).

INTERIM RESULTS

The Board of the Company present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2025, together with the comparative figures for the corresponding period in 2024 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		For the six months ended 30 September	
		2025	2024
	Notes	HK\$'000	HK\$'000
Revenue	2	24,691	20,323
Cost of sales		<u>(11,846)</u>	<u>(10,422)</u>
Gross profit		12,845	9,901
Investment and other income	2	150	62
Other gains and losses, net	2	261	166
Servicing, selling and distribution costs		(2,200)	(2,245)
Administrative expenses		<u>(11,482)</u>	<u>(19,469)</u>
Operating loss		(426)	(11,585)
Finance costs		(131)	(94)
Share of results of associates	9	<u>–</u>	<u>–</u>
Loss before tax	4	(557)	(11,679)
Income tax	5	<u>–</u>	<u>–</u>
Loss for the period and total comprehensive loss for the period		<u>(557)</u>	<u>(11,679)</u>

		For the six months ended 30 September	
		2025	2024
Notes		HK\$'000	HK\$'000
Loss for the period and total comprehensive loss for the period attributable to:			
Owners of the Company		(462)	(11,429)
Non-controlling interests		<u>(95)</u>	<u>(250)</u>
		<u>(557)</u>	<u>(11,679)</u>
Loss per share attributable to owners of the Company			
Basic and diluted	7	<u>(HK1.48 cents)</u>	<u>(HK2.20 cents)</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 30 September 2025 (Unaudited) <i>HK\$'000</i>	As at 31 March 2025 (Audited) <i>HK\$'000</i>
	<i>Notes</i>		
ASSETS			
Non-current assets			
Property, plant and equipment	8	507	–
Interests in associates	9	–	–
Right-of-use assets		2,893	–
Deposits, prepayments, other receivables and other assets		1,340	606
Loans and advances to customers	11	<u>10,020</u>	<u>12,313</u>
		<u>14,760</u>	<u>12,919</u>
Current assets			
Inventories		7,516	6,063
Trade receivables	12	2,915	1,880
Deposits, prepayments, other receivables and other assets		4,751	5,798
Loans and advances to customers	11	8,188	11,134
Financial assets at fair value through profit or loss (“FVTPL”)	10	–	150
Cash and cash equivalents	13	<u>10,343</u>	<u>3,964</u>
		<u>33,713</u>	<u>28,989</u>

	As at 30 September 2025 (Unaudited) <i>HK\$'000</i>	As at 31 March 2025 (Audited) <i>HK\$'000</i>
<i>Notes</i>		
LIABILITIES		
Current liabilities		
Trade and other payables	11,590	7,480
Contract liabilities	2,609	1,421
Lease liabilities	2,999	2,389
	<u>17,198</u>	<u>11,290</u>
Net current assets	<u>16,515</u>	<u>17,699</u>
Total assets less current liabilities	<u>31,275</u>	<u>30,618</u>
Non-current liabilities		
Lease liabilities	3,097	1,883
	<u>3,097</u>	<u>1,883</u>
Net assets	<u><u>28,178</u></u>	<u><u>28,735</u></u>
EQUITY		
Equity attributable to owners of the Company		
Share capital	311	311
Reserves	28,757	29,219
	<u>29,068</u>	<u>29,530</u>
Non-controlling interests	<u>(890)</u>	<u>(795)</u>
Total equity	<u><u>28,178</u></u>	<u><u>28,735</u></u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the six months ended 30 September 2025

	Equity attributable to the owners of the Company					Non-		Total equity HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Accumulated losses HK\$'000	Capital reserves HK\$'000	Contributed surplus HK\$'000	Total HK\$'000	controlling interests HK\$'000	
Balance at 1 April 2024	5,186	395,167	(502,796)	29,320	145,926	72,803	(245)	72,558
Loss for the period and total comprehensive loss for the period	—	—	(11,429)	—	—	(11,429)	(250)	(11,679)
Balance at 30 September 2024	<u>5,186</u>	<u>395,167</u>	<u>(514,225)</u>	<u>29,320</u>	<u>145,926</u>	<u>61,374</u>	<u>(495)</u>	<u>60,879</u>
Balance at 1 April 2025	311	—	(548,217)	29,320	548,116	29,530	(795)	28,735
Loss for the period and total comprehensive loss for the period	—	—	(462)	—	—	(462)	(95)	(557)
Balance at 30 September 2025	<u>311</u>	<u>—</u>	<u>(548,679)</u>	<u>29,320</u>	<u>548,116</u>	<u>29,068</u>	<u>(890)</u>	<u>28,178</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	For the six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Net cash generated from operating activities	10,506	1,393
Net cash (used in)/generated from investing activities	(300)	2,146
Net cash used in financing activities	<u>(3,827)</u>	<u>(2,797)</u>
Net increase in cash and cash equivalents	6,379	742
Cash and cash equivalents at the beginning of period	<u>3,964</u>	<u>4,913</u>
Cash and cash equivalents at the end of period	<u><u>10,343</u></u>	<u><u>5,655</u></u>
Analysis of the balances of cash and cash equivalents		
Short-term bank deposits and cash at bank, securities brokers and on hand	<u><u>10,343</u></u>	<u><u>5,655</u></u>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

1. Basis of preparation

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

The unaudited condensed consolidated financial statements have been prepared on the historical cost convention, as modified by the revaluation of certain financial instruments, which are measured at fair values, as appropriate.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2025 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2025.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the 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 Group’s unaudited condensed consolidated financial statements:

HKFRS 18	Presentation and Disclosure in Financial Statements
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume11
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity
Amendments to HKAS 21	Lack of Exchangeability

The application of the amendments to HKFRSs in the current interim period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

The interim results are unaudited but have been reviewed by the Company’s audit committee.

2. Revenue, investment and other income and other gains and losses, net

Revenue represents the aggregate of the net amounts received and receivable from third parties for the six months ended 30 September 2025. There is no seasonality and cyclicality of the operations of the Group. The performance obligation is part of a contract that has an original expected duration of one year or less. Disaggregation revenue from contracts with the customers are as follow:

	For the six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Revenue from contracts with customers not within the scope of HKFRS 15		
Revenue from money lending	4,445	6,972
Revenue from contracts with customers within the scope of HKFRS 15		
Sales of grocery products, cosmetic products, skincare products, frozen food and healthy products – retail and wholesale	20,246	13,351
	24,691	20,323
Investment and other income		
Interest income from rental deposit	19	–
Others	131	62
	150	62
Other gains and losses, net		
Gain on disposal of property, plant and equipment, net	100	130
Fair value losses of financial assets at FVTPL	–	(75)
Others	161	111
	261	166

3. Segment information

The Group determines its operating segments based on the reports reviewed by the chief executive directors and the management staff that are used to make strategic decisions.

An analysis of the Group's reportable operating segments results before income tax for the period is as follows:

For the six months ended 30 September 2025

(Unaudited)

	Money lending <i>HK\$'000</i>	Retail and wholesale business <i>HK\$'000</i>	Total <i>HK\$'000</i>
Segment revenue:			
Revenue from external customers	<u>4,445</u>	<u>20,246</u>	<u>24,691</u>
Segment results	<u>6,900</u>	<u>(2,222)</u>	<u>4,678</u>
Unallocated head office corporate expenses			(5,515)
Investment and other income			150
Other gains and losses, net			261
Finance costs			<u>(131)</u>
Consolidated loss before tax			(557)
Income tax			<u>–</u>
Consolidated loss for the period			<u>(557)</u>

3. Segment information (Continued)

For the six months ended 30 September 2024
(Unaudited)

	Money lending <i>HK\$'000</i>	Retail and wholesale business <i>HK\$'000</i>	Total <i>HK\$'000</i>
Segment revenue:			
Revenue from external customers	<u>6,972</u>	<u>13,351</u>	<u>20,323</u>
Segment results	<u>2,331</u>	<u>(8,093)</u>	<u>(5,762)</u>
Unallocated head office corporate expenses			(6,051)
Investment and other income			62
Other gains and losses, net			166
Finance costs			<u>(94)</u>
Consolidated loss before tax			(11,679)
Income tax			<u>—</u>
Consolidated loss for the period			<u>(11,679)</u>

Geographical information

Revenue from external customers by geographical markets:

	For the six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong	<u>24,691</u>	<u>20,323</u>

4. Loss before tax

Loss before tax is arrived at after charging/(crediting):

	For the six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Auditors' remuneration	440	440
Commission expenses	562	151
Operating leases payments in respect of land and buildings	378	96
Employee benefit expenses	7,570	6,855
Depreciation of property, plant and equipment	43	154
Depreciation of right-of-use assets	200	501
Carrying amount of inventories sold	10,625	10,422
Write-down of inventories	1,221	1,120
Reversal of expected credit losses on trade receivable, net (Reversal of)/allowance for expected credit losses on loan & advance to customers, net	(1,674)	(538)
	<u>(5,689)</u>	<u>953</u>

5. Income tax

	For the six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Current tax: Hong Kong – Charge for the period	<u>–</u>	<u>–</u>

No provision for Hong Kong Profits Tax has been made for the six months ended 30 September 2025 as the Group have no assessable profits for Hong Kong Profits tax purpose (six months ended 30 September 2024: Nil).

6. Interim dividend

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2025 (six months ended 30 September 2024: Nil).

7. Loss per share

The calculation of basic and diluted loss per share for the six months ended 30 September 2025 is based on the loss attributable to shareholders of approximately HK\$462,000 (six months ended 30 September 2024: HK\$11,429,000) and the weighted average number of 31,117,201 ordinary shares in issue during the period (six months ended 30 September 2024: 518,644,031 shares).

8. Property, plant and equipment

	As at 30 September 2025 (Unaudited) HK\$'000	As at 31 March 2025 (Audited) HK\$'000
At beginning of the period/year	—	—
Additions	550	8,687
Disposal	(180)	(616)
Depreciation	(43)	(638)
Written back on disposals	180	616
Impairment loss	—	(8,049)
	<u>507</u>	<u>—</u>

9. Interests in associates

	As at 30 September 2025 (Unaudited) HK\$'000	As at 31 March 2025 (Audited) HK\$'000
Unlisted shares, at cost	4,800	4,800
Less: impairment loss	<u>(4,800)</u>	<u>(4,800)</u>
	<u>—</u>	<u>—</u>

Particulars of the material associates as at 30 September 2025 and 31 March 2025 are as follows:

Name of associates	Class of shares held	Particulars of paid up capital	Proportion of ownership interest held by the Group				Principal activities	Place of incorporation and operations
			Directly	Indirectly	Directly	Indirectly		
			30 September	30 September	31 March	31 March		
			2025	2025	2025	2025		
			%	%	%	%		
One Dollar Movies Productions Limited	Ordinary	HK\$10 (31 March 2025: HK\$10)	40	N/A	40	N/A	Movies production	Hong Kong
One Dollar Distribution Limited	Ordinary	HK\$10 (31 March 2025: HK\$10)	40	N/A	40	N/A	Movies production	Hong Kong

All of the above associates are unlisted and accounted for using the equity method in the consolidated financial statements.

10. Financial assets at fair value through profit or loss

	As at 30 September 2025 (Unaudited) HK\$'000	As at 31 March 2025 (Audited) HK\$'000
Film rights investments (<i>Note</i>)	—	150

Note: The balance represents the Group's investments in film productions which entitled the Group to predetermined percentage of income to be generated from the films based on the Group's investment portion as specified in respective film rights investments agreements.

11. Loans and advances to customers

	As at 30 September 2025 (Unaudited) HK\$'000	As at 31 March 2025 (Audited) HK\$'000
Loans and advances to customers	99,006	113,019
Less: impairment allowances	(80,798)	(89,572)
Loans and advances to customers – net	18,208	23,447

Ageing analysis of loans and advances to customers:

	As at 30 September 2025 (Unaudited) HK\$'000	As at 31 March 2025 (Audited) HK\$'000
Analysed for reporting purpose as:		
Current portion	8,188	11,134
Non-current portion	10,020	12,313
	18,208	23,447

12. Trade receivables

The aging analysis of trade receivables, net of impairment, is as follows:

	As at 30 September 2025 (Unaudited) HK\$'000	As at 31 March 2025 (Audited) HK\$'000
Within three months	2,914	686
Over three months	<u>1</u>	<u>1,194</u>
	<u>2,915</u>	<u>1,880</u>

13. Cash and cash equivalents

	As at 30 September 2025 (Unaudited) HK\$'000	As at 31 March 2025 (Audited) HK\$'000
Cash at banks, securities brokers and on hand	<u>10,343</u>	<u>3,964</u>

14. Share capital

	As at 30 September 2025 (Unaudited)		As at 31 March 2025 (Audited)	
	No. of shares	HK\$'000	No. of shares	HK\$'000
Authorized:				
Ordinary shares of HK\$0.01 each	<u>30,000,000,000</u>	<u>300,000</u>	<u>30,000,000,000</u>	<u>300,000</u>
		Par value of share HK\$	No. of shares	HK\$'000
Issued and fully paid ordinary shares:				
As at 1 April 2024		0.01	518,644,031	5,186
Subscription of shares		0.01	103,700,000	1,037
Capital Reorganisation		0.01	<u>(591,226,830)</u>	<u>(5,912)</u>
As at 31 March 2025, 1 April 2025 and 30 September 2025		<u>0.01</u>	<u>31,117,201</u>	<u>311</u>

All new shares rank pari passu with other shares in issue in all respects.

15. Share option schemes

The Company adopted a share option scheme on 29 May 2023 (the “Share Option Scheme”). The purpose of the Share Option Scheme is to enable the Group to grant options to the eligible participants as incentives or rewards for their contribution to our Group and/or to enable our Group to recruit and retain high-caliber employees and attract human resources that are valuable to our Group. The terms of the Share Option Scheme are in accordance with the provision of chapter 23 of the GEM Listing Rules.

During the six months ended 30 September 2025, no share options were granted by the Company under the Share Option Scheme.

16. Contingent liabilities

As at 30 September 2025, the Company did not provide any corporate guarantee to third parties.

17. Transaction and balances with related parties

Key management compensation

The remuneration of directors and other key management during the period was as follow:

	For the six months ended 30 September	
	2025	2024
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Salaries, allowances and benefits in kind	1,957	1,878
Retirement benefit scheme contribution	45	45
	<u>2,002</u>	<u>1,923</u>

18. Fair value measurements of financial instruments

(i) Financial assets and liabilities measured at fair value

For assets and liabilities that are recognised in the condensed consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The following table presents the carrying value of the Group's financial instruments measured at fair value at the end of the reporting period on a recurring basis.

	Fair value	Level 1	Level 2	Level 3
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at 30 September 2025				
(unaudited)				
Financial assets at FVTPL				
– Film rights investment	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
As at 31 March 2025 (audited)				
Financial assets at FVTPL				
– Film rights investment	<u>150</u>	<u>–</u>	<u>150</u>	<u>–</u>

18. Fair value measurements of financial instruments (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

During the six months ended 30 September 2025 and year ended 31 March 2025, there were no transfers between Level 1, Level 2 and Level 3. The Group's policy is to recognise transfers into and transfer out of Level 3 as of the date of the event or change in circumstances that caused the transfer.

	Fair value		Valuation technique and key input	Significant unobservable input
	30	31		
	September	March		
	2025	2025		
	(Unaudited)	(Audited)		
	HK\$'000	HK\$'000		
Financial assets at FVTPL (film rights investment)	–	150	Valuation as at 31 March 2025 is determined with reference to quoted bid prices from an independent third party and adjusted for discount for lack of marketability	N/A

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 30 September 2025 and 31 March 2025.

19. Comparative figures

Certain comparative figures have been reclassified to conform with the current period's presentation to align with the financial statements presentation of the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The money lending business continues to be the core business of the Group and to generate stable income to the Group.

The Group reviewed that the E-commerce is a part of the modern urban lifestyle in Hong Kong. The Group has been developing the retails and online sales business since year 2015. The Group will improve and update the E-commerce system to satisfy the customers needs. The Group will continue to develop self-own brand products and source different types of products from local or overseas suppliers to satisfy the ever-changing conditions of our customers.

The Group has obtained a right of distribution and sales of supplement products which produced by FromBio Co. Limited. FromBio Co. Limited is a company established in 2006 in Korea, which is a global health care company that creates value for improving the quality of life for the customers. The supplement products included liver health, intestinal health, eye health, joints and cartilage, stomach and intestine etc.

The Group was confronted with challenging business conditions brought by slowing global economic growth. The pace of the economic recovery in Hong Kong has remained uneven amid an elevated interest rate environment and intensifying geopolitical tensions stemmed from the Russia-Ukraine war, China-US tensions and the outbreak of conflict in the Middle East. In view of these challenges and uncertainties, the Group continued to adopt a cautious and disciplined approach in managing its businesses throughout the year.

Operation Review

Revenue for the six months ended 30 September 2025 (“Six-months Period”) was approximately HK\$24.7 million, and the corresponding period of last year was approximately HK\$20.3 million. The loss attributable to owners of the Company for the Six-months Period was approximately HK\$0.5 million and the corresponding period in 2024 was HK\$11.4 million. Such decreases were mainly attributable to (a) the increase in revenue by approximately 21%; (b) reversal of expected credit losses on trade receivables; and (c) reversal of expected credit losses on loan & advance to customers.

Money Lending Business

The Group has actively participating in money lending business for more than ten years. A solid client base was built. For the Six-months Period, revenue for this segment under review was approximately HK\$4.4 million. It is expected to generate sustainable income in the coming future.

Retail and Wholesale Business

The Group is operating several retail shops which located in Wanchai, Lai Chi Kok, Kowloon Bay, Ma On Shan and online business for the sales of grocery products, healthy products, pets products, skincare products and cosmetic products. Beyond the general products like frozen food, the Group will focus more the in-house ready-to-eat products for the public.

The Group has diversified its product portfolio, including difference brands of cosmetics products, skincare products, and various types of health products. As a result, the Group recorded a revenue increase of approximately 52% for the six months ended 30 September 2025, as compared with the corresponding period last year.

The Group kept searching for high-quality products around the world mainly from Hong Kong, Taiwan China, South Korea, Japan and Malaysia, with a wide range of products including snacks and gourmet foods, food groceries, in house home-made noodles, hormone-free frozen foods, various imported seasonal fruits like durian, mango and pomelo, ready-to-eat foods manufactured by local food factory in Hong Kong, healthy and supplement products, cosmetics and skincare products.

Revenue for this segment for the six months ended 30 September 2025 was approximately HK\$20.2 million and the corresponding period in 2024 was of HK\$13.4 million.

Outlook

The Group will continue to look for opportunities to further improve its existing business and explore new investments to broaden the business scope of the Group with the ultimate goal to maximize the return to our shareholders.

CAPITAL STRUCTURE

During the Six-months Period, there is no change of the capital structure of the Company. The issued shares of the Company is 31,117,201 shares.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally financed its operations with internally generated cash flows. As at 30 September 2025, the Group had cash and cash equivalents of approximately HK\$10.3 million (31 March 2025: HK\$4.0 million).

As at 30 September 2025, the Group had no borrowing (31 March 2025: Nil) which were used to finance the operation of the Group.

As at 30 September 2025, the Group's gearing ratio, expressed as a percentage of total borrowings, less cash and cash equivalents then divided by total equity, was nil (31 March 2025: Nil).

CHARGES ON GROUP'S ASSET

As at 30 September 2025, no financial instruments was pledged as collateral to securities brokers for margin financing granted to the Group and no margin financing was utilised by the Group (31 March 2025: Nil).

TREASURY POLICIES

Cash and bank deposits of the Group are mainly in Hong Kong dollars, Renminbi and US dollar.

For most of the transactions of the Group are denominated in Hong Kong dollars, no hedging or other arrangements to reduce the currency risk have been implemented.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the six months ended 30 September 2025, the Group did not have any significant investment, material acquisition nor disposal of subsidiaries, associates and joint venture.

EMPLOYEES

As at 30 September 2025, the Group had around 39 (30 September 2024: 37) full-time and part-time employees. The Group remunerates its employees based on their performance, experience and the prevailing commercial practice.

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds. Both the Group and the employees are required to contribute based on a fixed percentage of the employee's relevant income up to a maximum of HK\$1,500 per employee per month.

Contributions to the MPF by the Group for its employees are fully and immediately vested in the employees once the contributions are made. There are no contributions forfeited by the Group on behalf of its employees who leave the plan prior to vesting fully in such contribution. Hence, there is no forfeited contributions which may be used by the Group to reduce the existing level of contributions.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2025 (six months ended 30 September 2024: Nil).

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 September 2025, none of the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

So far as known to the Directors, as at 30 September 2025, the person (other than the Directors and chief executive of the Company) who had an interests or short position in the shares or underlying shares or debentures of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company is as follows:

Name	No. of Shares	Approximate percentage to the issued share capital of the Company as at 30 September 2025
Mr. Cheng Sai Chit, Luke (<i>Note 1</i>)	3,952,500	12.70%

Note:

1. Mr. Cheng Sai Chit, Luke is the brother-in-law of Mr. Chan Yan Tak and Mr. Lim Ming Shing, Tony, both were the former executive Directors of the Company.

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

During the Six-months Period, None of the members of the Group purchased, sold or redeemed any of the Group's listed securities.

COMPETING INTEREST

None of the Directors or the management shareholders (as defined in the GEM Listing Rules) of the Company has an interest in a business, which competes or may compete with the business of the Group.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

Throughout the Six-months Period, the Company has complied with the code provisions as set out in the Corporate Governance Code as contained in Part 2 of Appendix C1 to the GEM Listing Rules.

AUDIT COMMITTEE

The Company established an audit committee ("Audit Committee") with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's annual report and financial statements and interim reports and to provide advice and comment thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group.

REVIEW OF INTERIM RESULTS

The unaudited consolidated results of the Group for the Six-months Period have been reviewed by the Audit Committee of the Company, who is of the opinion that the preparation of such results has complied with the applicable accounting standards and requirements and that adequate disclosures have been made. As at the date hereof, the Audit Committee comprises of three Independent Non-executive Directors of the Company, namely Mr. Lee King Fui, chairman of the Audit Committee, Ms. Ho Sau Ping, Pia and Mr. Ho Tak Yin.

REMUNERATION COMMITTEE

A remuneration committee (the “Remuneration Committee”), consisting of three Independent Non-executive Directors and two Executive Directors, was set up by the Company in accordance with the Code. The Remuneration Committee is responsible for reviewing and developing the remuneration policies of the Directors and senior management, having regard to the Group’s operating results, individual performance and comparable market practices.

NOMINATION COMMITTEE

A nomination committee (the “Nomination Committee”) consisting of three Independent Non-executive Directors and two Executive Directors was set up by the Company in accordance with the Code. The Nomination Committee is responsible for reviewing and making recommendations to the Board regarding any proposed changes, selection of directorships.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 (the “Required Standard of Dealings”) of the GEM Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Required Standard of Dealings throughout the Six-months Period.

The Company also has established written guidelines on no less exacting terms than the Required Standard of Dealings (the “Employees Written Guidelines”) for securities transactions by employees who are likely to be in possession of any unpublished inside information of the Company.

LIST OF DIRECTORS

Mr. Chan Yan Tak	–	Chairman and Executive Director (Resigned on 5 September 2025)
Mr. Lim Ming Shing, Tony	–	Executive Director (Resigned on 5 September 2025)
Ms. Siu Yeuk Hung, Clara	–	Executive Director
Mr. Law Ka Kei	–	Executive Director
Ms. Mo Kan Yan	–	Executive Director (Appointed on 5 September 2025)
Mr. Lee King Fui	–	Independent Non-executive Director
Mr. Joseph Rodrick Law	–	Independent Non-executive Director (Resigned on 1 October 2025)
Ms. Ho Sau Ping, Pia	–	Independent Non-executive Director
Mr. Ho Tak Yin	–	Independent Non-executive Director (Appointed on 1 October 2025)

On behalf of the Board
Wisdomcome Group Holdings Limited
Siu Yeuk Hung, Clara
Executive Director

Hong Kong, 25 November 2025