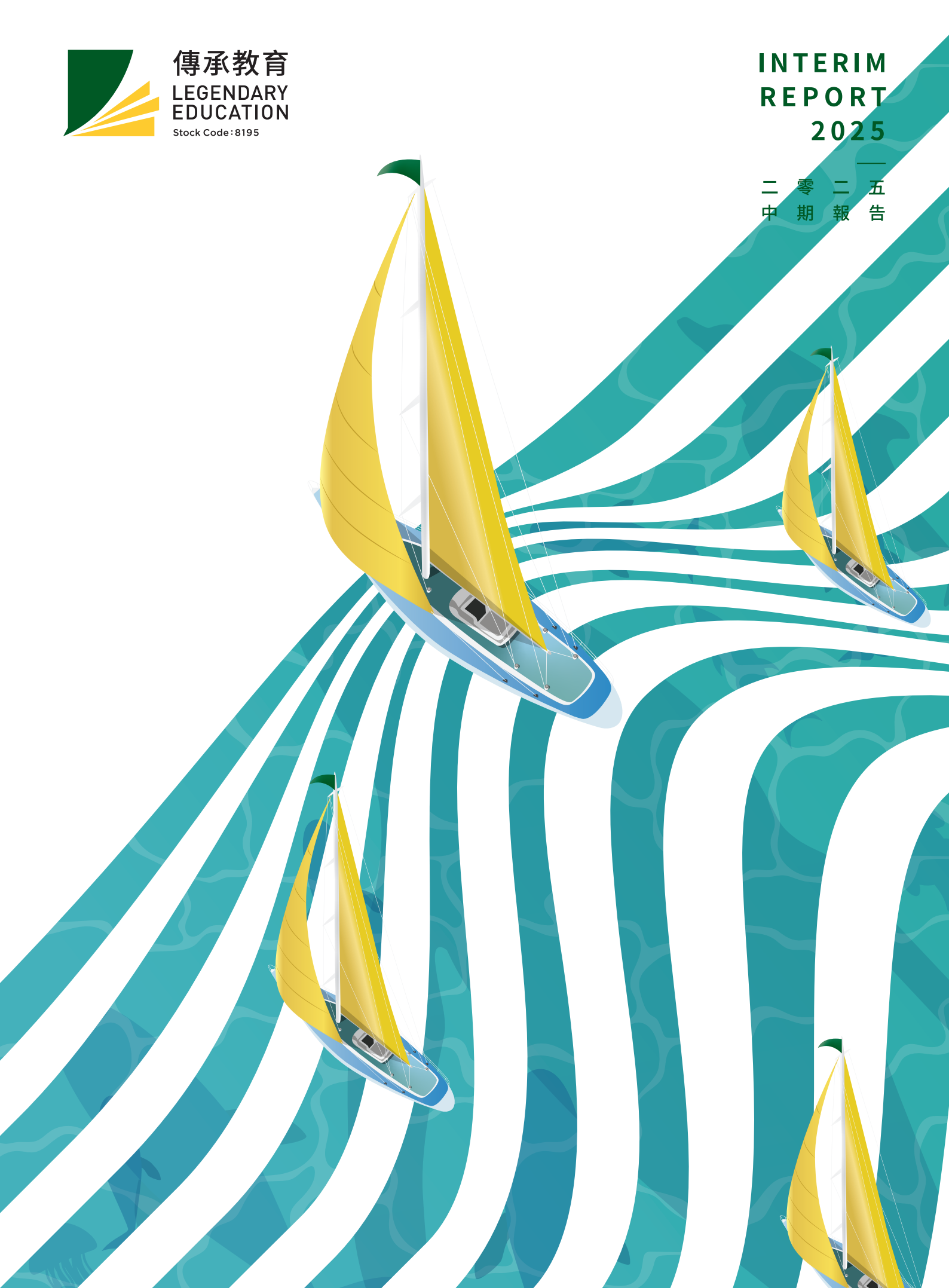




傳承教育  
LEGENDARY  
EDUCATION  
Stock Code: 8195

# INTERIM REPORT 2025

二零二五  
中期報告



## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Legendary Education Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this 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.

### **香港聯合交易所有限公司(「聯交所」) GEM 的特色**

**GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應瞭解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。**

**由於 GEM 上市公司普遍為中小型公司，在 GEM 買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在 GEM 買賣的證券會有高流通量的市場。**

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)的規定提供有關傳承教育集團有限公司(「本公司」)的資料。本公司各董事(「董事」)共同及個別對本報告承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。



**REGISTERED OFFICE IN THE CAYMAN ISLANDS**

Maples Corporate Services Limited  
P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**HEADQUARTER AND PRINCIPAL PLACE OF  
BUSINESS IN HONG KONG**

5/F, World Interests Building, 8 Tsun Yip Lane,  
Kwun Tong, Hong Kong

**EXECUTIVE DIRECTORS**

Mr. Yuen Yu Sum (*Chairman*)  
Mr. Chan Lap Jin Kevin

**NON-EXECUTIVE DIRECTORS**

Mr. Law Wing Chung  
Dr. Tang Sing Hing Kenny  
Ms. Mak Louisa Ming Sze

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

Mr. Chan Kim Fai Eddie  
Mr. Chung Chin Kwan  
Mr. Chung Kwok Pan

**AUDIT COMMITTEE**

Mr. Chan Kim Fai Eddie (*Chairman*)  
Mr. Chung Chin Kwan  
Mr. Chung Kwok Pan

**REMUNERATION COMMITTEE**

Mr. Chung Chin Kwan (*Chairman*)  
Mr. Chan Kim Fai Eddie  
Mr. Law Wing Chung

**NOMINATION COMMITTEE**

Mr. Chung Chin Kwan (*Chairman*)  
Mr. Chan Kim Fai Eddie  
Ms. Mak Louisa Ming Sze (appointed on 30 July 2025)  
Mr. Law Wing Chung (resigned on 30 July 2025)

**開曼群島註冊辦事處**

Maples Corporate Services Limited  
P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

**香港總部及主要經營地點**

香港觀塘  
駿業里8號世貿大樓5樓

**執行董事**

袁裕深先生 (*主席*)  
陳立展先生

**非執行董事**

羅永聰先生  
鄧聲興博士  
麥明詩女士

**獨立非執行董事**

陳劍輝先生  
鍾展坤先生  
鍾國斌先生

**審核委員會**

陳劍輝先生 (*主席*)  
鍾展坤先生  
鍾國斌先生

**薪酬委員會**

鍾展坤先生 (*主席*)  
陳劍輝先生  
羅永聰先生

**提名委員會**

鍾展坤先生 (*主席*)  
陳劍輝先生  
麥明詩女士 (於二零二五年七月三十日獲委任)  
羅永聰先生 (於二零二五年七月三十日辭任)



## CORPORATE INFORMATION

### 公司資料

#### AUTHORISED REPRESENTATIVES

Mr. Yuen Yu Sum  
Ms. Fung Yuk Yiu

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Maples Fund Services (Cayman) Limited  
P.O. Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1104  
Cayman Islands

#### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Union Registrars Limited  
Suites 3301-04, 33/F  
Two Chinachem Exchange Square  
338 King's Road  
North Point, Hong Kong

#### LEGAL ADVISER AS TO HONG KONG LAW

White & Case  
16/F, York House  
The Landmark, 15 Queen's Road  
Central, Hong Kong

#### PRINCIPAL BANKERS

Bank of Communications  
China Construction Bank (Asia) Corporation Limited  
Dah Sing Bank

#### COMPANY SECRETARY

Ms. Fung Yuk Yiu

#### AUDITOR

Kenswick CPA Limited  
*Certified Public Accountants*

#### COMPANY'S WEBSITE

[www.legendaryedu.com](http://www.legendaryedu.com)

#### STOCK CODE

8195

#### 授權代表

袁裕深先生  
馮鈺堯女士

#### 開曼群島主要股份過戶登記處

Maples Fund Services (Cayman) Limited  
P.O. Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman, KY1-1104  
Cayman Islands

#### 香港股份過戶登記分處

聯合證券登記有限公司  
香港北角  
英皇道338號  
華懋交易廣場2期  
33樓3301-04室

#### 香港法律之法律顧問

偉凱律師事務所  
香港  
皇后大道中15號置地廣場  
約克大廈16樓

#### 主要往來銀行

交通銀行  
中國建設銀行(亞洲)股份有限公司  
大新銀行

#### 公司秘書

馮鈺堯女士

#### 核數師

華普(香港)會計師事務所有限公司  
執業會計師

#### 公司網站

[www.legendaryedu.com](http://www.legendaryedu.com)

#### 股份代號

8195





The board of Directors (the “Board”) is pleased to 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 (the “Interim Financial Statements”) together with the unaudited comparative figures for the corresponding period in 2024 as follows:

董事會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零二五年九月三十日止六個月的未經審核簡明綜合業績(「中期財務報表」)，連同二零二四年同期未經審核比較數字如下：

**Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income**  
簡明綜合損益及其他全面收益表

			For the six months ended 30 September 截至九月三十日止六個月	
			2025 二零二五年 HK\$'000 千港元 (unaudited) (未經審核)	2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註		
Revenue	收益	5	165,752	152,251
Cost of sales	銷售成本		(70,466)	(59,299)
Other income	其他收入		711	630
Other gains and losses, net	其他收益及虧損淨額	6	(5,075)	(591)
Selling and distribution expenses	銷售及分銷開支		(13,883)	(14,798)
Administrative and other expenses	行政及其他開支		(58,019)	(50,102)
Finance costs	財務成本	7	(388)	(597)
Profit before taxation	除稅前溢利		18,632	27,494
Income tax expense	所得稅開支	8	(3,582)	(5,708)
Profit and total comprehensive income for the period	期內溢利及全面收益總額	9	15,050	21,786



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
簡明綜合損益及其他全面收益表

		For the six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$'000 千港元 (unaudited) (未經審核)	2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)
	Note 附註		
Profit and total comprehensive income for the period attributable to:	以下人士應佔期內溢利及全面收益總額：		
Owners of the Company	本公司擁有人	14,609	21,437
Non-controlling interests	非控股權益	441	349
		15,050	21,786
		HK cent 港仙	HK cent 港仙
Earnings per share	每股盈利		
Basic	基本	3.19	4.88
Diluted	攤薄	2.54	4.15

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表



			At 30 September 2025 於二零二五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2025 於二零二五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
	Notes 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	12	物業、廠房及設備	24,255	23,697
Investment property		投資物業	3,040	–
Intangible assets		無形資產	218	315
Goodwill		商譽	151,344	161,344
Interest in an associate		於聯營公司的權益	–	–
Loan receivables	13	應收貸款	–	643
Prepayment and deposits	14	預付款項及按金	1,895	3,902
			180,752	189,901
<b>Current assets</b>		<b>流動資產</b>		
Financial assets at fair value through profit or loss		按公平值計入損益的金融資產	11,256	15,173
Trade and other receivables	14	貿易及其他應收款項	101,288	90,168
Loan receivables	13	應收貸款	92,591	89,479
Cash and cash equivalents		現金及現金等價物	123,195	129,177
			328,330	323,997
<b>Current liabilities</b>		<b>流動負債</b>		
Trade and other payables	15	貿易及其他應付款項	11,152	19,484
Contract liabilities		合約負債	11,492	14,717
Bank borrowing		銀行借貸	4,021	4,118
Lease liabilities		租賃負債	9,889	11,542
Tax payable		應付稅項	4,005	6,165
Provision for litigation	19	訴訟撥備	1,735	1,735
Convertible bonds		可換股債券	–	15,000
			42,294	72,761
<b>Net current assets</b>		<b>流動資產淨值</b>	286,036	251,236
<b>Total assets less current liabilities</b>		<b>資產總值減流動負債</b>	466,788	441,137



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

		At 30 September 2025 於二零二五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2025 於二零二五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
		Notes 附註	
Non-current liabilities	非流動負債		
Other payables	其他應付款項	3,736	4,262
Lease liabilities	租賃負債	430	5,399
Deferred tax liabilities	遞延稅項負債	385	385
		4,551	10,046
Net assets	資產淨值	462,237	431,091
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	230	228
Reserves	儲備	457,993	427,290
Equity attributable to owners of the Company	本公司擁有人應佔權益	458,223	427,518
Non-controlling interests	非控股權益	4,014	3,573
Total equity	權益總額	462,237	431,091

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表



		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests		Total equity
		Share capital	Share premium	Special reserve	Share option reserves	Other reserve	Accumulated profits	Total		
		股本	股份溢價	特別儲備	購股權儲備	其他儲備	累計溢利	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2024 (audited)	於二零二四年四月一日 (經審核)	210	124,644	28,431	6,659	4,327	167,068	331,339	1,041	332,380
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	21,437	21,437	349	21,786
Recognition of equity-settled share options arrangement	確認股權結算購股權安排	-	-	-	6,348	-	-	6,348	-	6,348
Placing of new shares	配售新股份	11	29,894	-	-	-	-	29,905	-	29,905
Executive of share options	行使購股權	1	1,195	-	(192)	-	-	1,004	-	1,004
At 30 September 2024 (unaudited)	於二零二四年九月三十日 (未經審核)	222	155,733	28,431	12,815	4,327	188,505	390,033	1,390	391,423
At 1 April 2025 (audited)	於二零二五年四月一日 (經審核)	228	171,870	28,431	19,321	4,327	203,341	427,518	3,573	431,091
Profit and total comprehensive income for the period	期內溢利及全面收益總額	-	-	-	-	-	14,609	14,609	441	15,050
Recognition of equity-settled share options arrangement	確認股權結算購股權安排	-	-	-	9,894	-	-	9,894	-	9,894
Conversion of convertible bonds	轉換可換股價券	2	5,998	-	-	-	-	6,000	-	6,000
Executive of share options	行使購股權	-	241	-	(39)	-	-	202	-	202
At 30 September 2025 (unaudited)	於二零二五年九月三十日 (未經審核)	230	178,109	28,431	29,176	4,327	217,950	458,223	4,014	462,237

### Notes:

### 附註：

- |  |  |
|--|--|
| <p>(i) Special reserve represented the difference between the nominal amount of the share capital and share premium issued by L &amp; A Interholdings Inc. and the nominal amount of the share capital issued by the Company pursuant to the group reorganisation.</p> | <p>(i) 特別儲備指 L &amp; A Interholdings Inc. 所發行股本的面值及股份溢價與本公司根據集團重組所發行股本面值之間的差額。</p> |
| <p>(ii) Other reserve arose from the waiver of loan from a shareholder of the Company in previous years.</p>   | <p>(ii) 其他儲備產生自本公司一名股東於過往年度免除貸款還款。</p>   |



# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

		For the six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$'000 千港元 (unaudited) (未經審核)	2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)
<b>NET CASH GENERATED FROM (USED IN) OPERATING ACTIVITIES</b>	經營活動所得(所用) 所得現金淨額	20,186	(24,138)
<b>INVESTING ACTIVITIES</b>	投資活動		
Proceeds from disposal of a subsidiary	出售一間附屬公司所得款項	2,000	—
Payment for acquisition of a subsidiary	收購一間附屬公司的付款	(1,000)	—
Purchase of property, plant and equipment	購買物業、廠房及設備	(8,306)	(1,540)
Purchase of a Investment property	購買一項投資物業	(3,040)	—
Interest received	已收利息	711	541
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	投資活動所用現金淨額	(9,635)	(999)
<b>FINANCING ACTIVITIES</b>	融資活動		
Repayment of lease liabilities	償還租賃負債	(6,622)	(7,660)
Interest paid	已付利息	(1,052)	(150)
Repayment of bank borrowing	償還銀行借貸	(61)	(277)
Net proceed from exercise of share options	行使購股權所得款項淨額	202	1,004
Redemption of convertible bond	贖回可換股債券	(9,000)	15,000
Placing shares	配售股份	—	29,500
<b>NET CASH (USED IN) GENERATED FROM FINANCING ACTIVITIES</b>	融資活動(所用)所得現金淨額	(16,533)	37,417

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表



		For the six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$'000 千港元 (unaudited) (未經審核)	2024 二零二四年 HK\$'000 千港元 (unaudited) (未經審核)
NET (DECREASED) INCREASED IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少) 增加淨額	(5,982)	12,280
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初現金及現金等價物	129,177	68,222
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期末現金及現金等價物		
represented by bank balances and cash	呈列為銀行結餘及現金	123,195	80,502





# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability. The Company's shares have been listed on the GEM of The Stock Exchange since 10 October 2014. The addresses of the registered office and the principal place of business of the Company are P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands and 5/F., World Interest Building, 8 Tsun Yip Lane, Kwun Tong, Hong Kong, respectively.

The Company is an investment holding company. The Group is principally engaged in the manufacturing and sales of OEM garment products; retailing and wholesaling of garment products under the Group's own brand and high-end fashion brand; provision of loan services; provision of financial quotient and investment education courses, property investment and provision of private supplementary education services.

### 2. BASIS OF PREPARATION

The Interim Financial Statements have been prepared in accordance with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules.

This Interim Financial Statements contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2025 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the annual report for the year ended 31 March 2025 (the "2025 Annual Report").

The adoption of the new/revised Hong Kong Financial Reporting Standards ("HKFRSs") that are relevant to the Group and effective for the financial year begin on or after 1 April 2025 had no significant effects on the results and financial position of the Group for the current or prior accounting periods have been prepared or presented. At the date of authorisation of the Interim Financial Statements, the Group has not early adopted the new/revised HKFRSs that have been issued but are not yet effective.

### 1. 一般資料

本公司在開曼群島註冊成立為獲豁免有限公司。本公司股份自二零一四年十月十日起於聯交所GEM上市。本公司的註冊辦事處及主要營業地點的地址分別為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands及香港觀塘駿業里8號世貿大樓5樓。

本公司為投資控股公司。本集團主要從事製造及銷售原設備製造服裝產品；在本集團自有品牌及高檔時裝品牌下零售及批發服裝產品；提供貸款服務；提供財商及投資教育課程、物業投資及提供私立輔助教育服務。

### 2. 編製基準

中期財務報表乃根據香港會計師公會頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及GEM上市規則第18章之適用披露條文而編製。

本中期財務報表載有簡明綜合財務報表及經選定說明附註。附註包括對瞭解本集團自二零二五年度財務報表以來之財務狀況及表現變動而言屬重大之事件及交易的說明。簡明綜合中期財務報表及其附註並不包括年度財務報表所規定之一切資料及披露，並應與截至二零二五年三月三十一日止年度的年報（「二零二五年年報」）一併閱讀。

採納與本集團相關且於二零二五年四月一日或之後開始之財政年度生效之新訂／經修訂香港財務報告準則（「香港財務報告準則」）對本集團當前或過往會計期間之業績及財務狀況之編製或呈列方式並無重大影響。於本中期財務報表獲授權刊發之日，本集團並未提早採納已頒佈但尚未生效之新訂／經修訂香港財務報告準則。



### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies and methods of computation used in the preparation of the Interim Financial Statements are consistent with those adopted in the 2025 Annual Report.

The Interim Financial Statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

The Interim Financial Statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values.

### 4. ESTIMATES

The preparation of Interim Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the Interim Financial Statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the 2025 Annual Report.

### 5. REVENUE AND SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Group's executive Directors (the chief operating decision maker) ("CODM") for the purposes of resource allocation and performance assessment, the Group has presented the following reportable segments. No operating segments have been aggregated to form the following reportable segments.

- (i) OEM Business: manufacturing and sales of OEM garment products;
- (ii) Retail Business: retailing and wholesaling of garment products under the Group's own brand and high-end fashion brand;
- (iii) Money Lending Business: provision of loan services;

### 3. 主要會計政策

編製中期財務報表所採用的會計政策及計算方法與二零二五年年報所採納者一致。

中期財務報表乃以港元(「港元」)呈列，港元亦為本公司的功能貨幣。

除若干金融工具按公平值計量外，中期財務報表已根據歷史成本基準編製。

### 4. 估計

編製中期財務報表時，管理層須作出判斷、估計及假設，有關判斷、估計及假設會影響會計政策的應用以及資產與負債、收入與開支的呈報金額。實際結果可能有別於該等估計。

在編製中期財務報表時，管理層應用本集團會計政策時作出的重大判斷及估計不明朗因素的主要來源與二零二五年年報所應用者相同。

### 5. 收益及分部資料

本集團按部門管理其業務，部門以業務種類(產品及服務)劃分。本集團呈列以下可呈報分部，這與本集團就資源分配及表現評估向執行董事(主要營運決策者)(「主要營運決策者」)內部匯報資料之方式一致。以下可呈報分部並非合併任何經營分部所得。

- (i) 原設備製造業務：製造及銷售原設備製造服裝產品；
- (ii) 零售業務：在本集團自有品牌及高檔時裝品牌下零售及批發服裝產品；
- (iii) 放債業務：提供貸款服務；



## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 5. REVENUE AND SEGMENT INFORMATION

(Continued)

- (iv) Financial Quotient and Investment Education Business: provision of financial quotient and investment education courses for the customers;
- (v) Property Investment Business: investing properties in Asia Pacific region to general rental income and to gain from the appreciation in the properties' values in the long term; and
- (vi) Private supplementary education business: Provision of private supplementary education services.

##### (a) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group's executive Directors monitor the results attributable to each reportable segment on the following basis:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Segment results represents pre-tax profit/loss incurred from each segment without allocation of other income, other gains and losses, certain corporate expenses and finance costs. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

Segments assets include all tangible, intangible assets and current assets with the exception of investments in financial assets and other corporate assets. Segment liabilities include provisions, lease liabilities and trade and other payables attributable to the activities of the individual segments and borrowings managed directly by the segments.

The accounting policies of the operating segments are the same as the Group's accounting policies.

#### 5. 收益及分部資料(續)

- (iv) 財商及投資教育業務：為客戶提供財商及投資教育課程；
- (v) 物業投資業務：於亞太地區投資物業以產生租金收入及自物業長期升值產生收益；及
- (vi) 私立輔助教育業務：提供私立輔助教育服務。

##### (a) 分部業績

就評估分部表現及分配分部間資源而言，本集團執行董事監察各個可呈報分部之應佔業績，其基準如下：

收益及開支乃參照該等分部所產生之銷售額及該等分部所產生之開支或因該等分部之資產折舊或攤銷而產生之其他開支分配予各可呈報分部。

分部業績指各分部所產生除稅前溢利／虧損，且並未分配其他收入、其他收益及虧損、若干企業開支以及財務成本。此乃向主要營運決策者呈報以分配資源及評估表現的計量方法。

分部資產包括所有有形資產、無形資產及流動資產，不包括於金融資產及其他企業資產的投資。分部負債包括個別分部活動應佔之撥備、租賃負債以及貿易及其他應付款項及由各分部直接管理之借貸。

營運分部之會計政策與本集團之會計政策相同。

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月



### 5. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (a) Segment results (Continued)

Disaggregation of revenue from contracts with customers by the timing of revenue recognition, as well as information regarding the Group's reportable segments as provided to the Group's executive Directors for the purposes of resources allocation and assessment of segment performance for the six months ended 30 September 2025 and 2024 is set out below:

### 5. 收益及分部資料(續)

#### (a) 分部業績(續)

截至二零二五年及二零二四年九月三十日止六個月，按收益確認時間劃分的客戶合約收益及為分配資源及評估分部表現目的而向本集團執行董事提供有關本集團可呈報分部之資料載列如下：

		Six months ended 30 September 2025					
		截至二零二五年九月三十日止六個月					
		Financial					
		OEM	Retail	Money	Investment	Property	Private
		Business	Business	Lending	Education	Investments	Supplementary
		Business	Business	Business	Business	Business	Business
		原設備	零售業務	放債業務	財商及投資	物業	私立輔助
		製造業務	零售業務	放債業務	教育業務	投資業務	教育業務
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
							Total
							總計
							HK\$'000
							千港元
							(Unaudited)
							(未經審核)
Reportable segment revenue:	可呈報分部收益：						
Disaggregated by timing of revenue recognition	按收益確認時間分類						
Goods transferred at a point in time	於某一時間點轉移的貨品	-	-	-	113,834	-	162,454
Revenue from other resources	其他來源收益	-	-	3,298	-	-	3,298
Revenue from external customers	來自外部客戶的收益	-	-	3,298	113,834	-	165,752
Reportable segment (loss) profit	可呈報分部(虧損)溢利	(41)	-	2,764	36,203	-	42,127
Fair value change on financial assets through profit and loss	計入損益的金融資產的公平值變動						(4,917)
Loss on disposal of a subsidiary	出售附屬公司之虧損						(158)
Other income	其他收入						711
Finance cost	財務成本						(388)
Corporate expenses	企業開支						(18,743)
Profit before taxation	除稅前溢利						18,632

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

### 5. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (a) Segment results (Continued)

### 5. 收益及分部資料(續)

#### (a) 分部業績(續)

		OEM Business 原設備 製造業務 HK\$'000 千港元 (Unaudited) (未經審核)	Retail Business 零售業務 HK\$'000 千港元 (Unaudited) (未經審核)	Money Lending Business 放債業務 HK\$'000 千港元 (Unaudited) (未經審核)	Financial Quotient and Investment Education Business 財商及投資 教育業務 HK\$'000 千港元 (Unaudited) (未經審核)	Property Investments Business 物業 投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	Private Supplementary Education Business 私立輔助 教育業務 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>As at 30 September 2025</b>	<b>於二零二五年九月三十日</b>							
<b>Assets</b>	<b>資產</b>							
Reportable segment assets (including interest in associates)	可呈報分部資產(包括於 聯營公司的權益)	3,473	-	116,323	84,015	3,290	60,186	267,287
Goodwill	商譽							151,344
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產							11,256
Unallocated head office and corporate assets	未分配之總部及企業資產							79,195
Consolidated total assets	綜合總資產							509,082
<b>Liabilities</b>	<b>負債</b>							
Reportable segment liabilities	可呈報分部負債	14	-	952	13,533	-	24,884	39,383
Other payable for acquisition of subsidiaries	收購附屬公司的 其他應付款項							6,692
Unallocated head office and corporate liabilities	未分配之總部及 企業負債							770
Consolidated total liabilities	綜合總負債							46,845

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月



### 5. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (a) Segment results (Continued)

### 5. 收益及分部資料(續)

#### (a) 分部業績(續)

		Six months ended 30 September 2024					
		截至二零二四年九月三十日止六個月					
		Financial					
		OEM	Retail	Money	Quotient and	Property	Private
		Business	Business	Lending	Investment	Investments	Supplementary
		原設備	零售業務	放債業務	財商及投資	物業	私立輔助
		製造業務	零售業務	放債業務	教育業務	投資業務	教育業務
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		Total					
		總計					
		HK\$'000					
		千港元					
		(Unaudited)					
		(未經審核)					
Reportable segment revenue:	可呈報分部收益：						
Disaggregated by timing of revenue recognition	按收益確認時間分類						
Goods transferred at a point in time	於某一時間點轉移的貨品	-	-	-	111,428	-	38,896
Revenue from other resources	其他來源收益	-	-	1,927	-	-	-
Revenue from external customers	來自外部客戶的收益	-	-	1,927	111,428	-	38,896
Reportable segment (loss) profit	可呈報分部(虧損)溢利	(33)	-	1,860	37,839	-	2,349
Fair value change on financial assets through profit and loss	計入損益的金融資產的公平值變動						(591)
Other income	其他收入						630
Finance cost	財務成本						(597)
Corporate expenses	企業開支						(13,963)
Profit before taxation	除稅前溢利						27,494

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

### 5. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (a) Segment results (Continued)

### 5. 收益及分部資料(續)

#### (a) 分部業績(續)

	OEM Business 原設備 製造業務 HK\$'000 千港元 (Unaudited) (未經審核)	Retail Business 零售業務 HK\$'000 千港元 (Unaudited) (未經審核)	Money Lending Business 放債業務 HK\$'000 千港元 (Unaudited) (未經審核)	Financial Quotient and Investment Education Business 財商及投資 教育業務 HK\$'000 千港元 (Unaudited) (未經審核)	Property Investments Business 物業 投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	Private Supplementary Education Business 私立輔助 教育業務 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
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As at 30 September 2024 於二零二四年九月三十日

#### Assets

#### 資產

Reportable segment assets (including interest in associates)	可呈報分部資產(包括於 聯營公司的權益)	3,984	-	88,737	80,250	1	46,160	219,132
Goodwill	商譽							177,764
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產							20,810
Unallocated head office and corporate assets	未分配之總部及企業資產							70,543
Consolidated total assets	綜合總資產							488,249

#### Liabilities

#### 負債

Reportable segment liabilities	可呈報分部負債	36	-	484	41,072	-	16,130	57,722
Other payable for acquisition of subsidiaries	收購附屬公司的 其他應付款項							27,917
Unallocated head office and corporate liabilities	未分配之總部及 企業負債							11,187
Consolidated total liabilities	綜合總負債							96,826

There was no inter-segment revenue for the six months ended 30 September 2025 and 2024.

於截至二零二五年及二零二四年九月三十日止六個月並無分部間收益。



# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025  
截至二零二五年九月三十日止六個月



### 5. REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

### 5. 收益及分部資料(續)

#### (b) 來自主要產品及服務的收益

下表載列來自主要產品及服務的本集團收益分析：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Garment products	服裝產品	—	—
Interest income from loan receivables	應收貸款利息收入	3,298	1,927
Tuition fee from financial quotient and education courses	財商及教育課程之學費	113,834	111,428
Tuition fee from private supplementary education services	私立輔助教育服務之學費	48,620	38,896
		165,752	152,251

#### (c) Geographical information

The following is an analysis of geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods delivered.

#### (c) 地區資料

以下為本集團來自外部客戶之收益之地理位置分析。客戶地理位置乃基於提供服務或商品交付之地點。

		Six months ended 30 September	
		截至九月三十日止六個月	
		2025	2024
		二零二五年	二零二四年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Hong Kong (place of domicile)	香港(經營所在地)	165,752	152,251



## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 6. OTHER GAINS AND LOSSES, NET

#### 6. 其他收益及虧損淨額

		For the six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$'000 千港元 (Unaudited) (未經審核)	2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)
Fair value change on financial assets through profit or loss	計入損益的金融資產的公平值變動	(4,917)	(591)
Loss on disposal of a subsidiary	出售附屬公司之虧損	(158)	—
		(5,075)	(591)

#### 7. FINANCE COSTS

#### 7. 財務成本

		For the six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$'000 千港元 (Unaudited) (未經審核)	2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on:	下列各項的利息：		
Convertible bond	可換股債券	—	436
Bank borrowing	銀行借貸	61	22
Lease liabilities	租賃負債	327	139
		388	597

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025  
截至二零二五年九月三十日止六個月



### 8. INCOME TAX EXPENSE

### 8. 所得稅開支

		For the six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$'000 千港元 (Unaudited) (未經審核)	2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)
Hong Kong Profits Tax (Note)	香港利得稅(附註)		
— current period	— 本期間	3,581	5,708

#### Notes:

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

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporations will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

#### 附註：

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「該條例草案」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署生效，並於翌日在憲報刊登。

根據利得稅兩級制，合資格法團將按8.25%之稅率就溢利首2百萬港元繳納稅項，並將按16.5%之稅率就超過2百萬港元的溢利繳納稅項。不符合利得稅兩級制資格的法團的溢利將繼續按16.5%的統一稅率繳納稅項。



# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025  
截至二零二五年九月三十日止六個月

### 9. PROFIT FOR THE PERIOD

### 9. 期內溢利

		For the six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$'000 千港元 (Unaudited) (未經審核)	2024 二零二四年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period has been arrived at after charging:	期內溢利於扣除以下各項後計算得出：		
Directors' remuneration:	董事薪酬：		
— Fees	— 袍金	1,020	1,020
— Other emoluments, salaries and other benefits	— 其他酬金、薪金及其他福利	804	804
— Retirement benefit scheme contributions	— 退休福利計劃供款	9	9
Other staff salaries and allowances	其他員工工資及津貼	1,833	1,833
Retirement benefit scheme contributions, excluding those of Directors	退休福利計劃供款（董事除外）	70,542	70,172
		615	613
Total employee benefits expenses	僱員福利開支總額	72,990	72,618
Cost of inventories recognised as an expense	已確認為開支的存貨成本	—	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,748	4,123

### 10. DIVIDEND

The Board of directors do not recommend any payment of an interim dividend for the six months ended 30 September 2025 (2024: HK\$Nil per share).

### 10. 股息

董事會不建議就截至二零二五年九月三十日止六個月派付任何中期股息（二零二四年：每股零港元）。

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月



### 11. EARNINGS PER SHARE

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

### 11. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按以下數據計算：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2025	2024
		二零二五年	二零二四年
		HK\$' 000	HK\$' 000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	計算每股基本盈利所用之本公司普通股權益持有人應佔溢利	14,609	21,437
		'000 千股	'000 千股
<b>Shares</b>	<b>股份</b>		
Weighted average of number of ordinary shares in issue during the period used in the basic earnings per share calculation	計算每股基本盈利所用之期內已發行普通股加權平均數	458,306	439,508
Effect of dilution – weighted average number of ordinary shares	攤薄效應—普通股加權平均數	116,002	77,455
Share options	購股權		
		574,308	516,963

### 12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2025, additions of property, plant and equipment amounted to approximately HK\$8,306,000 (additions for the year ended 31 March 2025: approximately HK\$21,357,000).

### 12. 物業、廠房及設備

截至二零二五年九月三十日止六個月，添置物業、廠房及設備約為8,306,000港元（截至二零二五年三月三十一日止年度添置：約21,357,000港元）。



## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 13. LOAN RECEIVABLES

#### 13. 應收貸款

		At 30 September 2025 於二零二五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2025 於二零二五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Fixed-rate loan receivables analysed for reporting purpose as:	為呈報目的所作固定 利率應收貸款分析：		
Non-current asset	非流動資產	—	643
Current asset	流動資產	92,591	89,479
		92,591	90,122

The ranges of effective interest rates on the Group's loan receivables are as follows:

本集團應收貸款的實際利率範圍如下：

		At 30 September 2025 於二零二五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2025 於二零二五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Effective interest rate:	實際利率：		
Fixed-rate loan receivables	固定利率應收貸款	5.0% to 12.0% p.a. 年利率 5.0厘至12.0厘	5.0% to 12.0% p.a. 年利率 5.0厘至12.0厘

The Group holds collaterals for certain loan receivables. In the event of default or failure to repay any outstanding amounts by the debtors, the Group will proceed with sales of collaterals. Interest rates are offered based on the assessment of a number of factors including the borrowers' credit worthiness and repayment abilities, collaterals as well as the general economic trends.

本集團就若干應收貸款持有抵押品。倘債務人違約或未能償還任何未償還款項，本集團將出售抵押品。有關利率乃基於評估多方因素後釐定，包括借款人的信用及還款能力、抵押品以及總體經濟趨勢。

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月



### 14. TRADE AND OTHER RECEIVABLES

### 14. 貿易及其他應收款項

		At 30 September 2025 於二零二五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2025 於二零二五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables, net of loss allowance	貿易應收款項， 扣除虧損撥備	11,953	12,465
Other receivables	其他應收款項	27,634	18,722
Temporary receipts	暫收款項	15,002	15,907
Other deposits	其他按金	10,619	10,619
Deposit for decoration of education centre	教育中心裝修按金	3,860	1,980
Deposit paid to brokers	已付經紀按金	3,125	3,125
Prepayments	預付款項	26,263	26,525
Rental deposit	租賃按金	4,727	4,727
		103,183	94,070
Representing:	代表：		
Current	流動	101,288	90,168
Non-current	非流動	1,895	3,902
		103,183	94,070





## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 14. TRADE AND OTHER RECEIVABLES (Continued)

All of the other trade and other receivables are expected to be recovered or recognised as expense within one year.

The Group allows credit period ranging from 30 days to 180 days to customers from OEM Business. For Retail Business, its revenue mainly comprises of credit sales. Trade receivables under credit sales are due within 6 months. The Group allows credit period ranging from 30 days to 60 days to customers from Wholesaling Business.

As of the end of the reporting period, an ageing analysis of the trade receivables net of loss allowances presented based on the invoice date is as follows:

#### 14. 貿易及其他應收款項(續)

所有其他貿易及其他應收款項預期將於一年內收回或確認為開支。

本集團向原設備製造業務客戶授出介乎30日至180日的信貸期。對於零售業務，其收益主要包括信用銷售。信用銷售下之貿易應收款項於6個月內到期。本集團向批發業務客戶授出介乎30日至60日之信貸期。

以下為截至報告期末按發票日期呈列的貿易應收款項(扣除虧損撥備)的賬齡分析：

		At 30 September 2025 於二零二五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2025 於二零二五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Within 30 days	30日內	11,953	12,465
Over 90 days	90日以上	—	—
		11,953	12,465

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

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### 15. TRADE AND OTHER PAYABLES

### 15. 貿易及其他應付款項

		At 30 September 2025 於二零二五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2025 於二零二五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade payables	貿易應付款項	—	—
Accrued staff salaries	應計員工薪金	6,333	11,725
Other accruals and payables	其他應計費用及應付款項	1,863	3,104
Accrued interest on convertible bonds	可換股債券的應計利息	—	725
Other payable for acquisition of subsidiaries	收購附屬公司的 其他應付款項	6,692	8,192
		14,888	23,746
Analysed as:	分析為：		
— Current	— 流動	11,152	19,484
— Non-current	— 非流動	3,736	4,262
		14,888	23,746



## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 15. TRADE AND OTHER PAYABLES (Continued)

- (a) An ageing analysis of the trade payables as at the end of the reporting period based on the invoice date is as follows:

		At 30 September 2025 於二零二五年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2025 於二零二五年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Over 90 days	超過 90 日	—	—

- (b) All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.
- (c) The balances are unsecured, interest free, repayable on demand and will be settled in cash.

#### 15. 貿易及其他應付款項(續)

- (a) 於報告期末基於發票日期的貿易應付款項賬齡分析如下：

- (b) 所有貿易及其他應付款項均預期將於一年內結付或確認為收入，或按要求償還。
- (c) 有關結餘為無抵押、無息、需按要求償還且將以現金結清。

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月



### 16. SHARE CAPITAL

### 16. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
— At 31 March 2025 and 30 September 2025, ordinary shares of HK\$0.0005 each	— 於二零二五年三月三十一日及 二零二五年九月三十日， 每股面值0.0005港元的 普通股	1,000,000,000,000	500,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
— At 31 March 2025 and 1 April 2025, ordinary shares of HK\$0.0005 each	— 於二零二五年三月三十一日 及二零二五年四月一日， 每股面值0.0005港元的 普通股	454,381,264	228
— Conversion of convertible bonds	— 轉換可換股債券	4,081,632	2
— Exercise of share options	— 行使購股權	201,800	—
— At 30 September 2025, ordinary shares of HK\$0.0005 each	— 於二零二五年九月三十日， 每股面值0.0005港元的 普通股	458,664,696	230

Note:

On 23 April 2024, the Company issued 22,656,000 ordinary shares at the issued price of HK\$1.32 per share for a total cash consideration of approximately HK\$30,000,000 (before expense) for the potential expansion of the existing principal business of the Group as well as provision of additional working capital and general corporate purposes.

附註：

於二零二四年四月二十三日，本公司按發行價每股1.32港元發行22,656,000股普通股，總現金代價約為30,000,000港元（未扣除開支），用於本集團現有主要業務之潛在擴張以及提供額外營運資金及一般企業用途。

## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 17. RELATED PARTY DISCLOSURES

##### (a) Transaction and balances with related parties

Saved as disclosed elsewhere in this report, the Group had the following transactions and balances with related parties during the period:

#### 17. 關聯方披露

##### (a) 與關聯方的交易及結餘

除本報告其他部分所披露者外，本集團於期內與關聯方有以下交易及結餘：

		For the Six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$' 000 千港元 (unaudited) (未經審核)	2024 二零二四年 HK\$' 000 千港元 (unaudited) (未經審核)
Company directly wholly-owned by Ms. Mak Louisa Ming Sze — Consultant fee paid	由麥明詩女士 直接全資擁有的公司 — 已付顧問費用	500	500

##### (b) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management personnel of the Group during the period was as follows:

##### (b) 主要管理人員薪酬

期內，本公司董事及本集團其他主要管理層成員的薪酬如下：

		For the Six months ended 30 September 截至九月三十日止六個月	
		2025 二零二五年 HK\$' 000 千港元 (unaudited) (未經審核)	2024 二零二四年 HK\$' 000 千港元 (unaudited) (未經審核)
Salaries, wages and other benefits	薪金、工資及其他福利	6,347	6,012
Equity-settled share option expense	以股權結算的購股權 開支	2,135	1,242
Contributions to defined contribution retirement plans	定額供款退休計劃供款	9	9
		8,491	7,263

**18. SHARE-BASED PAYMENT TRANSACTIONS**

The Board adopted (i) the share award scheme (the "Share Award Scheme") on 25 November 2022; and (ii) a new share option scheme (the "2023 Share Option Scheme") on 4 September 2023 (the "Adoption Date") in place of the then share option scheme which was adopted by the Company on 25 September 2014 (the "2014 Share Option Scheme").

The number of options and awards available for grant pursuant to the scheme limit granted on 2 January 2025 under the 2023 Share Option Scheme and the Share Award Scheme was 1,526 Shares as at 1 April 2025 and 30 September 2025.

During the six months ended 30 September 2025, no options and awards were granted under any share scheme of the Company.

**(a) 2014 Share Option Scheme**

The Company's 2014 Share Option Scheme was adopted pursuant to a resolution of the shareholders of the Company passed on 25 September 2014 for the primary purpose of providing incentives or rewards to eligible participants, and would be expired on 10 October 2024, after which no further options would be granted.

Under the 2014 Share Option Scheme, the Board of Directors of the Company might grant options to:

- (i) any employee or proposed employee (whether full-time or part-time and including any executive director), consultants or advisers of or to the Company, any of the subsidiaries or any entity (the "Invested Entity") in which the Company holds an equity interest;
- (ii) any non-executive directors (including independent non-executive directors) of the Company, any of the subsidiaries or any Invested Entity;
- (iii) any supplier of goods or services to the Company or any of its subsidiaries or any Invested Entity;
- (iv) any customer of the Group or any Invested Entity;
- (v) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and
- (vi) any shareholders or any shareholder of any of its subsidiaries or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

**18. 以股份為基礎的付款交易**

董事會(i)於二零二二年十一月二十五日採納股份獎勵計劃(「股份獎勵計劃」);及(ii)於二零二三年九月四日(「採納日期」)採納新購股權計劃(「二零二三年購股權計劃」),以取代本公司於二零一四年九月二十五日採納的當時購股權計劃(「二零一四年購股權計劃」)。

於二零二五年四月一日及二零二五年九月三十日,二零二三年購股權計劃及股份獎勵計劃項下根據於二零二五年一月二日授出的計劃限額可供授出的購股權及獎勵數目為1,526股股份。

於截至二零二五年九月三十日止六個月,概無根據本公司任何股份計劃授出購股權及獎勵。

**(a) 二零一四年購股權計劃**

本公司根據於二零一四年九月二十五日獲本公司股東通過的決議案採納二零一四年購股權計劃,主要旨在鼓勵或獎勵合資格參與者,該計劃將於二零二四年十月十日屆滿,此後將不再進一步授出購股權。

根據二零一四年購股權計劃,本公司董事會可授出購股權予:

- (i) 本公司、任何附屬公司或本公司持有股權的任何實體(「投資實體」)的任何僱員或擬聘請僱員(不論全職或兼職,包括任何執行董事)、顧問或諮詢人;
- (ii) 本公司、任何附屬公司或任何投資實體的任何非執行董事(包括獨立非執行董事);
- (iii) 本公司或其任何附屬公司或任何投資實體的任何貨品或服務供應商;
- (iv) 本集團或任何投資實體的任何客戶;
- (v) 為本集團或任何投資實體提供研究、開發或其他技術支援的任何人士或實體;及
- (vi) 任何股東或其任何附屬公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行任何證券的任何持有人。



## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (a) 2014 Share Option Scheme (Continued)

On 14 July 2020, a total of 10,000,000 share options (the "2020 July Share Options") were granted to Mr. Yuen Yu Sum, an executive director of the Company, to subscribe for shares of HK\$0.04 each of the Company under the 2014 Share Option Scheme, subject to acceptance of the grantee and the payment of HK\$1 by the grantee upon acceptance of the options.

On 26 March 2021, a total of 127,992,000 share options (the "March 2021 Share Options") were granted to certain grantees to subscribe for an aggregate of 127,992,000 ordinary shares of HK\$0.0001 each in the share capital of the Company under the 2014 Share Option Scheme, subject to acceptance of the grantees and the payment of HK\$1 by each of the grantees upon acceptance of the options.

No share options were granted during the year ended 31 March 2022.

During the year ended 31 March 2022, the option holders of 2020 July Share Options exercised the options and subscribed for 10,000,000 ordinary shares of the Company. Further, the number of the outstanding 127,992,000 March 2021 Share Options was adjusted to 25,598,400 upon the September 2021 Share Consolidation during the year ended 31 March 2022.

On 14 October 2022, a total of 35,844,000 share options (the "October 2022 Share Options") were granted to certain grantees, including the executive directors of the Company, to subscribe for an aggregate of 35,844,000 ordinary shares of HK\$0.0005 each in the share capital of the Company under the 2014 Share Option Scheme, subject to acceptance of the grantees and the payment of HK\$1 by each of the grantees upon acceptance of the options.

In addition, the number of the outstanding 25,598,400 March 2021 Share Options was adjusted to 28,158,240 upon the September 2022 Bonus Issue during the year ended 31 March 2023.

#### 18. 以股份為基礎的付款交易(續)

##### (a) 二零一四年購股權計劃(續)

於二零二零年七月十四日，根據二零一四年購股權計劃，已向本公司執行董事袁裕深先生授出共計10,000,000份購股權(「二零二零年七月購股權」)，以認購本公司每股面值0.04港元之股份，惟須待承授人接納及承授人於接納購股權時支付1港元後，方可作實。

於二零二一年三月二十六日，根據二零一四年購股權計劃向若干承授人授出共計127,992,000份購股權(「二零二一年三月購股權」)，以認購本公司股本中合共127,992,000股每股面值0.0001港元之普通股，惟須待承授人接納及各承授人於接納購股權時支付1港元後，方可作實。

截至二零二二年三月三十一日止年度，概無授出購股權。

截至二零二二年三月三十一日止年度，二零二零年七月購股權的購股權持有人行使購股權並認購本公司10,000,000股普通股。此外，截至二零二二年三月三十一日止年度，於二零二一年九月股份合併後，尚未行使之二零二一年三月購股權數目由127,992,000份調整至25,598,400份。

於二零二二年十月十四日，根據二零一四年購股權計劃向若干承授人(包括本公司執行董事)授出共計35,844,000份購股權(「二零二二年十月購股權」)，以認購本公司股本中合共35,844,000股每股面值0.0005港元之普通股，惟須待承授人接納及各承授人於接納購股權時支付1港元後，方可作實。

此外，截至二零二三年三月三十一日止年度，於二零二二年九月發行紅股後，尚未行使之二零二一年三月購股權數目由25,598,400份調整至28,158,240份。



**18. SHARE-BASED PAYMENT TRANSACTIONS***(Continued)***(a) 2014 Share Option Scheme** *(Continued)*

The total number of shares in respect of which options may be granted under the 2014 Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time without prior approval from the Company's shareholders.

The options granted must be taken up within 28 days of the date of grant, upon payment of HK\$1 per option. Options may be exercised at any time from the date of grant of the share option. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the average closing price of the ordinary shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant of the option (which must be a business day); and (ii) the closing price of the ordinary shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a business day).

Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

**18. 以股份為基礎的付款交易 (續)****(a) 二零一四年購股權計劃 (續)**

未經本公司股東事先批准的情況下，根據二零一四年購股權計劃可能授出的購股權涉及的股份總數不得超過本公司任何時候已發行股份的10%。未經本公司股東事先批准的情況下，於任何一年內向任何人士授出及可能授出的購股權所涉及的已發行及將發行的股份數目不得超過本公司任何時候已發行股份的1%。

所授出的購股權須於授出日期28日內，支付每份購股權1港元而予以接納。購股權自購股權授出日期起可隨時行使。行使價由本公司董事釐定，且將不得低於以下的較高者：(i) 普通股於緊接授出購股權日期（必須為營業日）前五個營業日在聯交所每日報價表所報平均收市價；及(ii) 普通股於授出購股權日期（必須為營業日）在聯交所每日報價表所報收市價。

每份購股權賦予持有人認購本公司一股普通股的權利，並以股份悉數結算。

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## 中期財務報表附註

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截至二零二五年九月三十日止六個月

### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

#### (a) 2014 Share Option Scheme (Continued)

Details of the specific categories of options under 2014 Share Option Scheme granted are as follows:

### 18. 以股份為基礎的付款交易 (續)

#### (a) 二零一四年購股權計劃 (續)

二零一四年購股權計劃項下授出購股權的具體類別詳情如下：

Option type	Date of grant	Number of share options	Exercise period	Initial exercise price per share	Exercise price per share after September 2021 Bonus Issue	Exercise price per share after September 2022 Share Consolidation
購股權類別	授出日期	購股權數目	行使期	每股初步行使價 HK\$ 港元	於二零二一年九月發行紅股後之每股行使價 HK\$ 港元	於二零二二年九月股份合併後之每股行使價 HK\$ 港元
2020 July Share Options	14 July 2020	10,000,000	From 14 July 2020 to 31 July 2030	0.227	N/A	N/A
二零二零年七月購股權	二零二零年七月十四日	10,000,000	自二零二零年七月十四日至二零二零年七月三十一日	0.227	不適用	不適用
March 2021 Share Options	26 March 2021	28,158,240	From 26 March 2021 to 25 March 2031	0.330	1.650	1.500
二零二一年三月購股權	二零二一年三月二十六日	28,158,240	自二零二一年三月二十六日至二零二一年三月二十五日	0.330	1.650	1.500
October 2022 Share Options	14 October 2022	35,844,000	From 14 October 2022 to 13 October 2032	1.104	N/A	1.004
二零二二年十月購股權	二零二二年十月十四日	35,844,000	自二零二二年十月十四日至二零二三年十月十三日	1.104	不適用	1.004

The October 2022 Share Options granted to certain grantees will only be vested if each of the net profit of the Group for the financial year of the Company ending 31 March 2023 and 31 March 2024 is equal to or exceeds the net profit of the Group for the financial year ended 31 March 2022.

Pursuant to the Consultation Conclusions, Chapter 23 of the GEM Listing Rules have been amended with effect from 1 January 2023. In light of the above, the Company terminated the 2014 Share Option Scheme and adopt the 2023 Share Option Scheme to replace the 2014 Share Option Scheme, which was approved by the Company's shareholders at the extraordinary general meeting held on 9 September 2023. The 2023 Share Option Scheme will be valid for 10 years from the adoption date.

授予若干承授人之二零二二年十月購股權將僅於本集團截至二零二三年三月三十一日及二零二四年三月三十一日止本公司財政年度之純利相等於或超過本集團截至二零二二年三月三十一日止財政年度之純利時歸屬。

根據諮詢總結，GEM上市規則第23章已作出修訂，自二零二三年一月一日起生效。鑒於上文所述，本公司已終止二零一四年購股權計劃及採納二零二三年購股權計劃以取代二零一四年購股權計劃，該計劃已於二零二三年九月九日舉行之股東特別大會上獲本公司股東批准。二零二三年購股權計劃將自採納日期起計十年內有效。

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

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截至二零二五年九月三十日止六個月

### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

#### (a) 2014 Share Option Scheme (Continued)

The following table discloses the movements of the share options granted under the 2014 Share Option Scheme and outstanding during the period ended 30 September 2025:

### 18. 以股份為基礎的付款交易 (續)

#### (a) 二零一四年購股權計劃 (續)

下表披露於截至二零二五年九月三十日止期間二零一四年購股權計劃項下授出及尚未行使的購股權之變動：

Period ended 30 September 2025 截至二零二五年九月三十日止期間						Number of share options 購股權數目					
Grantees	Date of grant	Initial exercise price	Current exercise price (Note 1) 當前行使價	Exercise period	Vesting period/ conditions	outstanding as at beginning of the period	granted during the period	exercised during the period	cancelled during the period	lapsed during the period	outstanding as at end of the period
承授人	授出日期	初步行使價 (HK\$) (港元)	行使價 (附註1) (HK\$) (港元)	行使期	歸屬期/ 條件	於期初尚未行使	於期內授出	於期內行使	於期內註銷	於期內失效	於期末尚未行使
<b>Directors</b>											
<b>董事</b>											
Mr. Yuen Yu Sum 袁裕深先生	14 October 2022 二零二二年十月十四日	1.104	1.004	14 October 2022 to 13 October 2032 二零二二年十月十四日至二零三二年十月十三日	N/A 不適用	3,942,400	-	-	-	-	3,942,400
Mr. Chan Lap Jin Kevin 陳立展先生	14 October 2022 二零二二年十月十四日	1.104	1.004	14 October 2022 to 13 October 2032 二零二二年十月十四日至二零三二年十月十三日	N/A 不適用	3,942,400	-	-	-	-	3,942,400
Mr. Law Wing Chung 羅永聰先生	14 October 2022 二零二二年十月十四日	1.104	1.004	14 October 2022 to 13 October 2032 二零二二年十月十四日至二零三二年十月十三日	N/A 不適用	800,800	-	-	-	-	800,800
<b>Substantial Shareholder</b>											
<b>主要股東</b>											
Mr. Lui Yu Kin 呂宇健先生	26 March 2021 二零二一年三月二十六日	0.330	1.500	26 March 2021 to 25 March 2031 二零二一年三月二十六日至二零三一年三月二十五日	N/A 不適用	3,373,920	-	-	-	-	3,373,920
	14 October 2022 二零二二年十月十四日	1.104	1.004	14 October 2022 to 13 October 2032 二零二二年十月十四日至二零三二年十月十三日	N/A 不適用	3,942,400	-	-	-	-	3,942,400
<b>Eligible employees</b>											
<b>合資格僱員</b>											
	26 March 2021 二零二一年三月二十六日	0.330	1.500	26 March 2021 to 25 March 2031 二零二一年三月二十六日至二零三一年三月二十五日	N/A 不適用	14,403,720	-	-	-	-	14,403,720
	14 October 2022 二零二二年十月十四日	1.104	1.004	14 October 2022 to 13 October 2032 二零二二年十月十四日至二零三二年十月十三日	(Note 2) (附註2)	7,736,800	-	-	-	-	7,736,800
<b>Consultants</b>											
<b>顧問</b>											
	14 October 2022 二零二二年十月十四日	1.104	1.004	14 October 2022 to 13 October 2032 二零二二年十月十四日至二零三二年十月十三日	(Note 2) (附註2)	603,800	-	(201,800)	-	-	402,000
						38,746,240	-	(201,800) (Note 3) (附註3)	-	-	38,544,440



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### 中期財務報表附註

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截至二零二五年九月三十日止六個月

#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (a) 2014 Share Option Scheme (Continued)

Notes:

1. The current exercise price represents the exercise price in force after the effect of the share consolidation conducted during the year ended 31 March 2022 and the bonus issue of the Company conducted during the year ended 31 March 2023, where applicable.
2. Certain options granted to eligible employees and consultants on 14 October 2022 would only be vested if each of the net profit of the Group for the financial years ending 31 March 2023 and 2024 is equal to or exceeds the net profit of the Group for the financial year ended 31 March 2022. Such options had been vested on 28 June 2024.
3. A total of 201,800 share options were exercised during the period in accordance with their respective current exercise price (i.e. HK\$1.004). The weighted average closing price of the Shares immediately before the dates on which such share options were exercised was approximately HK\$1.5 per Share.

The estimated fair value of the share options granted during the year ended 31 March 2023 was approximately HK\$7,400,000.

During the period ended 30 September 2025, the Group recognised a share option expense of approximately HK\$Nil (2024: HK\$584,000) for the period.

The fair value of equity-settled share options granted during the year ended 31 March 2023 and 31 March 2021 was estimated as at the dates of grant using a binomial model, taking into account the terms and conditions upon which the share options were granted.

#### 18. 以股份為基礎的付款交易 (續)

##### (a) 二零一四年購股權計劃 (續)

附註：

1. 當前行使價指計及截至二零二二年三月三十一日止年度進行股份合併及截至二零二三年三月三十一日止年度本公司進行紅股發行(倘適用)的影響後生效的行使價。
2. 於二零二二年十月十四日授予合資格僱員及顧問的若干購股權將僅於本集團截至二零二三年及二零二四年三月三十一日止財政年度各自之純利相等於或超過本集團截至二零二二年三月三十一日止財政年度之純利時歸屬。該等購股權已於二零二四年六月二十八日歸屬。
3. 於本期間，合共201,800份購股權已按其各自現行行使價(即1.004港元)獲行使。緊接該等購股權獲行使日期前，股份的加權平均收市價約為每股1.5港元。

截至二零二三年三月三十一日止年度授出的購股權的估計公平值約為7,400,000港元。

截至二零二五年九月三十日止期間，本集團於期內確認購股權開支約零港元(二零二四年：584,000港元)。

截至二零二三年三月三十一日及二零二一年三月三十一日止年度，所授出的以股權結算的購股權之公平值於授出日期使用二項式模型進行估計，並計入購股權獲授時的條款及條件。

# NOTES TO THE INTERIM FINANCIAL STATEMENTS

## 中期財務報表附註

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### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

#### (a) 2014 Share Option Scheme (Continued)

The following table lists the inputs to the model used:

		Share options granted during the years ended 31 March 截至三月三十一日止年度授出之購股權	
		2023 二零二三年	2021 二零二一年
Dividend yield (%)	股息率 (%)	1.7%	0-2%
Expected volatility (%)	預期波幅 (%)	33.29%	34.93%-35.24%
Risk-free interest rate (%)	無風險利率 (%)	4.16%	0.492%-1.381%
Forfeiture rate (%)	沒收率 (%)	10%-38%	58%

The expected life of the share options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the share options granted was incorporated into measurement of fair value.

### 18. 以股份為基礎的付款交易 (續)

#### (a) 二零一四年購股權計劃 (續)

下表列出所使用模式的輸入數據：

購股權的預計年期乃基於過去三年的歷史數據，未必代表可能發生的行使模式。預期波幅反映假設歷史波幅能夠代表未來趨勢，而實際情況未必如此。

計量公平值時概無列入已授出購股權的其他特點。



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#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (b) 2023 Share Option Scheme

The Company's 2023 Share Option Scheme was adopted pursuant to a resolution of the shareholders of the Company passed on 4 September 2023 (the "Adoption Date") for the primary purpose of providing incentives or rewards to eligible participants, and the 2023 share option scheme option period is ten (10) years commencing on the Adoption Date, after which no further options will be granted (the "2023 Share Option Scheme Option Period").

The key terms of the 2023 Share Option Scheme are set out in the circular of the Company's dated 16 August 2023 and the details are extracted below:

##### (i) Purpose

The purpose of the 2023 Share Option Scheme is to enable the Company to grant options to 2023 Share Option Scheme Eligible Persons (as described below) as incentives or rewards for their contribution or potential contribution to the Group and/or to recruit and retain high calibre 2023 Share Option Scheme Eligible Persons and attract human resources that are valuable to the Group.

##### (ii) Duration

Subject to the provisions thereof, the 2023 Share Option Scheme shall be valid and effective until the date of expiry of the 2023 Share Option Scheme Period, after which period no further options shall be offered or granted but the provisions of the 2023 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to any options granted or exercised prior thereto or otherwise as may be required in accordance with the 2023 Share Option Scheme. Options complying with the provisions of the GEM Listing Rules which are granted during the life of the 2023 Share Option Scheme shall continue to be valid and exercisable in accordance with their terms of grant and provisions of the 2023 Share Option Scheme after the expiry of the Scheme Period.

#### 18. 以股份為基礎的付款交易(續)

##### (b) 二零二三年購股權計劃

本公司根據於二零二三年九月四日(「採納日期」)獲本公司股東通過的決議案採納二零二三年購股權計劃，主要旨在鼓勵或獎勵合資格參與者，且二零二三年購股權計劃購股權期間為自採納日期起計十(10)年，於該期間後將不再進一步授出購股權(「二零二三年購股權計劃購股權期間」)。

二零二三年購股權計劃的主要條款載於本公司日期為二零二三年八月十六日的通函，詳情概要如下：

##### (i) 目的

二零二三年購股權計劃旨在讓本公司向二零二三年購股權計劃合資格人士(如下所述)授出購股權，作為彼等對本集團所作貢獻或潛在貢獻之鼓勵或獎勵及／或招聘及挽留優秀之二零二三年購股權計劃合資格人士及吸引對本集團而言屬寶貴之人力資源。

##### (ii) 期限

在有關條文的規限下，二零二三年購股權計劃將一直有效及生效，直至二零二三年購股權計劃期間屆滿日期為止，於該期間後不得進一步提呈或授出購股權，惟就於該期間前已授出或行使之任何購股權或根據二零二三年購股權計劃可能規定的其他情況生效而言，二零二三年購股權計劃之條文將維持十足效力及作用。於二零二三年購股權計劃有效期內授出之符合GEM上市規則條文之購股權於計劃期間屆滿後將繼續有效，並可根據其授出條款及二零二三年購股權計劃之條文行使。



**18. SHARE-BASED PAYMENT TRANSACTIONS***(Continued)***(b) 2023 Share Option Scheme** *(Continued)***(iii) 2023 Share Option Scheme Eligible Persons**

The participants of the 2023 Share Option Scheme shall be the 2023 Share Option Scheme Eligible Persons.

The basis of eligibility of any 2023 Share Option Scheme Eligible Person(s) to the grant of any option shall be determined by the Board of Directors of the Company (or where necessary, the independent non-executive directors and/or the Remuneration Committee of the Company) from time to time at its absolute discretion on the basis of the 2023 Share Option Scheme Eligible Person's contribution or potential contribution to the Group, or such other factors as the Board may deem appropriate. In determining whether a person has contributed or will contribute to the Group, the Board of Directors of the Company will take into account, among other things, whether contribution has been made to or will be made to the Group in terms of operation, financial performance, prospects, growth, development, reputation and image of the Group. In assessing the eligibility of any 2023 Share Option Scheme Eligible Person, the Board of Directors of the Company will consider all relevant factors as appropriate, including, among others, (a) his/her responsibilities and contributions made or to be made to the Group; (b) his/her ability to further promote the development of the Group; (c) his/her years of service; and (d) his/her professional qualifications and knowledge in the industry.

Eligible persons under the 2023 Share Option Scheme include Directors (including executive Directors, non-executive Directors and independent non-executive Directors), officers and employees (whether full time or part time) of any member of the Group (including nominees and/or trustees of any employee benefit trust established or them). The eligibility of the eligible person(s) will be determined by the Board or its delegate based on their potential and/or actual contribution to the business and development of the Group.

**18. 以股份為基礎的付款交易 (續)****(b) 二零二三年購股權計劃 (續)****(iii) 二零二三年購股權計劃合資格人士**

二零二三年購股權計劃之參與者須為二零二三年購股權計劃合資格人士。

任何二零二三年購股權計劃合資格人士獲授任何購股權的資格基準由本公司董事會(或如有需要,由獨立非執行董事及/或本公司薪酬委員會)不時根據二零二三年購股權計劃合資格人士對本集團的貢獻或潛在貢獻或董事會可能認為適當的其他因素全權酌情釐定。於釐定一名人士是否已經或將會對本集團作出貢獻時,本公司董事會將考慮(其中包括)是否已經或將會在本集團的營運、財務表現、前景、增長、發展、聲譽及形象方面對本集團作出貢獻。於評估任何二零二三年購股權計劃合資格人士的資格時,本公司董事會將考慮所有相關因素(如適用),包括(其中包括)(a)其對本集團已作出或將作出的責任及貢獻;(b)其進一步推動本集團發展的能力;(c)其服務年期;及(d)其專業資格及行業知識。

二零二三年購股權計劃項下的合資格人士包括本集團任何成員公司的董事(包括執行董事、非執行董事及獨立非執行董事)、高級職員及僱員(不論全職或兼職)(包括為彼等設立的任何僱員福利信託的代名人及/或受託人)。合資格人士的資格將由董事會或其代表根據彼等對本集團業務及發展的潛在及/或實際貢獻而釐定。



## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (b) 2023 Share Option Scheme (Continued)

##### (iii) 2023 Share Option Scheme Eligible Persons (Continued)

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is a grantee) and shall comply with the relevant provisions of Chapter 23 of the GEM Listing Rules.

##### (iv) Grant of Options

The directors shall, in accordance with the provisions of the 2023 Share Option Scheme, be entitled but shall not be bound, at any time within a period of ten (10) years commencing on the Adoption Date to make an offer to any 2023 Share Option Scheme Eligible Person(s) as the directors may in their absolute discretion select, to take up an option pursuant to which such 2023 Share Option Scheme Eligible Person may, during the 2023 Share Option Scheme Option Period (as described above), subscribe for such number of shares at the subscription price as the directors shall determine.

An offer shall be deemed to have been accepted and to have taken effect when the duplicate letter comprising acceptance of the offer duly signed by the selected participant (the "2023 Share Option Scheme Selected Participant"), together with a payment of HK\$1.00 by way of consideration for the grant thereof, is received by the Company within twenty-eight (28) days from the offer date (the "2023 Share Option Scheme Offer Date"). If such payment is not enclosed, the acceptance shall not be prejudiced thereby, but the acceptance shall create a promise by the 2023 Share Option Scheme Selected Participant to pay to the Company HK\$1.00 on demand. Such payment shall in no circumstances be refundable.

#### 18. 以股份為基礎的付款交易(續)

##### (b) 二零二三年購股權計劃(續)

##### (iii) 二零二三年購股權計劃合資格人士(續)

向本公司董事、主要行政人員或主要股東或彼等各自的任何聯繫人授出任何購股權，須經獨立非執行董事(不包括身為承授人之任何獨立非執行董事)批准，並須遵守GEM上市規則第23章之相關條文。

##### (iv) 授出購股權

根據二零二三年購股權計劃的條文，董事有權(但非必須)於採納日期起計十(10)年期間內任何時間，向董事全權酌情選擇的任何二零二三年購股權計劃合資格人士作出要約以接納購股權，據此，有關二零二三年購股權計劃合資格人士可於二零二三年購股權計劃購股權期間(如上所述)，按董事釐定的認購價認購有關數目的股份。

當本公司於要約日期(「二零二三年購股權計劃要約日期」)起計二十八(28)日內收到經選定參與者(「二零二三年購股權計劃經選定參與者」)正式簽署的接納要約函件副本，連同作為獲授購股權代價的1.00港元付款時，要約將被視為已獲接納及生效。倘有關付款並無隨附，則接納不得因此而受到損害，惟接納須構成二零二三年購股權計劃經選定參與者承諾按要求向本公司支付1.00港元。有關付款在任何情況下均不予退還。



**18. SHARE-BASED PAYMENT TRANSACTIONS***(Continued)***(b) 2023 Share Option Scheme** *(Continued)***(v) Total number of Shares available for issue**

The total number of Shares available for issue under the 2023 Share Option Scheme amounted to 77,459,526 Shares, representing approximately 16.9% of the total issued share capital of the Company as at the date of this report.

**(vi) Maximum entitlement of each participant**

Where any grant of options to an eligible person would result in the Shares issued and to be issued in respect of all options and awards granted and to be granted to such eligible person (excluding options and awards that have been lapsed in accordance with the 2023 Share Option Scheme and any other Scheme(s)) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue, such grant must be separately approved by the Shareholders in general meeting with such eligible person and his/her close associates (or his/her associates if the eligible person is a connected person) abstaining from voting.

Where any grant of share options to an independent non-executive Director or a substantial Shareholder, or any of their respective associates would result in the Shares issued and to be issued in respect of all share options and awards granted (including share options exercised, cancelled and outstanding but excluding those options and awards lapsed in accordance with the terms of such Schemes) to that person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the total number of Shares in issue (excluding treasury Shares), such grant of share options must be approved by the Shareholders in general meeting at which the grantee, his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

**18. 以股份為基礎的付款交易 (續)****(b) 二零二三年購股權計劃 (續)****(v) 可供發行股份總數**

根據二零二三年購股權計劃可供發行的股份總數為77,459,526股，佔本公司於本報告日期已發行股本總額約16.9%。

**(vi) 每名參與者之最高配額**

倘向合資格人士授出任何購股權將導致於截至有關授出日期(包括該日)止12個月期間內向該名合資格人士授出及將予授出的所有購股權及獎勵(不包括根據二零二三年購股權計劃及任何其他計劃已失效的購股權及獎勵)已發行及將予發行的股份合共佔已發行股份的1%以上，則有關授出須經股東於股東大會上另行批准，而有關合資格人士及其緊密聯繫人(或倘合資格人士為關連人士，則其聯繫人)須放棄投票。

倘向獨立非執行董事或主要股東或彼等各自的任何聯繫人授出任何購股權將導致於截至有關授出日期(包括該日)止12個月期間內向該人士授出的所有購股權及獎勵(包括已行使、已註銷及尚未行使的購股權，但不包括根據該等計劃條款已失效的該等購股權及獎勵)已發行及將予發行的股份合共佔已發行股份(不包括庫存股份)總數的0.1%以上，則有關授出購股權須經股東於股東大會上批准，而承授人、其聯繫人及本公司所有核心關連人士須於該股東大會上放棄投贊成票。



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#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (b) 2023 Share Option Scheme (Continued)

###### (vii) Basis of determining subscription price of share options granted

The subscription price in respect of any share option shall, subject to any adjustments made pursuant to the 2023 Share Option Scheme, be such price as the Directors at their absolute discretion shall determine, provided that it must be no less than the higher of: (a) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the offer date (which must be a business day); (b) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheet for the five (5) business days immediately preceding the offer date; and (c) the par value of the Shares on the offer date.

###### (viii) Remaining life

Subject to any early termination as may be determined by the Board, the 2023 Share Option Scheme shall be valid and effective until the date of expiry of a period of ten (10) years commencing on the Adoption Date. As at 30 September 2025, the remaining life of the 2023 Share Option Scheme is less than 8 years.

#### 18. 以股份為基礎的付款交易 (續)

##### (b) 二零二三年購股權計劃 (續)

###### (vii) 釐定已授出購股權認購價的基準

任何購股權的認購價(可根據二零二三年購股權計劃作出任何調整)將為董事全權酌情釐定的價格,惟不得低於下列較高者:(a)股份於要約日期(必須為營業日)在聯交所每日報價表所報之收市價;(b)股份於緊接要約日期前五(5)個營業日在聯交所每日報價表所報之平均收市價;及(c)股份於要約日期的面值。

###### (viii) 剩餘年期

二零二三年購股權計劃自採納日期起計十(10)年期間屆滿當日止有效及生效,惟可由董事會決定提早終止。於二零二五年九月三十日,二零二三年購股權計劃的剩餘年期少於8年。

**18. SHARE-BASED PAYMENT TRANSACTIONS***(Continued)***(b) 2023 Share Option Scheme** *(Continued)***(ix) 2023 Share Option Scheme Vesting Period**

The vesting period (the "2023 Share Option Scheme Vesting Period") for any option granted to any grantee under the 2023 Share Option Scheme shall not be less than twelve (12) months from the date of grant of such option. The Board of Directors of the Company or the Remuneration Committee of the Company shall have the authority to determine a shorter 2023 Share Option Scheme Vesting Period on options in its sole discretion under each of the following circumstances:

- (1) grants of "make-whole" options to a 2023 Share Option Scheme Selected Participant who newly joined the Group to replace the share options he/she forfeited when leaving the previous employers;
- (2) grants to a 2023 Share Option Scheme Selected Participant whose employment is terminated due to disability or occurrence of any out of control event;
- (3) grants that are made in batches during a year for administrative and compliance reasons, which may include options that should have been granted earlier but had to wait for a subsequent batch, in such cases, the vesting date may be adjusted to take account of the time from which the options would have been granted if not for such administrative or compliance requirements;
- (4) grants of options with a mixed or accelerated vesting schedule such that the options may vest evenly over a period of twelve (12) months; and
- (5) grants of options with a total vesting and holding period of more than twelve (12) months.

**18. 以股份為基礎的付款交易 (續)****(b) 二零二三年購股權計劃 (續)****(ix) 二零二三年購股權計劃歸屬期**

二零二三年購股權計劃項下向任何承授人授出的任何購股權的歸屬期(「二零二三年購股權計劃歸屬期」)不得少於有關購股權授出日期起計十二(12)個月。在以下各情況下，本公司董事會或本公司薪酬委員會有權全權酌情釐定購股權的較短二零二三年購股權計劃歸屬期：

- (1) 向新加入本集團的二零二三年購股權計劃經選定參與者授出「提前贖回」購股權，以取代於離開前僱主時沒收的購股權；
- (2) 向因殘疾或發生任何無法控制事件而終止僱傭的二零二三年購股權計劃經選定參與者授出；
- (3) 因行政及合規原因而於年內分批授出的購股權，可能包括應提早授出但有待其後一批授出的購股權，在此情況下，倘並非因有關行政或合規規定，歸屬日期可能會作出調整，以計及授出購股權的時間；
- (4) 授出混合或加速歸屬時間表的購股權，使購股權可於十二(12)個月期間內平均歸屬；及
- (5) 授出總歸屬及持有期超過十二(12)個月的購股權。



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#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (b) 2023 Share Option Scheme (Continued)

##### (ix) 2023 Share Option Scheme Vesting Period (Continued)

(6) Such discretion gives the Company more flexibility to (i) adapt to exceptional and justified circumstances; or (ii) attract talents or reward exceptional performers with accelerated vesting. These circumstances are also considered by the Stock Exchange to be justifiable reasons for having a shorter vesting period as set out in the consultation conclusions.

(7) Accordingly, the directors (including the independent non-executive directors) are of the view that the discretion in allowing a shorter vesting period in each of the circumstances as detailed above is appropriate and in line with the purpose of the 2023 Share Option Scheme (and other share scheme(s), where applicable). There is no performance target which must be achieved by the grantee before an option can be exercised under the terms of the 2023 Share Option Scheme save as otherwise imposed by the Board of the Directors of the Company as it thinks fit in the relevant offer.

##### (x) 2023 Share Option Scheme Option Period

The 2023 Share Option Scheme Option Period of an option shall not exceed ten (10) years from the 2023 Share Option Scheme Offer Date.

As described in the Company's announcement dated 13 December 2023, on 13 December 2023, 33,166,000 share options were granted (the "December 2023 Share Options"). Among the 33,166,000 December 2023 Share Options granted, a total of 7,618,000 December 2023 Share Options were granted to the following directors and a total of 25,548,000 December 2023 Share Options were granted to other 11 employees of the Group.

#### 18. 以股份為基礎的付款交易 (續)

##### (b) 二零二三年購股權計劃 (續)

##### (ix) 二零二三年購股權計劃歸屬期 (續)

(6) 該酌情權給予本公司在以下方面具有更大的靈活性：(i) 適應特殊及合理情況；或(ii) 以加速歸屬的方式吸引人才或獎勵表現出色的員工。聯交所亦認為該等情況為諮詢總結所載歸屬期較短的合理原因。

(7) 因此，董事（包括獨立非執行董事）認為，於上文詳述的各種情況下酌情允許較短歸屬期屬適當，且符合二零二三年購股權計劃（及其他股份計劃，如適用）的目的。承授人根據二零二三年購股權計劃之條款行使購股權前毋須達成任何表現目標，惟本公司董事會於相關要約中另行施加其認為合適之表現目標除外。

##### (x) 二零二三年購股權計劃購股權期間

購股權的二零二三年購股權計劃購股權期間不得超過自二零二三年購股權計劃要約日期起計十(10)年。

誠如本公司日期為二零二三年十二月十三日之公佈所述，於二零二三年十二月十三日，已授出33,166,000份購股權（「二零二三年十二月購股權」）。於已授出的33,166,000份二零二三年十二月購股權中，合共7,618,000份二零二三年十二月購股權已授予下列董事，及合共25,548,000份二零二三年十二月購股權已授予本集團其他11名僱員。



## 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

## (b) 2023 Share Option Scheme (Continued)

## (x) 2023 Share Option Scheme Option Period (Continued)

Details of the specific categories of options under 2023 Share Option Scheme granted are as follows:

Option type	Date of grant	Number of share options	Exercise period	Initial exercise price per share
購股權類別	授出日期	購股權數目	行使期	每股初步行使價 HK\$ 港元
December 2023 Share Options 二零二三年十二月購股權	13 December 2023 二零二三年十二月十三日	33,166,000	From 13 December 2023 to 12 December 2033 自二零二三年十二月十三日至二零三三年十二月十二日	1.55
February 2025 Share Options 二零二五年二月購股權	14 February 2025 二零二五年二月十四日	44,292,000	14 August 2026 to 13 February 2035 二零二六年八月十四日至二零三五年二月十三日	1.67

Upon fulfillment of the vesting conditions, the December 2023 Share Options granted will be vested on the grantees upon the expiry of eighteen (18) months from the date of grant and exercisable from 13 June 2025 to 12 December 2033 (both days inclusive).

Upon fulfillment of the vesting conditions, the February 2025 Share Options granted will be vested on the grantees upon the expiry of eighteen (18) months from the date of grant and exercisable from 14 August 2026 to 13 February 2035 (both days inclusive).

## 18. 以股份為基礎的付款交易 (續)

## (b) 二零二三年購股權計劃 (續)

## (x) 二零二三年購股權計劃購股權期間 (續)

根據二零二三年購股權計劃授出購股權的具體類別詳情如下：

於達成歸屬條件後，已授出的二零二三年十二月購股權將於授出日期起計十八(18)個月屆滿後歸屬於承授人，並可自二零二五年六月十三日至二零三三年十二月十二日(包括首尾兩日)行使。

於達成歸屬條件後，已授出的二零二五年二月購股權將於授出日期起計十八(18)個月屆滿後歸屬於承授人，並可自二零二六年八月十四日至二零三五年二月十三日(包括首尾兩日)行使。

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### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

#### (b) 2023 Share Option Scheme (Continued)

##### (x) 2023 Share Option Scheme Option Period (Continued)

The following table discloses the movements of the share options granted under the 2023 Share Option Scheme and outstanding during the period ended 30 September 2025:

### 18. 以股份為基礎的付款交易 (續)

#### (b) 二零二三年購股權計劃 (續)

##### (x) 二零二三年購股權計劃購股權期間 (續)

下表披露二零二三年購股權計劃項下授出及尚未行使的購股權於截至二零二五年九月三十日止期間之變動：

Period ended 30 September 2025 截至二零二五年九月三十日止期間						Number of share options 購股權數目					
Grantees	Date of grant	Initial exercise price	Current exercise price	Exercise period	Vesting period/conditions	outstanding as at beginning of the period 於期初尚未行使	granted during the period	exercised during the period	cancelled during the period	lapsed during the period	outstanding as at end of the period
承授人	授出日期	行使價 (初步) (HK\$) (港元)	行使價 (當前) (HK\$) (港元)	行使期	歸屬期/條件		於期內授出	於期內行使	於期內註銷	於期內失效	於期末尚未行使
<b>Directors</b>											
<b>董事</b>											
Mr. Yuen Yu Sum	13 December 2023	1.55	1.55	13 June 2025 to 12 December 2033	Eighteen (18) months from the date of grant	3,584,000	-	-	-	-	3,584,000
袁裕深先生	二零二三年十二月十三日			二零二五年六月十三日至二零三三年十二月十二日	自授出日期起計十八(18)個月						
	14 February 2025	1.67	1.67	14 August 2026 to 13 February 2035	Eighteen (18) months from the date of grant	4,428,000	-	-	-	-	4,428,000
	二零二五年二月十四日			二零二六年八月十四日至二零三五年二月十三日	自授出日期起計十八(18)個月						
Mr. Chan Lap Jin Kevin	13 December 2023	1.55	1.55	13 June 2025 to 12 December 2033	Eighteen (18) months from the date of grant	3,584,000	-	-	-	-	3,584,000
陳立展先生	二零二三年十二月十三日			二零二五年六月十三日至二零三三年十二月十二日	自授出日期起計十八(18)個月						
	14 February 2025	1.67	1.67	14 August 2026 to 13 February 2035	Eighteen (18) months from the date of grant	4,428,000	-	-	-	-	4,428,000
	二零二五年二月十四日			二零二六年八月十四日至二零三五年二月十三日	自授出日期起計十八(18)個月						
Mr. Law Wing Chung	13 December 2023	1.55	1.55	13 June 2025 to 12 December 2033	Eighteen (18) months from the date of grant	450,000	-	-	-	-	450,000
羅永聰先生	二零二三年十二月十三日			二零二五年六月十三日至二零三三年十二月十二日	自授出日期起計十八(18)個月						
	14 February 2025	1.67	1.67	14 August 2026 to 13 February 2035	Eighteen (18) months from the date of grant	516,000	-	-	-	-	516,000
	二零二五年二月十四日			二零二六年八月十四日至二零三五年二月十三日	自授出日期起計十八(18)個月						
<b>Substantial Shareholder</b>											
<b>主要股東</b>											
Mr. Lui Yu Kin	14 February 2025	1.67	1.67	14 August 2026 to 13 February 2035	Eighteen (18) months from the date of grant	442,000	-	-	-	-	442,000
呂宇健先生	二零二五年二月十四日			二零二六年八月十四日至二零三五年二月十三日	自授出日期起計十八(18)個月						



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截至二零二五年九月三十日止六個月



### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

(b) 2023 Share Option Scheme (Continued)

(x) 2023 Share Option Scheme Option Period (Continued)

### 18. 以股份為基礎的付款交易 (續)

(b) 二零二三年購股權計劃 (續)

(x) 二零二三年購股權計劃購股權期間 (續)

Period ended 30 September 2025 截至二零二五年九月三十日止期間						Number of share options 購股權數目					
Grantees	Date of grant	Initial exercise price	Current exercise price	Exercise period	Vesting period/conditions	outstanding as at beginning of the period	granted during the period	exercised during the period	cancelled during the period	lapsed during the period	outstanding as at end of the period
承授人	授出日期	初步行使價 (HK\$) (港元)	當前行使價 (HK\$) (港元)	行使期	歸屬期/條件	於期初尚未行使	於期內授出	於期內行使	於期內註銷	於期內失效	於期末尚未行使
<b>Eligible employees</b> 合資格僱員											
	13 December 2023	1.55	1.55	13 June 2025 to 12 December 2033	Eighteen (18) months from the date of grant	25,548,000	-	-	-	-	25,548,000
	二零二三年十二月十三日			二零二五年六月十三日至二零三三年十二月十二日	自授出日期起計十八(18)個月						
	14 February 2025	1.67	1.67	14 August 2026 to 13 February 2035	Eighteen (18) months from the date of grant	34,478,000	-	-	-	-	34,478,000
	二零二五年二月十四日			二零二六年八月十四日至二零三五年二月十三日	自授出日期起計十八(18)個月						
						77,458,000	-	-	-	-	77,458,000



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### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

#### (b) 2023 Share Option Scheme (Continued)

##### (x) 2023 Share Option Scheme Option Period (Continued)

The estimated fair value of the share options granted during the year ended 31 March 2025 was approximately HK\$22,100,000. During the period ended 30 September 2025, the Group recognised a share option expense of approximately HK\$8,983,000 (2024: HK\$4,852,000) for the period.

The fair value of equity-settled share options granted during the year ended 31 March 2024 and 31 March 2025 were estimated as at the dates of grant using a binomial model, taking into account the terms and conditions upon which the share options were granted.

The following table lists the inputs to the model used:

		Share options granted during the year ended 31 March 截至三月三十一日止 年度授出之購股權	
		2025 二零二五年	2024 二零二四年
Dividend yield (%)	股息率 (%)	1%	1.7%
Expected volatility (%)	預期波幅 (%)	42.1%	44.5%
Risk-free interest rate (%)	無風險利率 (%)	3.77%	3.78%
Forfeiture rate (%)	沒收率 (%)	0%	0%

The expected life of the share options is based on the historical data over the past three years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the share options granted was incorporated into measurement of fair value.

### 18. 以股份為基礎的付款交易 (續)

#### (b) 二零二三年購股權計劃 (續)

##### (x) 二零二三年購股權計劃購股權期間 (續)

截至二零二五年三月三十一日止年度授出的購股權的估計公平值約為22,100,000港元。截至二零二五年九月三十日止期間，本集團於期內確認購股權開支約8,983,000港元 (二零二四年：4,852,000港元)。

截至二零二四年三月三十一日及二零二五年三月三十一日止年度，所授出的以股權結算的購股權之公平值於授出日期使用二項式模型進行估計，並計入購股權獲授時的條款及條件。

下表列出所使用模式的輸入數據：

購股權的預計年期乃基於過去三年的歷史數據，未必代表可能發生的行使模式。預期波幅反映假設歷史波幅能夠代表未來趨勢，而實際情況未必如此。

計量公平值時概無列入已授出購股權的其他特點。



**18. SHARE-BASED PAYMENT TRANSACTIONS***(Continued)***(c) Share Award Scheme**

The Company's Share Award Scheme was adopted pursuant to a resolution passed on 25 November 2022, the key terms of the 2022 Share Award Scheme are set out in the circular of the Company's dated 7 November 2022 and the details are extracted below:

**(i) Purpose**

The purposes of the Share Award Scheme are to align the interests of the eligible persons (the "Share Award Scheme Eligible Persons") with those of the Group through ownership of shares, dividends and other distributions paid on shares and/or the increase in value of the shares and to encourage and enable Share Award Scheme Eligible Persons, upon whose judgment, initiative and efforts the Group largely depends for the successful conduct of its business, to make contributions to the long-term growth and profits of the Group and share in the success of the Group.

**(ii) Duration**

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a period of ten (10) years commencing on 25 November 2022, and thereafter for so long as there are any non-vested award shares relating to awards granted prior to the expiration of the Share Award Scheme. As at 30 September 2025, the remaining life of the Share Award Scheme is less than 8 years.

**18. 以股份為基礎的付款交易 (續)****(c) 股份獎勵計劃**

根據於二零二二年十一月二十五日通過之決議案，本公司採納股份獎勵計劃，二零二二年股份獎勵計劃的主要條款載於本公司日期為二零二二年十一月七日的通函，詳情如下：

**(i) 目的**

股份獎勵計劃旨在透過股份擁有權、股息及就股份支付的其他分派及／或股份增值，令合資格人士（「股份獎勵計劃合資格人士」）的利益與本集團利益一致，並鼓勵及促使股份獎勵計劃合資格人士（本集團業務的成功開展很大程度上依賴於其判斷、主動性及努力）為本集團的長遠增長及溢利作出貢獻，並分享本集團的成功。

**(ii) 期限**

股份獎勵計劃自二零二二年十一月二十五日起計十(10)年期間內有效及生效，惟可由董事會決定提早終止，其後只要於股份獎勵計劃屆滿前授出的獎勵有任何未歸屬獎勵股份，則股份獎勵計劃將一直有效及生效。於二零二五年九月三十日，股份獎勵計劃的剩餘年期少於8年。



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#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (c) Share Award Scheme (Continued)

###### (iii) Administration

The Share Award Scheme shall be subject to the administration of the Board of Directors of the Company in accordance with the rules of the Share Award Scheme (the "Share Award Scheme Rules") and all applicable laws and regulations. Any decision made by the Board of Directors of the Company as to all matters arising in relation to the Share Award Scheme or its interpretation or effect (save as otherwise provided herein) shall be final, conclusive and binding on all parties.

The trustee of the Share Award Scheme will hold the shares and the income derived therefrom in accordance with the terms of the trust deed(s) to the Share Award Scheme.

###### (iv) Operation

Subject to the Share Award Scheme Rules, the Board of Directors of the Company may, from time to time, in its absolute discretion and subject to such terms and conditions as it may think fit (including the basis of eligibility of each selected participant determined by the Board of Directors of the Company from time to time) (the "Share Award Scheme Selected Participant"), select any Share Award Scheme Eligible Person (excluding any excluded participant) for participation in the Share Award Scheme as a Share Award Scheme Selected Participant, grant an award to such Share Award Scheme Selected Participant and determine the number of award shares. However, until so selected, no Share Award Scheme Eligible Person shall be entitled to participate in the Share Award Scheme.

#### 18. 以股份為基礎的付款交易 (續)

##### (c) 股份獎勵計劃 (續)

###### (iii) 管理

股份獎勵計劃將由本公司董事會根據股份獎勵計劃規則(「股份獎勵計劃規則」)及所有適用法律及法規管理。本公司董事會就股份獎勵計劃或其詮釋或效力(本報告另有規定者除外)涉及的所有事項作出的任何決定均為最終、不可推翻及對所有各方具約束力。

股份獎勵計劃的受託人將根據股份獎勵計劃信託契據的條款持有股份及其產生的收入。

###### (iv) 營運

在股份獎勵計劃規則的規限下，本公司董事會可不時全權酌情根據其認為合適的條款及條件(包括本公司董事會不時釐定的各經選定參與者的資格基準)(「股份獎勵計劃經選定參與者」)，選擇任何股份獎勵計劃合資格人士(不包括任何除外參與者)作為股份獎勵計劃經選定參與者參與股份獎勵計劃，向該股份獎勵計劃經選定參與者授出獎勵，並釐定獎勵股份的數目。然而，於選定前，概無股份獎勵計劃合資格人士有權參與股份獎勵計劃。

**18. SHARE-BASED PAYMENT TRANSACTIONS***(Continued)***(c) Share award scheme** *(Continued)***(v) Consideration**

The award shares will be granted to the Share Award Scheme Selected Participant(s) at nil consideration, if any.

**(vi) Total number of Shares available for issue**

The total number of Shares available for issue under the Share Award Scheme amounted to 1,526 Shares, representing approximately 0.0003% of the total issued share capital of the Company as at the date of this report.

**(vii) Eligible participants**

Eligible participants under the Share Award Scheme include any person, being an employee, a director (including executive Directors, non-executive Directors and independent non-executive Directors), an officer of any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group.

Any grant of awards to a director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is a grantee) and shall comply with the relevant provisions of Chapter 23 of the GEM Listing Rules.

**18. 以股份為基礎的付款交易 (續)****(c) 股份獎勵計劃 (續)****(v) 代價**

獎勵股份將以零代價 (如有) 授予股份獎勵計劃經選定參與者。

**(vi) 可供發行股份總數**

根據股份獎勵計劃可供發行的股份總數為1,526股，佔本公司於本報告日期已發行股本總額約0.0003%。

**(vii) 合資格參與者**

股份獎勵計劃項下合資格參與者包括董事會或其代表全權酌情認為已經或將會對本集團作出貢獻的任何人士，即本集團任何成員公司的僱員、董事 (包括執行董事、非執行董事及獨立非執行董事)、高級職員 (包括為彼等設立的任何僱員福利信託的代名人及／或受託人)。

向本公司董事、主要行政人員或主要股東或彼等各自之任何聯繫人授出任何獎勵，均須經獨立非執行董事 (不包括身為承授人之任何獨立非執行董事) 批准，並須遵守GEM上市規則第23章之相關條文。



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#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (c) Share award scheme (Continued)

###### (viii) Maximum entitlement of each participant

Where any grant of awards to a selected participant would result in the Shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the terms of the respective Scheme(s)) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of Shares in issue, such grant must be separately approved by the Shareholders of the Company in a general meeting with such selected participant and his/her close associates (or associates if the selected participant is a connected person) abstaining from voting.

Where any grant of awards to a Director (other than an independent non-executive Director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the respective Scheme(s)) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of Shares in issue (excluding treasury Shares), such further grant of awards must be approved by the Shareholders in a general meeting, at which the grantee, his/her associates and all core connected persons of the Company must abstain from voting.

#### 18. 以股份為基礎的付款交易 (續)

##### (c) 股份獎勵計劃 (續)

###### (viii) 每名參與者之最高配額

倘向經選定參與者授出任何獎勵將導致於截至有關授出日期(包括該日)止12個月期間內向該名人士授出的所有購股權及獎勵(不包括根據相關計劃條款已失效的任何購股權及獎勵)已發行及將予發行的股份合共佔已發行相關類別股份的1%以上，則有關授出須經本公司股東於股東大會上另行批准，而有關經選定參與者及其緊密聯繫人(或倘經選定參與者為關連人士，則其聯繫人)須放棄投票。

倘向本公司董事(獨立非執行董事除外)或主要行政人員或彼等任何聯繫人授出任何獎勵將導致於截至有關授出日期(包括該日)止12個月期間內向該名人士授出的所有獎勵(不包括根據相關計劃條款已失效的任何獎勵)已發行及將予發行的股份合共佔已發行相關類別股份(不包括庫存股份)的0.1%以上，則有關進一步授出獎勵須經股東於股東大會上批准，而承授人、其聯繫人及本公司所有核心關連人士須放棄投票。

**18. SHARE-BASED PAYMENT TRANSACTIONS***(Continued)***(c) Share award scheme** *(Continued)***(viii) Maximum entitlement of each participant** *(Continued)*

Where any grant of awards to an independent non-executive Director or a substantial Shareholder, or any of their respective associates would result in the Shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the respective Scheme(s)) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of Shares in issue (excluding treasury Shares), such further grant of awards must be approved by the Shareholders in a general meeting, at which the grantee, his/her associates and all core connected persons of the Company must abstain from voting.

**(ix) Vesting period and condition(s)**

Unless otherwise determined by the Board at its discretion, the award shares held by the trustee upon the trust and which are referable to a selected participant shall vest in that selected participant in accordance with the conditions set out in the award notice as the Board may determine at its absolute discretion or is deemed to have vested pursuant to the scheme rules, provided that the selected participant remains at all times after the reference date (as defined under the Share Award Scheme) and on the relevant vesting dates (if applicable) an eligible person and the related vesting period shall not be less than 12 months.

**(x) Amount and period of payment**

The award shares will be granted to the selected participant(s) at nil consideration. As such, the basis of determining the purchase price of award shares under the Share Award Scheme is not applicable herein.

**18. 以股份為基礎的付款交易 (續)****(c) 股份獎勵計劃 (續)****(viii) 每名參與者之最高配額 (續)**

倘向獨立非執行董事或主要股東或彼等各自的任何聯繫人授出任何獎勵將導致於截至有關授出日期(包括該日)止12個月期間內向該名人士授出的所有購股權及獎勵(不包括根據相關計劃條款已失效的任何購股權及獎勵)已發行及將予發行的股份合共佔已發行相關類別股份(不包括庫存股份)的0.1%以上，則有關進一步授出獎勵須經股東於股東大會上批准，而承授人、其聯繫人及本公司所有核心關連人士須放棄投票。

**(ix) 歸屬期及條件**

除非董事會另行酌情釐定，否則受託人以信託方式持有並與經選定參與者有關的獎勵股份，須根據獎勵通知所載條件(由董事會全權酌情釐定)歸屬予該經選定參與者或根據計劃規則被視為已歸屬，惟該經選定參與者須於參考日期(定義見股份獎勵計劃)後所有時間及於相關歸屬日期(如適用)仍為合資格人士，且相關歸屬期不得少於12個月。

**(x) 付款金額及期限**

獎勵股份將以零代價授予經選定參與者。因此，根據股份獎勵計劃釐定獎勵股份購買價的基準並不適用於本報告。



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### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

#### (c) Share award scheme (Continued)

##### (xi) Share Award Scheme Limit

The Board of Directors of the Company shall not make any further award which will result in the aggregate number of the shares which may be issued in respect of all options and awards granted under all of the schemes of the Company (including under the Share Award Scheme and the share option schemes) exceeding 10% of the issued share capital of the Company as at the adoption date or 35,845,605 Shares ("Share Award Scheme Limit").

The Share Award Scheme Limit may be refreshed after three years from the adoption date or the date of the Company's shareholders' approval for the last refreshment (as the case may be) in accordance with the relevant GEM Listing Rules.

Pursuant to the Company's announcement dated 9 October 2023, the Board of Directors of the Company resolved to grant an aggregate of 2,679,600 ordinary shares of HK\$0.0005 each in the capital of the Company to 13 eligible persons of the Group (the October 2023 Award Shares"), who are employees of the Company pursuant to the Share Award Scheme, details of which are set out as follows:

### 18. 以股份為基礎的付款交易 (續)

#### (c) 股份獎勵計劃 (續)

##### (xi) 股份獎勵計劃限額

本公司董事會不得作出任何進一步獎勵，致使根據本公司所有計劃(包括根據股份獎勵計劃及購股權計劃)授出的所有購股權及獎勵而可能發行的股份總數超過本公司於採納日期已發行股本的10%或35,845,605股股份(「股份獎勵計劃限額」)。

根據相關GEM上市規則，股份獎勵計劃限額可於採納日期起計三年後或本公司股東批准最後一次更新日期(視情況而定)更新。

根據本公司日期為二零二三年十月九日的公佈，本公司董事會議決根據股份獎勵計劃向本集團13名合資格人士(該等人士為本公司僱員)授出合共2,679,600股本公司股本中每股面值0.0005港元的普通股(「二零二三年十月獎勵股份」)，詳情載列如下：

Award type	Date of grant	Number of award shares	Award period	Purchase price of the award shares granted
獎勵類別	授出日期	獎勵股份數目	獎勵期	授出獎勵股份的購買價格 HK\$ 港元
October 2023 Award Shares 二零二三年十月獎勵股份	9 October 2023 二零二三年十月九日	2,679,600	From 9 October 2023 to 8 October 2026 自二零二三年十月九日至二零二六年十月八日	Nil 零



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## 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月



### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

#### (c) Share award scheme (Continued)

##### (xi) Share Award Scheme Limit (Continued)

Upon fulfillment of the vesting conditions, the award shares granted will be vested on the grantees upon the expiry of three years from the date of grant. Each award gives the holder one ordinary share in the Company at zero consideration.

Details of the award shares unvested and granted during the period ended 30 September 2024 are as follows:

### 18. 以股份為基礎的付款交易 (續)

#### (c) 股份獎勵計劃 (續)

##### (xi) 股份獎勵計劃限額 (續)

待達成歸屬條件後，所授出的獎勵股份將於授出日期起計三年屆滿後歸屬予承授人。每份獎勵賦予持有人本公司一股普通股，無需支付任何代價。

於截至二零二四年九月三十日止期間，尚未歸屬及已授出獎勵股份詳情如下：

Period ended 30 September 2024 截至二零二四年九月三十日止期間				Number of award shares 獎勵股份數目					Number of unvested award shares as at end of the period 於期末尚未 歸屬獎勵 股份數目	
Grantees	Date of grant	Purchase price	Vesting period/ conditions	Number of unvested award shares as at beginning of the period 於期初尚未 歸屬獎勵 股份數目	granted during the period	vested during the period	cancelled during the period	lapsed during the period		
承授人	授出日期	購買價 (HK\$) (港元)	歸屬期/條件		於期內授出	於期內歸屬	於期內註銷	於期內失效		
Eligible employees	9 October 2023	Nil	Three (3) years from the date of grant	2,679,600	-	-	-	-	2,679,600	
合資格僱員	二零二三年十月九日	零	自授出日期起計三(3)年							
				2,679,600	-	-	-	-	2,679,600	



## NOTES TO THE INTERIM FINANCIAL STATEMENTS

### 中期財務報表附註

For the six months ended 30 September 2025

截至二零二五年九月三十日止六個月

#### 18. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

##### (c) Share award scheme (Continued)

##### (xii) 2022 Share Award Scheme Limit

The estimated fair value of the award shares granted during the year ended 31 March 2024 was approximately HK\$5,466,000, of which the Group recognised a share award expense of approximately HK\$910,000 during the year ended 31 March 2024.

The fair value of equity-settled share awards granted during the year ended 31 March 2024 was estimated as at the dates of grant with reference to the fair value of the share of the Company at the date of grant, taking into account the terms and conditions upon which the share awards were granted.

The following table lists the inputs to the model used:

		Award shares granted during the year end 31 March 2024 截至二零二四年三月三十一日止年度授出之獎勵股份
Fair value of shares HK\$	股份之公平值港元	5,466,000
Forfeiture rate	沒收率	0%

#### 19. LITIGATION

During the year ended 31 March 2019, the Group received a writ of summons in relation to a repudiatory breach of a tenancy agreement between the plaintiff, an independent third party landlord, and Sino Shine Retailing Limited, a former subsidiary of the Group, entered into on 27 October 2016, which the plaintiff is claiming the Group for, inter alia, damages in the sum of approximately HK\$1,735,000 plus interest. As the directors of the Group consider that it is probable that an outflow of economic benefits will be required to settle the obligation, the Group recognised the provision of HK\$1,735,000 which is considered as a reliable estimate that can be made.

#### 18. 以股份為基礎的付款交易 (續)

##### (c) 股份獎勵計劃 (續)

##### (xii) 二零二二年股份獎勵計劃限額

截至二零二四年三月三十一日止年度授出的獎勵股份的估計公平值約為5,466,000港元，其中本集團於截至二零二四年三月三十一日止年度確認股份獎勵開支約910,000港元。

截至二零二四年三月三十一日止年度，所授出的以股權結算的股份獎勵之公平值於授出日期參考本公司股份於授出日期的公平值進行估計，並計入股份獎勵獲授時的條款及條件。

下表列出所使用模式的輸入數據：

#### 19. 法律訴訟

於截至二零一九年三月三十一日止年度，本集團收到有關毀約性違反原告（即一名獨立第三方房東）與本集團一間前附屬公司升輝零售有限公司於二零一六年十月二十七日訂立之租賃協議的傳訊令狀，原告就（其中包括）總額為約1,735,000港元的損失另加利息向本集團索償。由於本集團董事認為解決訴訟可能需要經濟利益流出，因此本集團確認撥備1,735,000港元，該撥備金額被認為是能夠做出的可靠估計。





## BUSINESS REVIEW

The Group principally derives its revenue from the following business arms: (i) OEM business segment, which entails product design and development, raw materials sourcing and procurement, manufacturing and product quality control management (the “OEM Business”); (ii) apparel retail business segment, which entails designing, procuring, manufacturing, marketing and retailing of pure cashmere apparel and other apparel products as well as accessories through the retail network in Hong Kong under the Group’s own brand and high-end fashion brand (the “Retail Business”); (iii) money lending business segment, which provides financing to customers for interest income (“Money Lending Business”); (iv) financial quotient and investment education business segment, which provides financial quotient and investment education courses for the customers in return of tuition fees from them (“Financial Quotient and Investment Education Business”); (v) property investment business (“Property Investment Business”); and (vi) private supplementary education business segment, which provides private supplementary education courses for the students in return of tuition fees from them (“Private Supplementary Education Business”).

### OEM Business

The garment sector within the consumer market remained subdued over the past year. Meanwhile, the Company has no intention, arrangement, agreement, understanding, or negotiation (whether concluded or otherwise) relating to the disposal or termination of its OEM Business. The Group will cautiously monitor the business environment, market sentiment, and customers’ behaviors of the OEM Business and will continue to devote effort to the development of the OEM Business. If the business outlook remains subdued, the Group will continue to closely monitor the segment and may consider alternative strategies, including asset redeployment, to maximise shareholder value.

### Retail Business

The shift in consumer behavior toward online shopping has adversely affected the Retail Business. In light of such an unfavorable environment, the Group will cautiously monitor the business environment, market sentiment and consumer trends of the Retail Business. The Company currently has no intention, arrangement, agreement, understanding, negotiation (concluded or otherwise) on disposal or termination of the Retail Business.

## 業務回顧

本集團的收入主要源自於以下業務部門：(i) 原設備製造業務分部，承擔產品設計及開發、原材料採購、製造及產品質量控制管理（「原設備製造業務」）；(ii) 服裝零售業務分部，透過在本集團自有品牌及高檔時裝品牌旗下於香港的零售網絡承擔設計、採購、製造、市場推廣及零售純羊絨服裝以及其他服裝產品及配飾（「零售業務」）；(iii) 放債業務分部，透過向客戶提供融資賺取利息收入（「放債業務」）；(iv) 財商及投資教育業務分部，為客戶提供財商及投資教育課程，並自彼等收取學費作為回報（「財商及投資教育業務」）；(v) 物業投資業務（「物業投資業務」）；及(vi) 私立輔助教育業務分部，為學生提供私立輔助教育課程，並向彼等收取學費作為回報（「私立輔助教育業務」）。

### 原設備製造業務

消費市場的服裝板塊於過去一年仍保持低迷。與此同時，本公司並無有關出售或終止其原設備製造業務的意向、安排、協議、諒解或磋商（不論是否已達成）。本集團將審慎監察原設備製造業務的業務環境、市場情緒及客戶行為，並將繼續致力於開發原設備製造業務。倘業務前景持續低迷，本集團將繼續密切監察該分部，並可能考慮其他策略，包括重新調配資產，以將股東價值最大化。

### 零售業務

消費者行為轉向網上購物已對零售業務造成不利影響。鑒於此種不利環境，本集團將審慎監察零售業務的業務環境、市場情緒及消費者趨勢。本公司目前並無有關出售或終止零售業務的意向、安排、協議、諒解、磋商（不論是否已達成）。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Money Lending Business

The Group obtained the money lender licence and commenced Money Lending Business from June 2016. During the six months ended 30 September 2025, the Money Lending Business had generated interest income of approximately HK\$3.3 million. The Group anticipates that the improving business environment and the recovering market sentiment in Hong Kong will have a positive impact, further stimulating loan demand.

Nonetheless, the Group will remain vigilant in evaluating its risk management strategies to ensure a prudent and sustainable balance between risk and return over the long term.

#### Financial Quotient and Investment Education Business

The Group offers financial quotient and investment education courses to customers, with the objective of enhancing their knowledge in the areas of finance and investment. In return, the Group derives tuition fee income from the provision of these courses. For the six months ended 30 September 2025, several courses were successfully concluded, generating revenue of approximately HK\$113.8 million, representing a 2.2% increase compared with approximately HK\$111.4 million recorded during the corresponding period in 2024.

#### Property Investment Business

The Group established its Property Investment Business during the year ended 31 March 2020. During the six months ended 30 September 2025, the Group completed the acquisition of a property in Tsuen Wan for asset appreciation and rental return. The Group will continue pursuing attractive real estate opportunities in Hong Kong and across the Asia-Pacific region to strengthen its portfolio, achieve asset appreciation and/or generate stable cash flow returns.

#### Private Supplementary Education Business

In August 2021, the Group resolved to develop the business of provision of private supplementary education services as a new business of the Group. Private supplementary education services play a supplemental role to regular schools, helping students deepen their understanding of what they have learnt in classes, improve their school grades and better prepare themselves for public examinations. Private supplementary education services, especially those for local secondary school students, have been in high demand in Hong Kong.

As at 30 September 2025, each of the education centers located in Causeway Bay, Kowloon Bay, Prince Edward, Tsuen Wan, Mongkok and Tuen Mun has obtained the "Certificate of Registration of A School" granted by the Education Bureau of Hong Kong.

#### 放債業務

本集團已自二零一六年六月起取得放債人牌照並自該時起開展放債業務。截至二零二五年九月三十日止六個月，放債業務帶來利息收入約3.3百萬港元。本集團預期香港營商環境的改善及市場情緒的復甦將帶來正面影響，進一步刺激貸款需求。

儘管如此，本集團將繼續審慎評估其風險管理策略，以確保長期而言風險與回報之間保持審慎及可持續的平衡。

#### 財商及投資教育業務

本集團為客戶提供財商及投資教育課程，旨在提升其於財務及投資領域的知識水平。作為回報，本集團自提供該等課程賺取學費收入。截至二零二五年九月三十日止六個月，若干課程已圓滿結束並產生收益約113.8百萬港元，較二零二四年同期錄得的約111.4百萬港元增加2.2%。

#### 物業投資業務

本集團於截至二零二零年三月三十一日止年度建立其物業投資業務。截至二零二五年九月三十日止六個月，本集團完成收購荃灣一項物業，以作資產增值及租金回報。本集團將繼續於香港及亞太地區尋求具吸引力的房地產機遇，以強化其投資組合、實現資產增值及／或產生穩定現金流回報。

#### 私立輔助教育業務

於二零二一年八月，本集團決議開發提供私立輔助教育服務業務作為本集團的新業務。私立輔助教育服務作為常規學校教育的補充，可幫助學生加深其對課堂所學知識的理解，提升其學業成績且有助於彼等更好地準備應對公開考試。私立輔助教育服務（尤其是面向當地中學生所開設者）於香港需求旺盛。

於二零二五年九月三十日，位於銅鑼灣、九龍灣、太子、荃灣、旺角及屯門的教育中心均已取得香港教育局頒發的「學校註冊證明書」。



During the six months ended 30 September 2025, the Private Supplemental Education Business achieved revenue of approximately HK\$48.6 million, representing an increase of about 25.0% compared to approximately HK\$38.9 million recorded during the same period in 2024. The notable growth reflects the Group's effective business strategies and its continued success in meeting the rising demand for quality supplemental education services.

## PROSPECTS

For the OEM Business and the Retail Business, the management will cautiously monitor the business environment, market sentiment and consumers' behaviors/trends.

For the Money Lending Business, the Group will continue to expand it, but will do so with a prudent and balanced risk management approach to ensure the sustainable growth of this segment.

The Group remains committed to driving sustainable growth in its Financial Quotient and Investment Education Business through (i) the strategic investment of resources to further expand market share, and (ii) the proactive broadening of its customer base to capture untapped market demand. At the same time, the Group is actively exploring opportunities in the property markets of Hong Kong and the Asia-Pacific region with the objectives of achieving asset appreciation and generating stable cash flow returns.

While maintaining a firm focus on strengthening its core operations — particularly the Financial Quotient and Investment Education Business — the Group is equally dedicated to identifying high-potential investment opportunities. This forward-looking strategy is designed to diversify income streams, unlock long-term value, and reinforce the Group's position as a leader within its respective industries.

截至二零二五年九月三十日止六個月，私立輔助教育業務錄得收益約48.6百萬港元，較二零二四年同期錄得的約38.9百萬港元增加約25.0%。該顯著增長反映本集團行之有效的業務策略，以及其持續成功滿足對優質補充教育服務不斷增長的需求。

## 前景

在原設備製造業務及零售業務方面，管理層致力擴大原設備製造業務的客源。本集團將審慎監察業務環境、市場情緒及消費者行為／趨勢。

在放債業務方面，本集團將繼續拓展業務，但會以審慎態度及平衡風險管理的方式進行，以確保該分部的可持續增長。

本集團將繼續致力透過(i)策略性投入資源以進一步擴大市場份額，及(ii)積極擴大客戶基礎以把握尚未開發的市場需求，從而推動其財商及投資教育業務的可持續增長。同時，本集團正積極探索香港及亞太地區物業市場的機會，旨在實現資產增值及產生穩定現金流回報。

本集團在堅定不移地專注於加強其核心業務(尤其是財商及投資教育業務)的同時，亦致力於物色高潛力投資機會。此項前瞻性策略旨在多元化收入來源、釋放長期價值，並鞏固本集團在其各自行業的領導者地位。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The Group commenced its Private Supplementary Education Business during the financial year ended 31 March 2022. The Board remains highly optimistic about the long-term prospects of the private tutorial market, supported by favorable market dynamics and substantial growth potential within the private education sector. The Board firmly believes that this business segment will serve as a key growth driver in enhancing the Company's overall financial performance and creating greater value for shareholders. Backed by a clear strategic vision and strong execution capabilities, the Company is well-positioned to strengthen its financial foundation and sustain future growth through the continued success of this business segment.

In addition, the Company intends to capitalize on strategic cooperation opportunities to extend the reach of its Private Supplementary Education Business across the PRC. Since the launch of the Outline Development Plan for the Guangdong-Hong Kong-Macao Greater Bay Area in 2019, there has been a noticeable rise in demand for education services specifically tailored to the children of Hong Kong citizens studying in the PRC. This trend is supported by two key factors:

- (i) the increasing number of schools in the PRC offering the Hong Kong education curriculum to meet this demand; and
- (ii) the growing global recognition of the Hong Kong Diploma of Secondary Education (HKDSE) qualification by tertiary institutions worldwide.

The HKDSE is emerging as an attractive and viable pathway for students in the PRC to pursue higher education, further boosting its popularity. Leveraging its expertise, well-established capabilities, and strong reputation, the Group is poised to seize these growth opportunities by expanding its footprint and solidifying its position in this promising market segment. The Group is confident that these initiatives will enable it to capture substantial upside potential in the PRC market while driving sustainable value creation for its shareholders.

本集團於截至二零二二年三月三十一日止財政年度開展其私立輔助教育業務。董事會對私立補習市場的長遠前景持高度樂觀態度，此乃受惠於私立教育行業中有利的市場動態及巨大的增長潛力。董事會堅信，該業務分部將成為提升本公司整體財務表現及為股東創造更大價值的關鍵增長動力。憑藉明確的策略願景及強大的執行力，本公司得以透過此業務分部的持續成功以加強其財務基礎及維持未來增長。

此外，本公司有意把握策略合作機會，將其私立輔助教育業務擴展至全中國。自二零一九年《粵港澳大灣區發展規劃綱要》出台以來，在中國就讀的香港居民子女的教育服務需求顯著增加。此趨勢受到兩項關鍵因素支持：

- (i) 於中國提供香港教育課程的學校數目不斷增加，以滿足此需求；及
- (ii) 全球高等院校對香港中學文憑考試(HKDSE)資格的認可度不斷提高。

HKDSE成為中國學生追求高等教育的一個具吸引力且可行的途徑，從而進一步提升其普及程度。憑藉其專業知識、穩健實力及良好聲譽，本集團蓄勢待發，透過擴展其足跡及鞏固其於此前景秀麗的市場分部中的地位，把握該等增長機遇。本集團有信心，該等舉措將使其能夠把握中國市場巨大的上升潛力，同時為其股東創造可持續的價值。



## FINANCIAL REVIEW

### Revenue

The Group's revenue increased from approximately HK\$152.3 million for the six months ended 30 September 2024 to approximately HK\$165.8 million for the six months ended 30 September 2025, representing an increase of approximately 8.9%, which was mainly driven by the strong performance of the "Financial Quotient and Investment Education Business" and the "Private Supplementary Education Business".

For the Financial Quotient and Investment Education Business, several courses were concluded with notable success, generating approximately HK\$113.8 million in revenue. This represents a 2.2% increase compared to the approximately HK\$111.4 million earned during the same period in 2024.

For the business of provision of private supplementary education services, it had achieved encouraging result with tuition income of approximately HK\$48.6 million for the six months ended 30 September 2025. It represented a significant increase of approximately 25.0% as compared to the same period in 2024.

For the Money Lending Business, it had generated income of approximately HK\$3.3 million for the six months ended 30 September 2025 respectively.

The following table sets forth the breakdowns of the revenue of the Group by segment for each of the six months ended 30 September 2025 and 30 September 2024.

## 財務回顧

### 收益

本集團的收益由截至二零二四年九月三十日止六個月約152.3百萬港元增加至截至二零二五年九月三十日止六個月約165.8百萬港元，增幅約為8.9%，主要受「財商及投資教育業務」及「私立輔助教育業務」的強勁表現所推動。

在財商及投資教育業務方面，若干課程已圓滿結束，並已產生收益約113.8百萬港元。此相較二零二四年同期所賺取約111.4百萬港元增加2.2%。

就提供私立輔助教育服務業務而言，其取得令人鼓舞的業績，截至二零二五年九月三十日止六個月的學費收入約為48.6百萬港元。其較二零二四年同期大幅增加約25.0%。

在放債業務方面，於截至二零二五年九月三十日止六個月產生收入約3.3百萬港元。

下表載列本集團截至二零二五年九月三十日及二零二四年九月三十日止六個月各自按分部劃分的收益明細。

		Six months ended 30 September			
		截至九月三十日止六個月			
		2025		2024	
		二零二五年		二零二四年	
		HK\$'000	%	HK\$'000	%
		千港元	百分比	千港元	百分比
OEM Business	原設備製造業務	—	0.0	—	0.0
Retail Business	零售業務	—	0.0	—	0.0
Money Lending Business	放債業務	3,298	2.0	1,927	1.3
Financial Quotient and Investment Education Business	財商及投資教育業務	113,834	68.7	111,428	73.2
Property Investment Business	物業投資業務	—	0.0	—	0.0
Private Supplementary Education Business	私立輔助教育業務	48,620	29.3	38,896	25.5
		165,752	100.0	152,251	100.0





## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Cost of sales

The Group's cost of sales increased by 16.9% to approximately HK\$70.5 million for the six months ended 30 September 2025 as compared to the six months ended 30 September 2024. The increase was mainly attributable to the increase in the cost of sales of the Financial Quotient and Investment Education Business and Private Supplementary Education Business during the six months ended 30 September 2025.

#### Expenses

Selling and administrative expenses for the six months ended 30 September 2025 amounted to approximately HK\$71.9 million (2024: HK\$63.9 million), representing an increase of 12.5%. The increase was mainly attributable to (i) higher share option expenses, (ii) increased marketing expenses, and (iii) professional fees incurred in relation to the application for the proposed transfer of listing of the Shares from GEM to the Main Board under Chapter 9B of the Main Board Listing Rules ("Proposed Transfer of Listing").

#### Profit for the period

Profit for the six months ended 30 September 2025 amounted to approximately HK\$15.1 million, compared with approximately HK\$21.8 million for the corresponding period in 2024. The decrease in profit was primarily attributable to (i) an increase in share option expenses, (ii) higher professional fees incurred in connection with the application for the Proposed Transfer of Listing, and (iii) fair value changes in financial assets at fair value through profit or loss, the impact of which is expected to improve in the coming months.

#### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2025, the share capital and equity attributable to owners of the Company amounted to approximately HK\$230,000 and HK\$458.4 million respectively (31 March 2025: approximately HK\$228,000 and HK\$427.5 million respectively).

As at 30 September 2025, the Group had approximately HK\$123.2 million in bank balances and cash (31 March 2025: approximately HK\$129.2 million). The Group's total borrowings were approximately HK\$4.0 million (31 March 2025: HK\$19.1 million). The gearing ratio was approximately 0.9% at 30 September 2025 (31 March 2025: 4.4%).

Note:

Gearing ratio is calculated as the total debt (borrowings) divided by total equity.

#### 銷售成本

截至二零二五年九月三十日止六個月，本集團的銷售成本較截至二零二四年九月三十日止六個月上升16.9%至約70.5百萬港元。該增加乃主要由於截至二零二五年九月三十日止六個月財商及投資教育業務以及私立輔助教育業務的銷售成本增加。

#### 開支

截至二零二五年九月三十日止六個月，銷售及行政開支約為71.9百萬港元（二零二四年：63.9百萬港元），增幅為12.5%。該增加乃主要由於(i)購股權開支增加；(ii)營銷開支增加；及(iii)就根據主板上市規則第9B章申請建議將股份由GEM轉至主板上市（「建議轉板上市」）所產生的專業費用所致。

#### 期內溢利

截至二零二五年九月三十日止六個月的溢利約為15.1百萬港元，而二零二四年同期的溢利約為21.8百萬港元。溢利減少乃主要由於(i)購股權開支增加；(ii)就申請建議轉板上市產生的專業費用增加；及(iii)按公平值計入損益的金融資產的公平值變動，預期其影響將於未來數月有所改善。

#### 流動資金、財務資源及資本結構

於二零二五年九月三十日，股本及本公司擁有人應佔權益分別約為230,000港元及458.4百萬港元（二零二五年三月三十一日：分別約228,000港元及427.5百萬港元）。

於二零二五年九月三十日，本集團有銀行結餘及現金約123.2百萬港元（二零二五年三月三十一日：約129.2百萬港元）。本集團之借款總額約為4.0百萬港元（二零二五年三月三十一日：19.1百萬港元）。於二零二五年九月三十日之資產負債比率約為0.9%（二零二五年三月三十一日：4.4%）。

附註：

資產負債比率乃按債務（借款）總額除以總權益計算。



### Capital Expenditure and Commitments

Details of capital expenditure are set out in Note 12 to the Interim Financial Statements. Save as disclosed in this report, the Group did not have any significant capital commitments as at 30 September 2025.

### Significant investments, acquisitions and disposals, and Plans for Material Investment or Capital Assets

Save as disclosed in this report, there were no significant investment held, material acquisitions or disposal of subsidiaries and affiliated companies as at 30 September 2025.

Save as disclosed in this report, there was no future plan for material investments or capital assets as at 30 September 2025.

### Contingent Liabilities

Save as disclosed in this report, the Group had no material contingent liabilities as at 30 September 2025.

### Foreign Exchange Risk

The Group's business operations are denominated mainly in HK\$. The Group's assets and liabilities are mainly denominated in HK\$. Currently, the Group has not entered into agreements or purchased instruments to hedge the Group's exchange rate risks.

### USE OF NET PROCEEDS FROM THE EQUITY FUND RAISING ACTIVITIES

The Group did not conduct any equity fund raising activities during the six months ended 30 September 2025. The utilization of net proceeds from the Group's previous fund raising activities during the six months ended 30 September 2025 is detailed as follows:

#### 2025 Placing

On 21 February 2025, the Company entered into the placing agreement with Theia Securities Limited (as placing agent), pursuant to which, the Company has conditionally agreed to place, through the placing agent up to 21,126,760 placing shares to not less than six independent placees at the placing price of HK\$1.42 per placing share (the "2025 Placing"). The completion of the 2025 Placing took place on 19 March 2025, where a total of 10,946,000 placing shares have been actually placed by the placing agent to not less than six placees at the placing price of HK\$1.42 per placing share pursuant to the terms and condition of the placing agreement.

### 資本開支及承擔

資本開支的詳情載於中期財務報表附註12。除本報告所披露者外，本集團於二零二五年九月三十日並無任何重大資本承擔。

### 重大投資、收購與出售以及重大投資或資本資產的計劃

除本報告所披露者外，於二零二五年九月三十日，概無持有重大投資、重大收購或出售附屬公司及聯屬公司。

除本報告所披露者外，於二零二五年九月三十日，概無有關重大投資或資本資產的未來計劃。

### 或然負債

除本報告所披露者外，於二零二五年九月三十日，本集團並無重大或然負債。

### 外匯風險

本集團業務運營主要以港元計值。本集團資產及負債主要以港元計值。當前，本集團並無訂立協議或購買工具以對沖本集團匯率風險。

### 股本集資活動所得款項淨額之用途

於截至二零二五年九月三十日止六個月，本公司並無進行任何股本集資活動。於截至二零二五年九月三十日止六個月，本集團過往集資活動所得款項淨額之用途詳情如下：

#### 二零二五年配售事項

於二零二五年二月二十一日，本公司與遠源證券有限公司（作為配售代理）訂立配售協議，據此，本公司已有條件同意透過配售代理按配售價每股配售股份1.42港元向不少於六名獨立承配人配售最多21,126,760股配售股份（「二零二五年配售事項」）。二零二五年配售事項已於二零二五年三月十九日完成，配售代理已根據配售協議的條款及條件，按配售價每股配售股份1.42港元向不少於六名承配人實際配售合共10,946,000股配售股份。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The gross proceeds and net proceeds from the 2025 Placing amounted to approximately HK\$15.5 million and HK\$15.2 million, respectively. Details of the use of the net proceeds are as follows:

二零二五年配售事項之所得款項總額及所得款項淨額分別約為15.5百萬港元及15.2百萬港元。所得款項淨額之用途詳情如下：

Use of net proceeds	Total planned amount to be used	Actual use of net proceeds up to 30 September 2025 直至二零二五年九月三十日 所得款項淨額之實際用途	Unutilised amount of net proceeds up to 30 September 2025 直至二零二五年九月三十日 所得款項淨額之未動用金額	Expected timeline for unutilized net proceeds as at 30 September 2025 於二零二五年九月三十日 未動用所得款項淨額之預期時間表
	計劃動用總額 HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	
Expansion of the existing principal businesses of the Group including the Financial Quotient and Investment Education Business and the Private Supplementary Education Business 擴張本集團現有主要業務，包括財商及投資教育業務以及私立輔助教育業務	10.0	8.0	2.0	Expected to be fully utilised on or before 31 December 2025  預計於二零二五年十二月三十一日或之前悉數動用
General working capital and administration expenses  一般營運資金及行政開支	5.2	3.0	2.2	Expected to be fully utilised on or before 31 December 2025 預計於二零二五年十二月三十一日或之前悉數動用
— salaries — 薪金	4.2	2.0	2.2	
— utilities — 水電費	1.0	1.0	—	
	15.2	11.0	4.2	





### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2025, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Division 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); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉

於二零二五年九月三十日，各董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有(i)根據證券及期貨條例第XV部第7及8分部條文須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益或淡倉）；(ii)根據證券及期貨條例第XV部第352條須記入該條所述登記冊的權益及淡倉；或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

### Long positions in Shares and underlying shares of the Company:

於本公司股份及相關股份中的好倉：

Name of Directors	Capacity	Number of Shares held	Number of Options held	Total	Percentage of the Company's issue share as at 30 September 2025 (%)
					於二零二五年九月三十日佔本公司已發行股份百分比（百分比）
董事姓名	身份	所持股份數目	所持購股權數目	總計	（百分比）
Chan Lap Jin Kevin 陳立展	Beneficial owner 實益擁有人	33,982,080	11,954,400	45,936,480	10.02
Yuen Yu Sum 袁裕深	Beneficial owner 實益擁有人	6,904,480	11,596,000	18,500,480	4.03
Chung Chin Kwan 鍾展坤	Beneficial owner 實益擁有人	1,135,200	—	1,135,200	0.25
	Interest of spouse 配偶權益	184,800 (Note 1) (附註1)	—	184,800	0.04
Law Wing Chung 羅永聰	Beneficial owner 實益擁有人	211,200	1,766,800	1,978,000	0.43

Note:

- (1) 184,800 shares are owned by Ms. Lam Ka Yee, who is the spouse of Mr. Chung Chin Kwan.

附註：

- (1) 鍾展坤先生的配偶林嘉儀女士持有184,800股股份。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Saved as disclosed above, as at 30 September 2025, none of the Directors and chief executives of the Company had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) as 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 and/or short positions which they are taken or deemed to have under such provisions of the SFO), or (ii) as required to be recorded in the register required to be kept by the Company pursuant to Sections 352 of the SFO, or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 to Rule 5.67 of the GEM Listing Rules.

#### DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed under the section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION", as at 30 September 2025, neither the company, holding company nor any of its subsidiaries was a party to any arrangements to enable the directors and chief executive of the company to acquire benefits by means of the acquisition of shares in, or debt securities, including debentures, of the company or any other body corporate, and none of the directors and chief executive of the company or their spouses or children under the age of 18, had any right to subscribe for the securities of the company, or had exercised any such rights.

#### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware, as at 30 September 2025, other than the Directors or chief executives of the Company whose interests or short positions are disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company and Its Associated Corporations" above, the following parties have interest or short position in the shares or underlying shares of the Company which have to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and as recorded in the register required to be kept under Section 336 of the SFO, and who were expected, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company are listed as follows:

除上文所披露者外，於二零二五年九月三十日，概無本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及／或淡倉），或(ii)須記入本公司根據證券及期貨條例第352條須予存置的登記冊內的任何權益或淡倉，或(iii)根據GEM上市規則第5.46條至第5.67條有關上市發行人董事進行交易規定標準而另行通知本公司及聯交所的任何權益或淡倉。

#### 董事及主要行政人員購買股份或債務證券的權利

除「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉」一節所披露者外，於二零二五年九月三十日，本公司、控股公司或其任何附屬公司概無參與任何安排，使本公司董事及主要行政人員可藉著購入本公司或任何其他法人團體的股份或債務證券（包括債權證）而獲得利益，而本公司董事及主要行政人員或彼等的配偶或任何未滿十八歲的子女概無任何可認購本公司證券的權利，亦無行使任何該等權利。

#### 主要股東及其他人士於本公司股份及相關股份中的權益及淡倉

就董事所知，於二零二五年九月三十日，除有關權益或淡倉已於上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證中的權益及淡倉」一段項下披露的本公司董事或主要行政人員外，以下各方於本公司股份或相關股份中擁有證券及期貨條例第XV部第2及3分部條文項下須向本公司披露及根據證券及期貨條例第336條記錄於須予存置的登記冊內的權益或淡倉，且預期將直接或間接擁有附有權利可於任何情況下在本公司之股東大會上投票的任何類別股本面值5%或以上權益如下：



## Long positions in shares and underlying shares of the Company

於本公司股份及相關股份中的好倉

Name of shareholder	Capacity/ Nature of interests	Number of ordinary shares	Percentage of the Company's issue share capital as at 30 September 2025
			於二零二五年 九月三十日 佔本公司已發行 股本百分比
股東姓名	身份／權益性質	普通股數目	股本百分比
Lui Yu Kin 呂宇健	Beneficial owner 實益擁有人	62,104,320 (Note 1) (附註 1)	13.54%

Note:

(1) The figures consists of 54,346,000 shares and 7,758,320 options held.

附註：

(1) 該等數字包括所持有的54,346,000股股份及7,758,320份購股權。

## CORPORATE GOVERNANCE PRACTICES

The Group's corporate governance practices are based on the principles and the code provisions in the Corporate Governance Code (the "Code") as set out in Appendix C1 to the GEM Listing Rules.

During the six months ended 30 September 2025 and up to the date of this report, save for the deviation from code provision C.2.1 of the Code which explained below, the Company has applied the principles and complied with all the applicable code provisions of the Code contained in Appendix C1 to the GEM Listing Rules.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER ("CEO")

Under the code provision C.2.1 of the Code, the roles of the chairman and the CEO should be separate and should not be performed by the same individual. Mr. Yuen Yu Sum was appointed as the chairman of the Board on 14 April 2021. The Board is in the process of finding an appropriate person to fill the vacancy of the CEO as soon as practicable. Meanwhile, the Board considers that the existing Board members are able to share the power and responsibilities of CEO among themselves.

## 企業管治常規

本集團的企業管治常規乃根據GEM上市規則附錄C1所載的企業管治守則(「守則」)的原則及守則條文編製。

於截至二零二五年九月三十日止六個月及直至本報告日期，除下文所闡釋者偏離守則的守則條文第C.2.1條外，本公司已應用GEM上市規則附錄C1所載的守則的原則，並已遵從所有適用守則條文。

## 主席及首席執行官(「首席執行官」)

根據守則的守則條文第C.2.1條，主席及首席執行官的角色應予區分，並不應由同一人兼任。袁裕深先生於二零二一年四月十四日獲委任為董事會之主席。董事會正在於實際可行情況下盡快物色適當人選以填補首席執行官空缺。與此同時，董事會認為現有董事會成員能夠在彼等間分擔首席執行官權力及責任。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### CHANGE IN INFORMATION OF THE DIRECTORS AND CHIEF EXECUTIVES

The changes in information of the Directors and the chief executives of the Company since the date of the report of the Company for the year ended 31 March 2025 and up to the date of this report, which is required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules, are set out below:

- Mr. Law Wing Chung, a non-executive Director, has ceased to be a member of the nomination committee of the Company with effect from 30 July 2025.
- Ms. Mak Louisa Ming Sze, a non-executive Director, has been appointed as a member of the nomination committee of the Company with effect from 30 July 2025.

#### COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Group adopted the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' securities transactions in securities of the Company.

Upon the Group's specific enquiry, each Director confirmed that he/she had fully complied with the required standard of dealings and there was no event of non-compliance during the six months ended 30 September 2025 and up to the date of this report.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the six months ended 30 September 2025.

#### 董事及主要行政人員資料變動

根據GEM上市規則第17.50A(1)條須予披露自本公司截至二零二五年三月三十一日止年度報告日期以來及直至本報告日期的本公司董事及主要行政人員資料變動載列如下：

- 非執行董事羅永聰先生已自二零二五年七月三十日起不再擔任本公司提名委員會成員。
- 非執行董事麥明詩女士已自二零二五年七月三十日起獲委任為本公司提名委員會成員。

#### 遵守董事進行證券交易規定標準的情況

本集團已採納GEM上市規則第5.48至第5.67條所載交易規定標準，作為有關董事進行涉及本公司證券的證券交易的行為守則。

據本集團的特定查詢，各董事確認其於截至二零二五年九月三十日止六個月及直至本報告日期已全面遵守交易規定標準，且概無任何違規情況。

#### 購買、出售或贖回本公司上市證券

截至二零二五年九月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。



### DIRECTORS' INTEREST IN COMPETING BUSINESS

The Directors confirm that none of the Directors and their respective close associates (as defined in the GEM Listing Rules) had an interest in any business which competed or was likely to compete, either directly or indirectly with the Group's business during the six months ended 30 September 2025.

### Compliance Committee

The Company established a compliance committee (the "Compliance Committee") with effect from 20 June 2022. The Compliance Committee is responsible for overseeing the regulatory compliance with all relevant rules and regulations applicable to the Company, including but not limited to, the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules"), the Securities and Futures Ordinance, and the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (together, "Applicable Laws").

The members of the Compliance Committee consist of two independent non-executive Directors and one executive Director. The Board has appointed Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie, both being independent non-executive Directors and Mr. Yuen Yu Sum, being the chairman of the Board and an executive Director, as members of the Compliance Committee. Mr. Chung Chin Kwan has been appointed as the chairman of the Compliance Committee.

The terms of reference of the Compliance Committee will be made available on the Company's website at <http://www.legendaryedu.com> and the Stock Exchange's website at <http://www.hkexnews.hk>.

With the aim to implement the Independent Consultant's recommendation and strengthen the regulatory compliance function of the Group, the Company has engaged White & Case, an independent Hong Kong legal adviser, to provide consultation on Applicable Laws compliance to the Group for a period starting from 1 July 2024.

### 董事於競爭業務的權益

截至二零二五年九月三十日止六個月，董事確認，董事及彼等各自的緊密聯繫人（定義見GEM上市規則）概無於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有權益。

### 合規委員會

本公司已成立合規委員會（「合規委員會」），自二零二二年六月二十日起生效。合規委員會負責監督適用於本公司的所有相關規則及法規（包括但不限於聯交所GEM證券上市規則（「GEM上市規則」）、證券及期貨條例及香港法例第622章之公司條例）（統稱為「適用法律」）的監管合規情況。

合規委員會成員包括兩名獨立非執行董事及一名執行董事。董事會已委任鍾展坤先生、陳劍輝先生（均為獨立非執行董事）及袁裕深先生（董事會主席兼執行董事）為合規委員會成員。鍾展坤先生已獲委任為合規委員會主席。

合規委員會的職權範圍可於本公司網站 <http://www.legendaryedu.com> 及聯交所網站 <http://www.hkexnews.hk> 查閱。

為落實獨立顧問之推薦建議及加強本集團的監管合規職能，本公司已委聘獨立香港法律顧問偉凱律師事務所自二零二四年七月一日開始之期間向本集團提供有關適用法律合規的諮詢。





## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### AUDIT COMMITTEE

The Company has established the audit committee (the “Audit Committee”) with terms in compliance with the Code as set out in Appendix C1 to the GEM Listing Rules. The duties of the Audit Committee are to primary review financial statements of the Group and oversee internal control procedures and risk management of the Group.

As at the date of this report, the Audit Committee consists of 3 independent non-executive Directors, namely Mr. Chan Kim Fai Eddie, Mr. Chung Kwok Pan and Mr. Chung Chin Kwan. Mr. Chan Kim Fai Eddie is the chairman of the Audit Committee.

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and the Interim Financial Statements and is of the opinion that the preparation of such statements complied with the applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

#### PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT

This report is published on the websites of the GEM and the Company ([www.legendaryedu.com](http://www.legendaryedu.com)). The interim report of the Company for the six months ended 30 September 2025 containing all the information required by the GEM Listing Rules will be dispatched to the Company’s shareholders and published on the above websites.

By order of the Board

**Legendary Education Group Limited**

**Yuen Yu Sum**

*Chairman and Executive Director*

Hong Kong, 26 November 2025

*As at the date of this report, the Board comprises two executive Directors, namely, Mr. Yuen Yu Sum (Chairman) and Mr. Chan Lap Jin Kevin; three non-executive Directors, namely, Mr. Law Wing Chung, Dr. Tang Sing Hing Kenny and Ms. Mak Louisa Ming Sze; and three independent non-executive Directors, namely, Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan.*

#### 審核委員會

本公司已成立審核委員會（「審核委員會」），並已採納符合GEM上市規則附錄C1所載守則的職權範圍。審核委員會的主要職責為審閱本集團的財務報表及監管本集團的內部監控程序及風險管理。

於本報告日期，審核委員會包括三名獨立非執行董事，即陳劍輝先生、鍾國斌先生及鍾展坤先生。陳劍輝先生為審核委員會主席。

審核委員會已審閱本集團採納的會計原則及政策以及中期財務報表，並認為有關報表乃遵照適用的會計準則及GEM上市規則而編製，且已作出足夠披露。

#### 刊發中期業績及中期報告

本報告分別刊載於GEM網站及本公司網站([www.legendaryedu.com](http://www.legendaryedu.com))。本公司截至二零二五年九月三十日止六個月的中期報告（當中載有GEM上市規則規定的所有資料）將寄發予本公司股東及刊載於上述網站。

承董事會命

**傳承教育集團有限公司**

**主席兼執行董事**

**袁裕深**

香港，二零二五年十一月二十六日

於本報告日期，董事會成員包括兩名執行董事袁裕深先生（主席）及陳立展先生；三名非執行董事羅永聰先生、鄧聲興博士及麥明詩女士；以及三名獨立非執行董事鍾展坤先生、陳劍輝先生及鍾國斌先生。



傳承教育

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