



AV CONCEPT HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

Stock Code : 595

INTERIM REPORT
2025/26

STATEMENT OF PROFIT OR LOSS HIGHLIGHTS

	Six months ended 30 September	
	2025	2024
	HK\$'million	HK\$'million
Revenue		
– Semiconductor distribution	845.3	606.5
– Consumer product and product sourcing business	11.9	22.7
– Others	–	0.1
	<u>857.2</u>	<u>629.3</u>
Profit/(loss) before interest, tax, depreciation and non-cash items		
– Corporate	(16.7)	(13.9)
– Venture capital	(8.9)	(2.1)
– Semiconductor distribution	97.3	88.6
– Consumer product and product sourcing business:		
Selling and distribution expenses	(5.1)	(12.0)
Operating loss	(5.0)	(2.3)
	<u>(10.1)</u>	<u>(14.3)</u>
– Others	(0.2)	(0.1)
	<u>61.4</u>	<u>58.2</u>
Depreciation	<u>(0.9)</u>	<u>(0.8)</u>
Profit for the period attributable to owners of the Company	<u>62.4</u>	<u>56.3</u>

STATEMENT OF FINANCIAL POSITION HIGHLIGHTS

	30 September 2025	31 March 2025
	HK\$'million	HK\$'million
Total assets	1,960.4	1,899.6
Total assets less current liabilities	1,804.0	1,747.4
Total equity	1,790.7	1,734.1
Borrowings and lease liabilities	31.0	32.0
Cash and cash equivalents	98.3	59.0
Financial assets at fair value through profit or loss (included in current assets)	1.0	2.9
	99.3	61.9
Total debt to total equity	1.7%	1.9%
Current assets to current liabilities	131.0%	123.4%
Cash and cash equivalents and financial assets at fair value through profit or loss (included in current assets) per share (HK\$)	0.11	0.07
Total equity per share (HK\$)	1.97	1.91

UNAUDITED INTERIM RESULTS

The Board of Directors (the “Board” or “Directors”) of AV Concept Holdings Limited (the “Company”) hereby announces the unaudited condensed consolidated results of the Company and its subsidiaries (together referred to as the “Group”) for the six months ended 30 September 2025 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

		Six months ended 30 September	
		2025	2024
		(unaudited)	(unaudited)
	Notes	HK\$'000	HK\$'000
Revenue	4	857,168	629,302
Cost of sales		<u>(842,174)</u>	<u>(619,637)</u>
Gross profit		14,994	9,665
Other income and gains	4	4,656	9,519
Selling and distribution expenses		(10,807)	(13,896)
Administrative expenses		(34,282)	(33,382)
Fair value gains/(losses) on financial assets at fair value through profit or loss, net		(4,062)	109
Other expenses, net		(5,746)	(569)
Finance costs	5	(663)	(3,112)
Share of profits of joint ventures		<u>98,489</u>	<u>88,094</u>
Profit before tax	6	62,579	56,428
Income tax	7	<u>(131)</u>	<u>(111)</u>
Profit for the period attributable to owners of the Company		<u>62,448</u>	<u>56,317</u>
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	9		
Basic		<u>HK6.87 cents</u>	<u>HK6.20 cents</u>
Diluted		<u>HK6.87 cents</u>	<u>HK6.20 cents</u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	Six months ended 30 September	
	2025	2024
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
PROFIT FOR THE PERIOD	62,448	56,317
OTHER COMPREHENSIVE INCOME		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	<u>3,302</u>	<u>3,700</u>
OTHER COMPREHENSIVE INCOME THAT MAY BE RECLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS AND OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	<u>3,302</u>	<u>3,700</u>
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	<u>65,750</u>	<u>60,017</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 SEPTEMBER 2025

		30 September 2025 (unaudited)	31 March 2025 (audited)
	Notes	HK\$'000	HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment and right-of-use assets	10	32,784	32,947
Investment properties		122,969	121,118
Other intangible assets		2,808	2,808
Investments in joint ventures		1,582,315	1,524,514
Investments in associates		3,587	371
Financial assets at fair value through profit or loss	11	9,090	28,064
Prepayments and deposits	13	2,008	1,913
Total non-current assets		1,755,561	1,711,735
CURRENT ASSETS			
Inventories		73,063	96,766
Trade receivables	12	21,542	19,915
Prepayments, deposits and other receivables	13	10,869	9,316
Financial assets at fair value through profit or loss	11	1,007	2,889
Cash and cash equivalents		98,348	58,967
Total current assets		204,829	187,853
CURRENT LIABILITIES			
Trade payables, deposits received and accrued expenses	14	60,764	70,543
Contract liabilities		17,083	2,374
Lease liabilities		–	15
Interest-bearing bank borrowings		30,986	31,998
Tax payable		2,057	1,822
Financial guarantee obligation		45,481	45,481
Total current liabilities		156,371	152,233
NET CURRENT ASSETS		48,458	35,620
TOTAL ASSETS LESS CURRENT LIABILITIES		1,804,019	1,747,355

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 SEPTEMBER 2025

		30 September 2025 (unaudited)	31 March 2025 (audited)
	Notes	HK\$'000	HK\$'000
NON-CURRENT LIABILITY			
Deferred tax liabilities		13,299	13,298
Net assets		<u>1,790,720</u>	<u>1,734,057</u>
EQUITY			
Issued capital	15	90,866	90,866
Reserves		<u>1,699,854</u>	<u>1,643,191</u>
Equity attributable to owners of the Company		1,790,720	1,734,057
Non-controlling interests		<u>–</u>	<u>–</u>
Total equity		<u>1,790,720</u>	<u>1,734,057</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	Attributable to owners of the Company							Non-controlling interests		Total equity
	Issued capital	Share premium account	Capital reserve	Other reserve	Asset revaluation reserve	Exchange fluctuation reserve	Retained profits	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2024 (audited)	90,866	429,719	19,484	(38,483)	38,765	(3,162)	1,172,318	1,709,507	-	1,709,507
Profit for the period	-	-	-	-	-	-	56,317	56,317	-	56,317
Other comprehensive profit for the period:										
Exchange differences on translation of foreign operations	-	-	-	-	-	3,700	-	3,700	-	3,700
Total comprehensive income for the period	-	-	-	-	-	3,700	56,317	60,017	-	60,017
Dividend paid (Note 8)	-	-	-	-	-	-	(18,173)	(18,173)	-	(18,173)
At 30 September 2024 (unaudited)	<u>90,866</u>	<u>429,719</u>	<u>19,484</u>	<u>(38,483)</u>	<u>38,765</u>	<u>538</u>	<u>1,210,462</u>	<u>1,751,351</u>	<u>-</u>	<u>1,751,351</u>
At 1 April 2025 (audited)	90,866	429,719	19,484	(38,483)	38,765	(5,066)	1,198,772	1,734,057	-	1,734,057
Profit for the period	-	-	-	-	-	-	62,448	62,448	-	62,448
Other comprehensive profit for the period:										
Exchange differences on translation of foreign operations	-	-	-	-	-	3,302	-	3,302	-	3,302
Total comprehensive income for the period	-	-	-	-	-	3,302	62,448	65,750	-	65,750
Dividend paid (Note 8)	-	-	-	-	-	-	(9,087)	(9,087)	-	(9,087)
At 30 September 2025 (unaudited)	<u>90,866</u>	<u>429,719</u>	<u>19,484</u>	<u>(38,483)</u>	<u>38,765</u>	<u>(1,764)</u>	<u>1,252,133</u>	<u>1,790,720</u>	<u>-</u>	<u>1,790,720</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

	Six months ended 30 September	
	2025	2024
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
OPERATING ACTIVITIES		
Dividend income received from a joint venture	40,793	46,620
Purchases of financial assets at fair value through profit or loss	(11,406)	–
Proceeds from disposal of financial assets at fair value through profit or loss	28,118	–
Other operating cash flows, net	(4,075)	(40,448)
NET CASH FLOWS FROM OPERATING ACTIVITIES	53,430	6,172
INVESTING ACTIVITIES		
Bank interest received	1,385	945
Interest income from other receivables	–	103
Dividend income from unlisted equity investments	48	–
Purchases of items of property, plant and equipment	(421)	(71)
Proceeds from disposal of items of property, plant and equipment	150	–
Investments in associates	(3,216)	–
NET CASH FLOWS (USED IN)/FROM INVESTING ACTIVITIES	(2,054)	977
FINANCING ACTIVITIES		
Net (decrease)/increase in import and trust receipt loans	(2,342)	33,022
Dividend paid	(9,087)	(18,173)
Other financing cash flows, net	(678)	(3,197)
NET CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES	(12,107)	11,652
NET INCREASE IN CASH AND CASH EQUIVALENTS	39,269	18,801
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	58,967	76,345
EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	112	641
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, REPRESENTED BY BANK BALANCES AND CASH	98,348	95,787

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

1. BASIS OF PREPARATION

The Company is an investment holding company. Its subsidiaries are principally engaged in marketing and distribution of electronic components, design, development and sale of consumer products and product sourcing services, and venture capital investment.

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. PRINCIPAL ACCOUNTING POLICIES AND CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements for the six months ended 30 September 2025 are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2025, except for the adoption of the following amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA effective as of 1 April 2025.

Amendments to HKAS 21

Lack of Exchangeability

The adoption of the above amendments to HKFRSs has had no material impact on the interim condensed consolidated financial statements.

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has four reportable operating segments as follows:

- (a) the semiconductor distribution segment engages in the sale and distribution of electronic components;
- (b) the consumer product and product sourcing business segment engages in the design, development and sale of consumer products and product sourcing services;
- (c) the venture capital segment engages in the investments in listed/unlisted equity and debt investments with an ultimate objective of obtaining capital gains on investee’s equity listing or, in some circumstances, prior to listing. It also includes investments in managed funds, convertible bonds and listed bonds; and
- (d) the others segment mainly comprises the Group’s internet social media business that has been discontinued during the period.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group’s profit before tax except that bank interest income, interest income from other receivables, rental income, share of profits of joint ventures, gain on disposal of items of property, plant and equipment, finance costs and unallocated expenses are excluded from such measurement.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

3. OPERATING SEGMENT INFORMATION (Continued)

Information regarding the above segments is reported below.

Six months ended 30 September 2025 (Unaudited)

	Semiconductor distribution	Consumer product and product sourcing business	Venture capital	Others	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue:					
Sales to external customers	845,282	11,886	–	–	857,168
Other losses	–	–	(3,942)	–	(3,942)
Total	845,282	11,886	(3,942)	–	853,226
Reconciliation:					
Add: Other losses (note)					3,942
Revenue as presented in the condensed consolidated statement of profit or loss					857,168
Segment results	(3,579)	(10,097)	(8,984)	(193)	(22,853)
Reconciliation:					
Bank interest income					1,385
Rental income					2,757
Share of profits of joint ventures					98,489
Gain on disposal of items of property, plant and equipment					150
Unallocated expenses					(16,686)
Finance costs					(663)
Profit before tax					62,579

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

3. OPERATING SEGMENT INFORMATION (Continued)

Six months ended 30 September 2024 (Unaudited)

	Semiconductor distribution	Consumer product and product sourcing business	Venture capital	Others	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue:					
Sales to external customers	606,461	22,768	–	73	629,302
Other revenue	–	–	181	–	181
Total	606,461	22,768	181	73	629,483
Reconciliation:					
Less: Other revenue (note)					(181)
Revenue as presented in the condensed consolidated statement of profit or loss					629,302
Segment results	(1,719)	(14,326)	(2,199)	(93)	(18,337)
Reconciliation:					
Bank interest income					945
Interest income from other receivables					103
Rental income					2,665
Share of profits of joint ventures					88,094
Unallocated expenses					(13,930)
Finance costs					(3,112)
Profit before tax					56,428

Note: Other (losses)/revenue in segment revenue were classified as other income and gains, and fair value gains/(losses) on financial assets at fair value through profit or loss, net, in the condensed consolidated statement of profit or loss.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

3. OPERATING SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's assets and liabilities by segment:

	Semiconductor distribution	Consumer product and product sourcing business	Venture capital	Others	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Period ended 30 September 2025 (unaudited)					
Segment assets	950,809	11,024	7,131	2,029	970,993
Reconciliation:					
Elimination of intersegment receivables					(825,443)
Investments in joint ventures					1,582,315
Investments in associates					3,587
Corporate and other unallocated assets					228,938
Total assets					1,960,390
Segment liabilities	89,730	312,948	428,126	93,189	923,993
Reconciliation:					
Elimination of intersegment payables					(825,443)
Corporate and other unallocated liabilities					71,120
Total liabilities					169,670
Year ended 31 March 2025 (audited)					
Segment assets	664,058	15,707	4,798	2,160	686,723
Reconciliation:					
Elimination of intersegment receivables					(505,995)
Investments in joint ventures					1,524,514
Investments in associates					371
Corporate and other unallocated assets					193,975
Total assets					1,899,588
Segment liabilities	90,920	303,021	123,482	88,374	605,797
Reconciliation:					
Elimination of intersegment payables					(505,995)
Corporate and other unallocated liabilities					65,729
Total liabilities					165,531

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

4. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue, other income and gains is as follows:

Revenue

	Six months ended 30 September	
	2025 (unaudited)	2024 (unaudited)
	HK\$'000	HK\$'000
Revenue from contracts with customers		
Semiconductor distribution	845,282	606,461
Consumer product sales and product sourcing business	11,886	22,768
Others	–	73
	<u>857,168</u>	<u>629,302</u>

Disaggregated revenue information for revenue from contracts with customers

For the six months ended 30 September 2025 (Unaudited)

Segments	Semiconductor distribution	Consumer product and product sourcing business	Total
	HK\$'000	HK\$'000	HK\$'000
Total revenue from contracts with customers	<u>845,282</u>	<u>11,886</u>	<u>857,168</u>
Geographical markets			
Hong Kong	1,044	11,886	12,930
Mainland China	1,227	–	1,227
Singapore	<u>843,011</u>	<u>–</u>	<u>843,011</u>
Total revenue from contracts with customers	<u>845,282</u>	<u>11,886</u>	<u>857,168</u>
Timing of revenue recognition			
Transferred at a point in time	<u>845,282</u>	<u>11,886</u>	<u>857,168</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

4. REVENUE, OTHER INCOME AND GAINS (Continued)

An analysis of revenue, other income and gains is as follows: (continued)

Disaggregated revenue information for revenue from contracts with customers (continued)

For the six months ended 30 September 2024 (Unaudited)

Segments	Semiconductor distribution	Consumer product and product sourcing business	Others	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Total revenue from contracts with customers	606,461	22,768	73	629,302
Geographical markets				
Hong Kong	–	22,768	73	22,841
Singapore	606,461	–	–	606,461
Total revenue from contracts with customers	606,461	22,768	73	629,302
Timing of revenue recognition				
Transferred at a point in time	606,461	22,768	73	629,302

Other income and gains

	Six months ended 30 September	
	2025	2024
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Bank interest income	1,385	945
Interest income from other receivables	–	103
Dividend income from unlisted equity investments	48	–
Gain on disposal of items of property, plant and equipment	150	–
Rental income	2,757	2,665
Foreign exchange differences, net	–	5,583
Others	316	223
	4,656	9,519

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

5. FINANCE COSTS

An analysis of finance costs is as follows:

	Six months ended 30 September	
	2025	2024
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Interest on bank borrowings	663	3,106
Interest on lease liabilities	–	6
	<u>663</u>	<u>3,112</u>

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Six months ended 30 September	
	2025	2024
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Depreciation of items of property, plant and equipment	510	401
Depreciation of right-of-use assets	432	432
Foreign exchange differences, net	363	(5,583)
Impairment of trade receivables, net	<u>3,000</u>	<u>–</u>

7. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the period (for the six months ended 30 September 2024: nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	Six months ended 30 September	
	2025	2024
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Current – Elsewhere		
Charge for the period	<u>131</u>	<u>111</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

8. DIVIDEND

Dividend recognised as distribution during the period:

	Six months ended 30 September	
	2025	2024
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Final dividend declared and paid – HK\$0.01 (2024: HK\$0.02)		
per ordinary share	9,087	18,173

The Board of Directors does not recommend the payment of an interim dividend for the six months ended 30 September 2025.

9. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the period attributable to owners of the Company, and the number of ordinary shares of 908,663,302 (for the six months ended 30 September 2024: 908,663,302) in issue during the period.

The Company has no dilutive potential ordinary shares in issue for the current and prior period.

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

	Six months ended 30 September	
	2025	2024
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Earnings		
Profit attributable to owners of the Company, used in the basic and diluted earnings per share calculation	62,448	56,317
	Number of shares	
	30 September	30 September
	2025	2024
Shares		
Number of ordinary shares in issue during the period used in the basic and diluted earnings per share calculation	908,663,302	908,663,302

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

10. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

	30 September 2025 (unaudited)	31 March 2025 (audited)
	HK\$'000	HK\$'000
Property, plant and equipment	13,470	13,201
Right-of-use assets	19,314	19,746
	32,784	32,947

During the six months ended 30 September 2025, the Group acquired property, plant and equipment at an aggregate cost of approximately HK\$421,000 (six months ended 30 September 2024: HK\$71,000).

11. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	30 September 2025 (unaudited)	31 March 2025 (audited)
	HK\$'000	HK\$'000
Listed equity investments	136	109
Listed bond investments	96	100
Equity investment traded over-the-counter	223	2,128
Unlisted equity investments	552	552
Key management insurance contracts	9,090	28,064
	10,097	30,953
Analysed for reporting purpose as:		
Current assets	1,007	2,889
Non-current assets	9,090	28,064
	10,097	30,953

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

12. TRADE RECEIVABLES

	30 September 2025 (unaudited)	31 March 2025 (audited)
	HK\$'000	HK\$'000
Trade receivables	76,816	72,626
Impairment	(55,274)	(52,711)
	21,542	19,915

The Group's trading terms with customers vary with the type of products supplied. Invoices are normally payable within 30 to 45 days of issuance, except for well-established customers, where the terms are extended to over 60 days. For customer-specific and highly specialised items, deposits in advance or letters of credit may be required prior to the acceptance and delivery of the products. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. A credit committee consisting of senior management and the directors of the Company has been established to review and approve large customer credits. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over these balances. Trade receivables are non-interest-bearing.

Included in the Group's net trade receivables are amounts due from the Group's associates of HK\$2,538,000 (31 March 2025: HK\$11,705,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	30 September 2025 (unaudited)	31 March 2025 (audited)
	HK\$'000	HK\$'000
Within 1 month	10,638	7,562
1 to 2 months	6,489	247
2 to 3 months	492	142
3 to 12 months	3,923	5,582
Over 12 months	—	6,382
	21,542	19,915

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	30 September 2025 (unaudited)	31 March 2025 (audited)
	HK\$'000	HK\$'000
Prepayments	3,537	2,791
Deposits	4,104	6,620
Other receivables	8,138	4,720
	15,779	14,131
Provision for impairment of other receivables	(2,902)	(2,902)
	12,877	11,229
Portion classified as non-current:		
Prepayments and deposits	(2,008)	(1,913)
	10,869	9,316

14. TRADE PAYABLES, DEPOSITS RECEIVED AND ACCRUED EXPENSES

	30 September 2025 (unaudited)	31 March 2025 (audited)
	HK\$'000	HK\$'000
Trade payables	35,751	53,650
Deposits received	1,138	1,254
Accrued expenses	23,875	15,639
	60,764	70,543

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

14. TRADE PAYABLES, DEPOSITS RECEIVED AND ACCRUED EXPENSES (Continued)

An ageing analysis of the trade payables as at the end of the reporting period, based on the payment due date, is as follows:

	30 September 2025 (unaudited) HK\$'000	31 March 2025 (audited) HK\$'000
Trade payables:		
Current	14,463	46,753
1 to 30 days	10,950	4,621
31 to 60 days	9,218	–
Over 60 days	1,120	2,276
	35,751	53,650

The trade payables are non-interest bearing and are normally settled between 30 and 90 days.

15. SHARE CAPITAL

	Number of ordinary shares of HK\$0.10 each	HK\$'000
Authorised:		
At 1 April 2024 (audited), 30 September 2024 (unaudited), 31 March 2025 (audited) and 30 September 2025 (unaudited)	2,000,000,000	200,000
Issued and fully paid:		
At 1 April 2024 (audited), 30 September 2024 (unaudited), 31 March 2025 (audited) and 30 September 2025 (unaudited)	908,663,302	90,866

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Financial assets	Fair value as at 30 September 2025	Fair value hierarchy	Valuation techniques and key inputs
Listed equity investments, at market value classified as financial assets at fair value through profit or loss in the condensed consolidated statement of financial position	HK\$136,000 (As at 31 March 2025: HK\$109,000)	Level 1	Quoted market prices in an active market
Listed bond investments, at market value classified as financial assets at fair value through profit or loss in the condensed consolidated statement of financial position	HK\$96,000 (As at 31 March 2025: HK\$100,000)	Level 1	Quoted market prices in an active market
Equity investment traded over-the-counter, at market value classified as financial assets at fair value through profit or loss in the condensed consolidated statement of financial position	HK\$223,000 (As at 31 March 2025: HK\$2,128,000)	Level 1	Quoted market price in an active market
Unlisted equity investments classified as financial assets at fair value through profit or loss in the condensed consolidated statement of financial position	HK\$552,000 (As at 31 March 2025: HK\$552,000)	Level 3	Values are estimated with reference to multiples of comparable listed companies, such as income approach by discounted cash flows method or issued prices of recent transactions
Key management insurance contracts classified as financial assets at fair value through profit or loss in the condensed consolidated statement of financial position	HK\$9,090,000 (As at 31 March 2025: HK\$28,064,000)	Level 3	Values are estimated based on the account values less surrender charges quoted by the vendors

Note: In management's opinion, the sensitivity analysis is unrepresentative as it does not reflect the exposure during the period/year.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

There were no transfer between different levels of fair value hierarchy for the six months ended 30 September 2025 and 30 September 2024.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate to their fair values.

Reconciliation of Level 3 fair value measurements of financial assets

	HK\$'000
At 31 March 2024 (audited) and 30 September 2024 (unaudited)	28,361
Total gains recognised in profit or loss	255
At 31 March 2025 (audited)	28,616
Disposal during the period	(18,974)
At 30 September 2025 (unaudited)	9,642

Fair value measurement and valuation processes

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group would consider engaging independent valuer to perform the valuation on regular basis. The management of the Company works closely with the valuer to establish the appropriate valuation techniques and inputs to the model.

For the valuation of key management insurance contracts and unlisted equity investments, the management of the Company estimated the expected amount based on the current available information. Information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed above.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2025

17. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in this interim report, the Group had the following material transactions with related parties during the period:

		Six months ended 30 September	
		2025	2024
		(unaudited)	(unaudited)
	Notes	HK\$'000	HK\$'000
Joint venture:			
Dividend income	(i)	40,793	46,620
Associates:			
Sale of products	(ii)	–	4,912
Commission expenses	(iii)	–	89
		<u> </u>	<u> </u>

Notes:

- (i) The dividends declared by the joint venture of the Group were for the interim dividends for the six months ended 30 June 2025 and 30 June 2024.
- (ii) The sale to associates were made at prices and terms mutually agreed between the parties.
- (iii) The commission expenses paid to an associate were made at prices and terms mutually agreed between the parties.

(b) Compensation of key management personnel of the Group

The Group's key management personnel are the executive directors of the Company. The remuneration of key management during the period is as follows:

		Six months ended 30 September	
		2025	2024
		(unaudited)	(unaudited)
		HK\$'000	HK\$'000
Salaries and other short-term employee benefits		7,370	7,045
Pension scheme contributions		337	396
		<u> </u>	<u> </u>
		7,707	7,441

The remuneration of directors is determined having regard to the performance of individuals and market trends.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW AND PROSPECTS

The following sets out the financial highlights for the six months ended 30 September 2025, with the comparative figures for the corresponding six months period of 2024.

	Six months ended 30 September	
	2025	2024
	HK\$'million	HK\$'million
<i>Revenue by segment</i>		
Semiconductor distribution	845.3	606.5
Consumer product and product sourcing business	11.9	22.7
Venture capital	(4.0)	0.2
Others	—	0.1
	853.2	629.5
<i>Profit/(loss) before interest, tax, depreciation and non-cash items</i>		
Corporate	(16.7)	(13.9)
Venture capital	(8.9)	(2.1)
Semiconductor distribution	97.3	88.6
Consumer product and product sourcing business:		
Selling and distribution expenses	(5.1)	(12.0)
Operating loss	(5.0)	(2.3)
	(10.1)	(14.3)
Others	(0.2)	(0.1)
	61.4	58.2
<i>Depreciation</i>		
Venture capital	(0.2)	(0.1)
Semiconductor distribution	(0.7)	(0.7)
Total depreciation	(0.9)	(0.8)
Profit before interest and tax	61.8	58.6
Interest expenses	(0.7)	(3.1)
Bank interest income	1.4	0.9
Profit before tax	62.5	56.4
Income tax	(0.1)	(0.1)
Profit for the period attributable to owners of the Company	62.4	56.3

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Since the Company's listing on the Stock Exchange of Hong Kong in 1996, the Group has continued to actively engage in business activities in the electronics and semiconductor industry.

Currently, the Group continues to carry on semiconductor distribution, which remains the Group's primary revenue driver, and accounted for the majority of the Group's turnover. As the Group has grown and diversified its business, the Group has also engaged in other business segments, including consumer products and product sourcing businesses, and venture capital investments.

During the six months ended 30 September 2025 (the "Period"), the Group continued to execute its strategic initiatives across its business segments. The Group maintained a disciplined approach to cost management and working capital amid a stabilising but selective recovery in global demand. During the Period, the Group recorded a total revenue of HK\$853.2 million (2024: HK\$629.5 million). Gross profit amounted to HK\$15.0 million (2024: HK\$9.7 million), with gross margin improving to 1.75% (2024: 1.54%). The improvement in revenue and profitability are explained in the following by business segments.

Semiconductor Distribution Business

Industry Overview

The global semiconductor industry remained on an upward trajectory in 2025, extending its recovery cycle that began in the second half of 2024. According to the World Semiconductor Trade Statistics, worldwide semiconductor sales are expected to reach approximately US\$701 billion in 2025, representing an 11.2% year-on-year increase. The rebound was led by surging demand for artificial intelligence ("AI") processors, high-bandwidth memory ("HBM"), and advanced logic devices supporting data centres, edge computing and generative AI deployment.

Meanwhile, as discussed below, positively impacting revenue, gross profit, and gross margin for the Company, DRAM and NAND markets experienced notable price recovery through the third quarter of 2025, supported by tight supply conditions and reduced channel inventories. Major memory suppliers reported full capacity bookings into 2026 as AI-related demand remained robust. According to industry research, the global semiconductor memory market is projected to grow by more than 20% in 2025, driven by robust demand from AI servers, data-centre expansion and next-generation mobile devices.

Our Semiconductor Distribution Business – AV Singapore

Our semiconductor distribution business is principally carried out by AV Concept Singapore Pte Ltd ("AV Singapore"), a wholly owned subsidiary of the Company incorporated in Singapore, focusing on Southeast Asian countries such as Singapore, India, Malaysia and Vietnam. Memory chips are the main product sold to the Singapore market followed by thin film transistor liquid crystal displays and panels which are widely used in LCD televisions. The key suppliers for AV Singapore are Samsung Electronics Singapore Pte. Limited ("Samsung Electronics"). AV Singapore placed the order to suppliers with the forecast provided by various customers. However, the order is not necessary sell on back-to-back basis.

AV Singapore's purchase from its suppliers is not conducted on a back-to-back basis relative to sales to customers. In order to prepare a sourcing budget for its purchases as a distributor from its multiple suppliers, including Samsung Electronics, AV Singapore relies on forecast demand from its customers, and not specific to its orders from them.

MANAGEMENT DISCUSSION AND ANALYSIS

We provide value-added services to our customers, such as relatively more favorable credit terms enabling them to (prudently) maximize their own credit risk management, technical guidance, shipping arrangements and sales return for the products we distribute. Our customers are mainly electronics manufacturers or purchasing companies in the market. Our top five customers contributed around 58.8% of the Group's total turnover for the Period. The largest customer contributed around 16.3% of the Group's total turnover for the Period.

Samsung Electronics has been AV Singapore's key supplier since its IPO in 1996, and contributed 93.8% of our supply purchase for the Period. We have had a strong and mutually successful business relationship with Samsung Electronics since AV Singapore's appointment as one of Samsung Electronics' authorized distributors in 1982. The long-standing relationship to discuss and agree in a very commercially effective manner on technical guidance, shipping arrangements and sales returns for customers.

The management has consistently been satisfied that, as is widely recognized, the technology and product offerings of Samsung Electronics are strong. The management is also confident that the Group's relatively strong consolidated balance sheet, derived from historical continuous profitability and accumulated profit, and as prudent financial management, continue to make AV Singapore attractive to Samsung Electronics as a distributor that can ensure a stable revenue flow for Samsung Electronics and help it manage its own inventory and minimize its credit risk.

AV Singapore is managed by a team with extensive management experience and expertise, including Dr. So Yuk Kwan and Mr. So Chi Sun Sunny (both an executive director of the Company), and Mr. Lim Boon Keng.

Revenue for this segment was approximately HK\$845.3 million (2024: HK\$606.5 million), representing an increase of approximately 39.4%. Gross profit amounted to HK\$11.5 million (2024: HK\$3.7 million), increased approximately 210.8% period-on-period. Gross margin increased to 1.4% (2024: 0.6%), a 0.8% increase when compared to the same period in last year. The positive performance was driven by a favourable pricing environment in memory components (particularly DDR5 and server-grade DRAM), and consistent in increase shipment volumes. With the increase in demand by our customers and the overall supply shortage in the market, we have been able to sell the product at a higher profit margin. Hence, the profit margin has a 0.8% improvement when compared to the same period in last year.

Notwithstanding the improvement, the management is mindful of the continuing pricing risk for the semiconductor components as observed from the price fluctuations over the past few years, including the downwards pricing trends from the strong year in 2021, during COVID, when demand for home electronic products was particularly strong, and the price correction in the second half of 2024 as a result of inventories adjustment in the supply chain. The timing difference between the purchase order to our suppliers and sales to our customers and external factors including global economic uncertainties, and political tension also pose pricing risk for the Group.

MANAGEMENT DISCUSSION AND ANALYSIS

AVPEL Group

The Group's joint venture, AVP Electronics Limited and its subsidiaries (the "AVPEL Group"), that carried the semiconductor distribution business in China remained a key profit contributor during the Period. The Company owns 75% of the equity of the AVPEL Group, but with voting power of 50%. It is headquartered in Hong Kong. The other 50% of the voting power is controlled by Good Profit Hong Kong Group Limited, the (unconnected) joint venture partner of the Company. The Group has had 75% ownership in the AVPEL Group since 2012.

The AVPEL Group has continued to benefit from the Group's long-standing relationship with Samsung Electronics (as explained above). AVPEL Group's main customers are China's major mobile phone manufacturers and component suppliers. AVPEL Group primarily engages in distribution of Samsung Electronics including CMOS image sensors and multi-layer packaged chips.

During the Period under review, the revenue of the AVPEL Group was not included in the Group's condensed consolidated financial statements. It recorded a revenue of approximately HK\$10,575 million (2024: HK\$12,664 million), representing an decrease of 16.5% compared to the previous period. Gross profit dropped to HK\$255 million (2024: HK\$323 million), with its gross margin decreased to 2.4% (2024: 2.6%). The decrease in turnover and profit margin of the joint venture is due to a comparatively weakened demand from China major mobile phone manufacturers and component suppliers, which have seen a decrease in both price and volume, affecting the profitability of the joint venture. The net profit after tax of the AVPEL Group improved when compared to the same period in last year with better control of finance costs and various administrative expenses during the Period. This caused the Group's share of profit from the AVPEL Group to increase when compared to the same period in last year by HK\$10,395,000 and 11.8%.

Consumer Product and Product Sourcing Business

The overall operation of the Group's consumer product and product sourcing business is mainly managed by one of its subsidiaries, AVC Technology (International) Limited. This subsidiary is responsible for distributing a diverse array of electronic products, encompassing small home appliances and the latest technology gadgets, notably bluetooth headphones, smart watches, jewellery, IP camera and air purifiers, all aimed at enhancing customers' quality of life and meeting their diverse needs.

Revenue for this segment was approximately HK\$11.9 million (2024: HK\$22.7 million), representing a decrease of 47.6%. Gross profit amounted to HK\$3.5 million (2024: HK\$6.0 million), down 41.7% period-on-period. Gross margin, however, increased to 29.4% (2024: 26.4%). This was because we have selected the higher gross profit margin product and regions, such as Japan, to sell our products during the Period. Hence, despite the drop of our overall turnover by 47.6%, gross profit margin improved by 3.0%.

MANAGEMENT DISCUSSION AND ANALYSIS

During the Period, the Group further repositioned this segment to focus primarily on the Japanese market, reflecting its stable premium consumer base and rising demand for lifestyle audio and digital-learning solutions. The Group continued to focus on brands such as Nakamichi and SOUL, while progressively shifting away from lower-margin white goods in line with its strategic direction highlighted in previous reports. This brand-centric approach allows the Group to strengthen its foothold in the premium consumer electronics segment and enhance long-term profitability. Japan's entire wireless audio market is projected to expand at a compound annual growth rate of approximately 13.8% between 2025 and 2033, reaching around US\$11.6 billion by 2033, supported by sustained consumer interest in true-wireless earbuds, active-noise-cancellation headphones, and high-resolution audio devices.

In parallel, the Group also advanced its entry into Japan's education-display and digital-learning hardware markets, supported by national initiatives promoting digital education. According to report issued by IMARC Group, the Japan's digital-education market is forecasted to grow at a compound annual rate of about 8.4% from 2025 to 2033, driven by rising adoption of classroom technologies and interactive teaching solutions. While current contributions to the Group's business performance remain very small, the Group expects this line of business to expand in the coming years as pilot projects scale up.

Venture Capital Business

The Group's venture capital portfolio remained stable during the Period. However, this business segment was very small and experienced a loss of HK\$4.0 million for the Period (2024: profit of HK\$0.2 million), mainly due to fair value gains/losses on financial assets at fair value through profit or loss, and dividend income from unlisted equity investments in the Period.

The change from gain to loss during the Period is due to the fair value adjustment for equity investment traded over-the-counter and increase in realised loss for the disposal of listed equity investments when compared to the same period in last year.

As of 30 September 2025, listed and unlisted equity investments, listed bond investments, equity investment traded over-the-counter and key management insurance contracts were held at a fair market value of HK\$10.1 million (31 March 2025: HK\$31.0 million). The decrease in the financial assets at fair value through profit or loss during the period is primary due to the disposal for one of the key management insurance contracts.

The ultimate objective for these investments is to make capital gains on investees' equity listings or, in some circumstances, prior to listing.

On 30 September 2025, the Group's major strategic investments included investments in Tooniplay Co., Ltd. and Urban City Joint Stock Company. Tooniplay Co., Ltd. is a Korean-based mobile game developer, and Urban City Joint Stock Company is a Vietnamese e-commerce company. The Group continues to monitor its portfolio closely, focusing on opportunities with strategic relevance to its semiconductor and technology ecosystem.

MANAGEMENT DISCUSSION AND ANALYSIS

Internet Social Media Business

As previously disclosed, this segment has consistently been a very minor contributor to the Group. Following a strategic review, the Group decided to discontinue its Internet Social Media Business during the period due to its diminishing revenue contribution amid a challenging operating environment. The cessation of this business is not expected to have any material impact on the Group's overall financial performance.

OUTLOOK

Looking ahead, the Group remains cautiously optimistic about the second half of the financial year. The global semiconductor cycle continues to strengthen, with memory and AI-related components expected to drive growth into 2026. According to industry forecasts, global semiconductor sales will remain on an expansionary path supported by sustained investment in AI servers, high-performance computing, and next-generation smartphones.

For the Semiconductor Distribution business, management expects continuing momentum driven by tight supply in memory markets and solid downstream demand in smartphones and AI-related applications. The Group will maintain close collaboration with the major suppliers, including Samsung Electronics, to optimise product mix, secure allocation in high-growth categories, and manage inventory levels prudently. Given our experience from the management team, the Group is also well positioned to benefit from stronger pricing trends and higher utilisation rates at key customers.

In the Consumer Product and Product Sourcing business, the Group will continue to focus on Japan, which remains the new growth driver. The Group will also continue to invest in brand expansion, product innovation, and distribution efficiency to capture opportunities in the premium-audio market and digital-learning hardware space. Although contributions from the education-technology business will take time to scale, the segment's long-term fundamentals are positive.

The Group will continue to manage its Venture Capital Business cautiously, focusing on value creation through selective investments in synergistic technology areas while maintaining adequate liquidity. With disciplined execution and a prudent capital structure, the Group believes it is well positioned to navigate near-term uncertainties and deliver sustainable returns to shareholders.

The Board and management maintain an optimistic view of the Group's prospects. With the solid equities and a strong business base for the Group, we will catch the future opportunities to increase our business value. Overall economy growth in the future will be reflected in our business growth. In the meantime, our focus is on preserving shareholder value through disciplined execution, strategic foresight, and agility in responding to market changes.

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY AND FINANCIAL RESOURCES

The total debt position and the gearing ratio as at 30 September 2025 and 31 March 2025 are shown as follows:

	30 September 2025	31 March 2025
	HK\$'million	HK\$'million
Cash and cash equivalents	98.3	59.0
Financial assets at fair value through profit or loss (included in current assets)	1.0	2.9
	99.3	61.9
Borrowings and lease liabilities	31.0	32.0
Total equity	1,790.7	1,734.1
Total debt to total equity	1.7%	1.9%

As at 30 September 2025, the Group had cash and cash equivalents (i.e. cash and bank balances and deposits with other financial institutions) of HK\$98.3 million (31 March 2025: HK\$59.0 million), while the Group's financial assets at fair value through profit or loss (included in current assets) amounted to HK\$1.0 million (31 March 2025: HK\$2.9 million). The financial assets at fair value through profit or loss included a balanced mix of fixed income, equity and alternative investments and such amount represented the cash reserves held for the Group's medium to long term business development and would form an integral part of the Group's treasury.

The total debt to total equity ratio as at 30 September 2025 was 1.7% (31 March 2025: 1.9%), while the Group's total equity as at 30 September 2025 was HK\$1,790.7 million (31 March 2025: HK\$1,734.1 million), with the total balances of cash and cash equivalents, and financial assets at fair value through profit or loss (included in current assets) as at 30 September 2025 of HK\$99.3 million (31 March 2025: HK\$61.9 million).

MANAGEMENT DISCUSSION AND ANALYSIS

The working capital position of the Group remains healthy. As at 30 September 2025, the liquidity ratio was 131% (31 March 2025: 123%).

	30 September 2025	31 March 2025
	HK\$'million	HK\$'million
Current assets	204.8	187.9
Current liabilities	(156.4)	(152.2)
Net current assets	48.4	35.7
Current assets to current liabilities	131%	123%

The management is confident that the Group follows a prudent policy in managing its treasury position, and maintains a high level of liquidity to ensure that the Group is well placed to take advantage of growth opportunities for the business.

SIGNIFICANT INVESTMENTS

As at 30 September 2025, the Group recorded financial assets at fair value through profit or loss of approximately HK\$10.1 million (31 March 2025: HK\$31.0 million). For a detailed breakdown of financial assets at fair value through profit or loss, please refer to note 11 in the condensed consolidated statement of financial position. For the performance during the period and future prospects of financial assets at fair value through profit or loss, please refer to the section "Business Review – Venture Capital Business" on page 29 of this report.

PLEDGE OF ASSETS

Certain of the Group's financial assets at fair value through profit or loss have been pledged to secure the bank facilities granted to the Group.

EMPLOYEES

As at 30 September 2025, the Group employed a total of approximately 113 (31 March 2025: approximately 125) full-time employees. The Group recruits and promotes individuals based on merit and their development potentials for the positions offered. Remuneration package is determined with reference to their performance and the prevailing salary levels in the market. Discretionary bonuses may be granted based on the Group's and individual's performances.

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2025, the interests of the directors and chief executive of the Company in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), are as follows:

Long position in the shares of the Company and associated corporation

Interests in shares of the Company

Name of Director and chief executive	Nature of interest and capacity	Number of ordinary shares of the Company	Approximate percentage of interest in the issued shares
Dr. So Yuk Kwan ("Dr. So")	Corporate interest	535,697,468	64.68%
	Beneficial owner	52,058,400	
		(Note)	

Note: These shares include (i) 423,529,602 shares of the Company held by B.K.S. Company Limited ("BKS"); (ii) 112,167,866 shares of the Company held by Jade Concept Limited ("Jade Concept"); and (iii) 52,058,400 shares of the Company held by Dr. So as beneficial owner. Dr. So is deemed to be interested in 535,697,468 shares of the Company by virtue of his interests in BKS and Jade Concept, the particulars are more fully described in the section headed "Interests of Substantial Shareholders" below.

Save as disclosed above, as at 30 September 2025, none of the directors and chief executive of the Company had registered any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company, pursuant to the Model Code.

OTHER INFORMATION

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' and Chief Executive's Interests in Shares and Underlying Shares" above, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2025, the following substantial shareholders (other than the directors and chief executive of the Company) had interests of 5% or more in the shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long position in the shares of the Company

Name of shareholder	Nature of capacity	Number of shares held	Approximate percentage of interest in the issued shares
BKS	Beneficial owner	423,529,602 (Note 1)	46.61%
Jade Concept	Beneficial owner	112,167,866 (Note 2)	12.34%
Madam Yeung Kit Ling ("Madam Yeung")	Interest of spouse	587,755,868 (Note 3)	64.68%

Notes:

1. BKS is beneficially owned by Dr. So. By virtue of the SFO, Dr. So is deemed to be interested in 423,529,602 shares of the Company held by BKS.
2. Jade Concept is beneficially owned by Dr. So. By virtue of the SFO, Dr. So is deemed to be interested in 112,167,866 shares of the Company held by Jade Concept.
3. As Madam Yeung is the spouse of Dr. So, by virtue of the SFO, she is deemed to be interested in the shares of the Company held by BKS and Jade Concept in which Dr. So has interest, and 52,058,400 shares held by Dr. So as beneficial owner.

Save as disclosed above, as at 30 September 2025, the Company has not been notified by any person or corporation (other than the directors and chief executive of the Company whose interests are set out above) having interests in the shares and underlying shares of the Company which were required to be notified to the Company pursuant to Part XV of the SFO or which are recorded in the register required to be kept by the Company under section 336 of the SFO.

OTHER INFORMATION

PURCHASE, SALE 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 during the period.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Code on Corporate Governance and Corporate Governance Report (the "Corporate Governance Code") contained in Appendix 14 of the Listing Rules throughout the six months ended 30 September 2025, except for the deviation of code provision C.2.1 of the Corporate Governance Code as express below:

Code provision C.2.1 stipulates that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual. During the period under review, the positions of Chairman and Chief Executive Officer (the "CEO") of the Company are held by Dr. So.

The Board believes that vesting the roles of both the Chairman and the CEO in the same person can facilitate the execution of the Group's business strategies and boost effectiveness of its operation. Therefore, the Board considers that the deviation from the code provision C.2.1 of the Corporate Governance Code is appropriate in such circumstance. In addition, under the supervision of the Board of Directors which is comprised of three executive Directors and three independent non-executive Directors, the Board of Directors is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Group and its shareholders.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code contained in Appendix 10 of the Listing Rules. Having made specific enquiry with the directors, all directors confirmed that they have complied with the required standard as set out in the Model Code throughout the six months ended 30 September 2025.

OTHER INFORMATION

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee"), which was established in accordance with the requirements of the Listing Rules, for the purposes of reviewing and providing supervision over the Group's financial reporting processes and internal controls. The Audit Committee, comprising three independent non-executive Directors, namely Mr. Lai Yat Hung Edmund (Chairman of Audit Committee), Dr. Lui Ming Wah, PhD, SBS, JP and Ms. Au-Yeung Kit Ping, has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including a review of the unaudited condensed consolidated interim results of the Group for the six months ended 30 September 2025.

INTERIM DIVIDEND

The Board of Directors does not recommend the payment of any interim dividend for the six months ended 30 September 2025.

By Order of the Board of
AV CONCEPT HOLDINGS LIMITED
So Yuk Kwan
Chairman

Hong Kong, 28 November 2025

As at the date of this report, the Board comprises three executive Directors, Dr. So Yuk Kwan (Chairman), Mr. So Kevin Chi Heng and Mr. So Chi Sun Sunny and three independent non-executive Directors, Dr. Lui Ming Wah, PhD, SBS, JP, Mr. Lai Yat Hung Edmund and Ms. Au-Yeung Kit Ping.