

Hatcher Group Limited 亦辰集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 8365

The background features a light blue and purple gradient with white wavy lines. Several 3D spheres are scattered across the scene: a large white sphere with red and purple polka dots, a medium blue sphere with dark blue polka dots, a small red and white striped sphere, a large red and white striped sphere, a small blue sphere with white polka dots, and a purple sphere with white crosses. There are also faint geometric shapes like triangles and circles.

2025-2026 Interim Report

**For identification purpose only*

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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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors of Hatcher 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 of 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.*

This report will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication and will be published on the Company’s website at www.hatcher-group.com.

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The Board is pleased to present the unaudited condensed consolidated results of the Group for the six months ended 31 March 2026, together with the unaudited comparative figures for the corresponding period in 2025, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 31 March 2026

		Six months ended	
		31 March	
		2026	2025
	<i>Note</i>	HK\$'000	<i>HK\$'000</i>
		(Unaudited)	(Unaudited)
Continuing operations			
Revenue	4	32,015	36,689
Other income, net	5	769	1,555
Reversal of (provision for) impairment loss in respect of trade receivables		609	(140)
Reversal of impairment loss in respect of other receivables		816	–
Bad debt written off in respect of trade receivables		–	(1,621)
Administrative expenses and other operating expenses		(47,655)	(46,722)
Finance costs	6	(1,017)	(477)
Share of results of associates		(150)	–
Loss before tax from continuing operations	7	(14,613)	(10,716)
Income tax expense	8	(112)	(123)
Loss for the period from continuing operations		(14,725)	(10,839)
Discontinued operations			
Loss for the period from discontinued operations	9	–	(468)
Loss for the period		(14,725)	(10,307)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the six months ended 31 March 2026

		Six months ended 31 March	
	Note	2026 HK\$'000 (Unaudited)	2025 HK\$'000 (Unaudited)
Other comprehensive loss			
<i>Items that will not be reclassified to profit or loss</i>			
Fair value loss on financial assets designated at fair value through other comprehensive income (“ Designated FVTOCI ”)	14	<u>(2,781)</u>	<u>(42)</u>
Other comprehensive loss for the period		<u>(2,781)</u>	<u>(42)</u>
Total comprehensive loss for the period		<u><u>(17,506)</u></u>	<u><u>(11,349)</u></u>
Loss for the period attributable to:			
Owners of the Company		<u>(14,725)</u>	<u>(11,261)</u>
Non-controlling interests		<u>-</u>	<u>(46)</u>
		<u><u>(14,725)</u></u>	<u><u>(11,307)</u></u>
Total comprehensive loss for the period attributable to:			
Owners of the Company		<u>(17,506)</u>	<u>(11,303)</u>
Non-controlling interests		<u>-</u>	<u>(46)</u>
		<u><u>(17,506)</u></u>	<u><u>(11,349)</u></u>
		HK cents	HK cents
Basic and diluted loss per share			
- Continuing operations	10	<u>(7.91)</u>	<u>(25.31)</u>
- Discontinued operations		<u>-</u>	<u>(0.99)</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2026

		At 31 March 2026 <i>HK\$'000</i> (Unaudited)	At 30 September 2025 <i>HK\$'000</i> (Audited)
Non-current assets			
Goodwill	11	14,707	14,707
Intangible assets	12	202	217
Plant and equipment	13	3,945	5,319
Right-of-use assets	13	8,146	9,563
Rental and other deposits		854	–
Interests in associates		10,424	–
Designated FVTOCI	14	1,353	4,103
Financial assets at fair value through profit or loss (“FVTPL”)	15	18,009	10,181
Deferred tax assets		510	510
		58,150	44,600
Current assets			
Financial assets at FVTPL	15	234	234
Trade and other receivables	16	27,236	44,781
Debt instruments at amortised cost	17	11,282	–
Bank balances and cash		71,984	63,530
		110,736	108,545
Current liabilities			
Other payables	18	1,235	12,130
Interest-bearing borrowings	19	10,421	10,480
Lease liabilities	13	1,304	2,809
Income tax payables		661	878
		13,621	26,297
Net current assets		97,115	82,248
Total assets less current liabilities		155,265	126,848

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

At 31 March 2026

		At 31 March 2026 HK\$'000 (Unaudited)	At 30 September 2025 <i>HK\$'000</i> (Audited)
	<i>Note</i>		
Non-current liabilities			
Lease liabilities	13	6,321	6,234
Other payables	18	–	1,296
Deferred tax liabilities		1,129	1,129
		<hr/> 7,450 <hr/>	<hr/> 8,659 <hr/>
NET ASSETS		147,815 <hr/> <hr/>	118,189 <hr/> <hr/>
Capital and reserves			
Share capital	20	1,987	42,817
Reserves		145,828	75,372
		<hr/> 147,815 <hr/> <hr/>	<hr/> 118,189 <hr/> <hr/>
TOTAL EQUITY		147,815 <hr/> <hr/>	118,189 <hr/> <hr/>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 March 2026

	Attributable to owners of the Company									
	Share capital HK\$'000	Share premium HK\$'000 (Note i)	Capital reserve HK\$'000 (Note ii)	Exchange reserve HK\$'000 (Note iii)	Investment revaluation reserve (non-recycling) HK\$'000 (Note iv)	Share option reserve HK\$'000 (Note v)	Accumulated losses HK\$'000	Total equity HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
At 1 October 2024 (audited)	10,704	243,474	449	1,489	(5,315)	8,563	(127,184)	132,180	-	132,180
Loss for the period	-	-	-	-	-	-	(11,261)	(11,261)	(46)	(11,307)
Other comprehensive loss for the period <i>Items that will not be reclassified to profit or loss</i> Fair value loss on Designated FVTOCI	-	-	-	-	(42)	-	-	(42)	-	(42)
Total other comprehensive loss for the period	-	-	-	-	(42)	-	-	(42)	-	(42)
Total comprehensive loss for the period	-	-	-	-	(42)	-	(11,261)	(11,303)	(46)	(11,349)
Transactions with equity holders of the Company Contributions and distributions Cancellation of share options	-	-	-	-	-	(49)	49	-	-	-
Changes in ownership interests Derecognition of a subsidiary	-	-	6,994	-	-	-	-	6,994	-	6,994
At 31 March 2025 (unaudited)	10,704	243,474	7,443	1,489	(5,357)	8,514	(138,969)	127,871	(46)	127,825

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the six months ended 31 March 2026

	Share capital HK\$'000	Share premium HK\$'000 (Note 1)	Capital reserve HK\$'000 (Note 1)	Exchange reserve HK\$'000 (Note 3)	Investment revaluation reserve (non-recycling) HK\$'000 (Note 4)	Share option reserve HK\$'000 (Note 5)	Contributed surplus reserve HK\$'000 (Note 6)	Accumulated losses HK\$'000	Total HK\$'000
At 1 October 2025 (audited)	42,817	243,474	449	1,443	(3,747)	-	-	(166,247)	118,189
Loss for the period	-	-	-	-	-	-	-	(14,725)	(14,725)
Other comprehensive loss for the period Items that will not be reclassified to profit or loss Fair value loss on Designated FVTOCI	-	-	-	-	(2,781)	-	-	-	(2,781)
Total other comprehensive loss for the period	-	-	-	-	(2,781)	-	-	-	(2,781)
Total comprehensive loss for the period	-	-	-	-	(2,781)	-	-	(14,725)	(17,506)
Transactions with equity holders of the Company Contributions and distributions Capital reduction (Note 2)	(41,105)	-	-	-	-	-	41,105	-	-
Issue of placing shares (Note 2)	180	29,520	-	-	-	-	-	-	29,700
Issue of subscription shares (Note 2)	95	11,281	-	-	-	-	-	-	11,376
Recognition of equity-settled share-based transactions (Note 2)	-	-	-	-	-	5,821	-	-	5,821
	(40,830)	40,801	-	-	-	5,821	41,105	-	46,897
Changes in ownership interests Derecognition of subsidiaries	-	-	235	-	-	-	-	-	235
At 31 March 2026 (unaudited)	1,987	284,275	684	1,443	(6,528)	5,821	41,105	(180,972)	147,815

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(CONTINUED)**

For the six months ended 31 March 2026

Notes:

- (i) Share premium represents the excess of the net proceeds from issuance of the Company's shares over its par value. Under the laws of the Cayman Islands and the Company's Articles of Association, it is distributable to the Company's shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business.
- (ii) Capital reserve of the Group represents the capital contribution from the controlling shareholder of certain subsidiaries now comprising the Group before completion of the Group reorganisation to rationalise the group structure for listing of the shares of the Company on GEM of the Stock Exchange.
- (iii) Exchange reserve of the Group comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong with functional currencies other than in Hong Kong dollars upon consolidation.
- (iv) Investment revaluation reserve (non-recycling) comprises the accumulated net change in the fair value of Designated FVTOCI that have been recognised in other comprehensive income, net of the amounts reclassified to retained earnings when those investments are disposed of.
- (v) Share option reserve comprises the portion of the grant date fair value of unexercised share options granted to employees of the Group.
- (vi) Contributed surplus reserve represents the credit arising from a reduction in the issued share capital of the Company by way of a reduction of the par value of each issued share from HK\$0.25 to HK\$0.01.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 March 2026

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Net cash from operating activities	1,389	8,961
INVESTING ACTIVITIES		
Decrease in time deposit	–	482
Consideration received for disposal of a subsidiary	–	75
Purchase of financial assets at FVTPL	(7,800)	–
Acquisition of interests in associates	(10,575)	–
Purchase of plant and equipment	(1,972)	(75)
Loan to an associate	(3,734)	–
Acquisition of promissory note	(7,500)	–
Net cash (used in) from investing activities	(31,581)	482
FINANCING ACTIVITIES		
Repayment of bank loans	(59)	(1,157)
Interest paid	(859)	(253)
Issue of placing shares	29,700	–
Issue of subscription shares	11,376	–
Lease payments	(1,512)	(1,952)
Net cash from (used in) financing activities	38,646	(3,362)
Net increase in cash and cash equivalents	8,454	6,081
Cash and cash equivalents at beginning of period	63,530	36,766
Cash and cash equivalents at end of period, represented by bank balances and cash	71,984	42,847
Analysis of the balances of cash and cash equivalents		
Cash and cash equivalents	71,984	42,847
Less: Bank balances and cash attributable to the subsidiary to be disposed classified as held for sale (Note 9)	–	(1,170)
Bank balances and cash as stated in the condensed consolidated statement of financial position	71,984	41,677

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 March 2026

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability on 5 February 2016 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company were listed on GEM of the Stock Exchange by way of placing and public offer on 26 May 2017. The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company's principal place of business was changed to Suites 707-709, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong with effect from 10 December 2025.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of (i) corporate finance advisory services, (ii) placing and underwriting services, (iii) business consultancy services, (iv) environmental, social and governance ("**ESG**") advisory services, (v) corporate secretarial services, (vi) accounting and taxation services, (vii) risk management and internal control advisory services, and (viii) human resources services in Hong Kong.

The condensed consolidated financial statements of the Group for the six months ended 31 March 2026 (the "**Condensed Consolidated Financial Statements**") are unaudited but have been reviewed by the audit committee of the Company. The Condensed Consolidated Financial Statements were approved and authorised for issue by the Directors on 29 May 2026.

The Condensed Consolidated Financial Statements are presented in Hong Kong dollars ("**HK\$**"), which is also the functional currency of the Group, except for the subsidiaries established in the People's Republic of China (the "**PRC**") and Canada whose functional currency is Renminbi and Canadian dollars respectively.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The Condensed Consolidated Financial Statements have been prepared in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), which collective term includes all applicable HKFRS Accounting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the HKICPA, accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the GEM Listing Rules.

The accounting policies and methods of computation used in the preparation of the Condensed Consolidated Financial Statements are consistent with those adopted in preparing the annual financial statements of the Group for the year ended 30 September 2025 (the “**2024/25 Annual Report**”), except for the revised HKFRS Accounting Standards issued by the HKICPA that are effective for the current accounting period of the Group. At the date of authorisation of the Condensed Consolidated Financial Statements, the Group has not early adopted the revised HKFRS Accounting Standards that have been issued but are not yet effective for the current period.

Adoption of revised HKFRS Accounting Standards

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRS Accounting Standards issued by the HKICPA which are effective for the Group’s financial year beginning on 1 October 2025:

Amendments to HKAS 21

Lack of Exchangeability

The application of the amendments to HKFRS Accounting Standards has had no material impact on the Group’s financial performance and position for the current and prior periods and/or on the disclosures set out in the Condensed Consolidated Financial Statements.

Basis of measurement

The Condensed Consolidated Financial Statements have been prepared on the historical cost basis except for Designated FVTOCI and financial assets at FVTPL that are measured at fair value.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Condensed Consolidated Financial Statements in conformity with HKAS 34 “*Interim Financial Reporting*” requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

In preparing the Condensed Consolidated Financial Statements, the significant judgements made by the management in applying the Group’s accounting policies and key sources of estimation uncertainty were the same as those that applied to the 2024/25 Annual Report.

3. SEGMENT INFORMATION

The Group is currently organised into two operating divisions, namely licensed business and non-licensed business. These divisions are the basis on which the executive Directors and senior management of the Company, being the chief operating decision maker, review the operating results and financial information. The principal activities of these operating segments are as follows:

Licensed business	Provision of corporate finance advisory services, and placing and underwriting services
Non-licensed business	Provision of ESG advisory services, business consultancy services, corporate secretarial services, accounting and taxation services, risk management and internal control advisory services, and human resources services

Segment assets and liabilities are not disclosed as they are not considered to be crucial for resources allocation and therefore not being regularly provided to the chief operating decision maker.

Segment revenue and results

Six months ended 31 March 2026

	Continuing operations		Total HK\$'000 (Unaudited)
	Licensed business HK\$'000 (Unaudited)	Non-licensed business HK\$'000 (Unaudited)	
Revenue	11,960	20,055	32,015
Results			
Segment results	6,211	(11,616)	(5,405)
Unallocated other income, net			867
Unallocated corporate expenses			(10,075)
Loss before taxation			(14,613)

Six months ended 31 March 2025

	Continuing operations		Discontinued operations		Total HK\$'000 (Unaudited)
	Licensed business HK\$'000 (Unaudited)	Non-licensed business HK\$'000 (Unaudited)	Licensed business HK\$'000 (Unaudited)	Non-licensed business HK\$'000 (Unaudited)	
Revenue	6,280	30,409	191	400	37,280
Results					
Segment results	1,405	(8,697)	(156)	(325)	(7,773)
Unallocated other loss, net					(205)
Unallocated corporate expenses					(3,206)
Loss before taxation					(11,184)

Information about geographical areas

The Group's operations are principally located in Hong Kong, the PRC and Canada. The following table provides an analysis of the Group's revenue from external customers by geographical market in which the transactions are located:

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<u>Continuing operations</u>		
Hong Kong	28,536	31,110
The PRC	2,543	2,634
Canada	936	2,945
	32,015	36,689
	_____	_____
<u>Discontinued operations</u>		
Hong Kong	-	591
	_____	_____

The following is an analysis of the carrying amounts of non-current assets (excluding Designated FVTOCI, financial assets at FVTPL and deferred tax assets) by geographical area in which the assets are located:

	At	At
	31 March	30 September
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Hong Kong	23,197	24,217
The PRC	1,744	2,016
Canada	2,059	3,573
	27,000	29,806
	_____	_____

Information about major customers

Revenue from customers of licensed business and non-licensed business segments that individually contributed 10% or more of the total revenue of the Group are as follows:

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<u>Continuing operations</u>		
Customer A	–	8,107
Customer B	4,030	–
	<u>4,030</u>	<u>–</u>

4. REVENUE

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<u>Continuing operations</u>		
Licensed business		
<i>Revenue from contracts with customers within</i>		
<i>HKFRS 15</i>		
Corporate finance advisory services	10,140	6,280
Placing and underwriting services	1,820	–
	<u>11,960</u>	<u>6,280</u>

Six months ended
31 March

2026	2025
HK\$'000	HK\$'000
(Unaudited)	(Unaudited)

Non-licensed business**Revenue from contracts with customers within HKFRS 15**

Accounting and taxation services	5,753	18,128
Business consulting services	8,234	6,626
Corporate secretarial services	3,590	2,806
ESG advisory services	470	654
Human resources services	1,134	991
Risk management and internal control advisory services	874	1,204
	20,055	30,409
Total	32,015	36,689

Discontinued operations (Note 9)**Licensed business****Revenue from contracts with customers within HKFRS 15**

Asset management services	-	191
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Non-licensed business**Revenue from contracts with customers within HKFRS 15**

Business consulting services	-	400
Total	-	591

5. OTHER INCOME, NET

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<u>Continuing operations</u>		
Rental income	502	–
Bad debts recovery	–	645
Interest income	144	8
Net unrealised gain on financial assets at FVTPL	28	132
Gain on write back of other payables	–	201
Gain on disposal of subsidiaries	562	–
Loss on disposal of plant and equipment	(2,233)	–
Others	1,766	569
	769	1,555
	—————	—————
<u>Discontinued operations</u> (Note 9)		
Interest income	–	5
Others	–	8
	–	13
	—————	—————

6. FINANCE COSTS

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Continuing operations		
Interest expenses on bank borrowings	146	253
Interest expenses on bank overdrafts	4	–
Interest expenses on settlement of convertible bonds (<i>Note</i>)	709	–
Interest expenses on lease liabilities	158	224
	<hr/> 1,017 <hr/>	<hr/> 477 <hr/>

Note:

On 15 September 2025, the Company and Redbridge Capital Global Opportunities OFC (the “**CB Subscriber**”) entered into a settlement agreement, pursuant to which the CB Subscriber agreed to accept an amount of HK\$6,378,750 for the settlement of the convertible bonds of the Company in the aggregate principal amount of HK\$5,670,000 (the “**Settlement Amount**”). The Settlement Amount was paid by the Company to the CB Subscriber in October 2025. The difference between the principal amount and the Settlement Amount was charged to profit and loss as finance cost.

7. LOSS BEFORE TAX

This is stated after charging (crediting):

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Staff costs (including Directors' remuneration):		
<u>Continuing operations</u>		
Employee benefit expense	29,054	33,247
Contributions to defined contribution plans	904	1,020
Equity-settled share-based payment expenses	5,821	–
	35,779	34,267
<u>Discontinued operations</u>		
Employee benefit expense	–	876
Contributions to defined contribution plans	–	28
	–	904
Total staff costs	35,779	35,171
<u>Continuing operations</u>		
Auditor's remuneration	434	460
Amortisation		
– Intangible assets	15	811
Depreciation		
– Plant and equipment	1,121	1,492
– Right-of-use assets	1,010	1,379
Exchange gain, net	(105)	(417)
Professional fees	5,482	3,147
<u>Discontinued operations</u>		
Auditor's remuneration	–	13
Depreciation		
– Plant and equipment	–	12
Professional fees	–	166

8. INCOME TAX EXPENSE

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<u>Continuing operations</u>		
Current tax		
Hong Kong Profits Tax	38	6
PRC Enterprise Income Tax	74	117
	<hr/>	<hr/>
Income tax expenses for continuing operations	112	123
	<hr/> <hr/>	<hr/> <hr/>

The Group's entities established in the Cayman Islands and the British Virgin Islands are exempted from income tax.

For the six months ended 31 March 2026 and 2025, only one entity in the Group is subject to the two-tiered Hong Kong profits tax rates while the remaining entities in the Group will continue to be taxed at the rate of 16.5%.

For the six months ended 31 March 2026 and 2025, Hong Kong Profits Tax has been provided on an entity of the Group.

For the six months ended 31 March 2026 and 2025, the Group's entities established in the PRC is subject to Enterprise Income Tax at a statutory rate of 25%.

For the six months ended 31 March 2026 and 2025, no Corporate Income Tax of Canada has been provided as the entity incurred a loss for taxation purpose.

9. DISCONTINUED OPERATIONS

In 2025, the Company entered into sale and purchase agreements with Velbridge Holdings Limited (formerly known as BNG Holding (HK) Limited), an independent third party, to dispose of its entire equity interests in VBG Asset Management Limited (“**VBG Asset**”), a wholly-owned subsidiary of the Company (the “**Disposal**”). The Disposal would cause the Group’s entire asset management service business and partial business consulting service business to be discontinued. The Disposal was completed on 29 September 2025.

The results of VBG Asset for the six months ended 31 March 2025 are as follows:

	<i>Note</i>	Six months ended 31 March 2025 <i>HK\$'000</i> (Unaudited)
Revenue		
– Asset management services	4	191
– Business consulting services	4	400
		<u>591</u>
Other income	5	13
Administrative expenses and other operating expenses		<u>(1,072)</u>
Loss before tax		(468)
Income tax expense		<u>–</u>
Loss for the period from VBG Asset		<u><u>(468)</u></u>

The major classes of assets and liabilities of VBG Asset held for sale measured at the lower of carrying amount and fair value less costs to sell as at 31 March 2025 are as follows:

	<i>HK\$'000</i> (Unaudited)
Plant and equipment	82
Prepayments and other receivables	134
Bank balances and cash	<u>1,170</u>
Total assets classified as held for sale	<u>1,386</u>
Accruals and other payables	<u>34</u>
Total liabilities associated with assets classified as held for sale	<u>34</u>

10. LOSS PER SHARE

The calculation of the basic loss per share is based on loss attributable to owners of the Company and the weighted average number of ordinary shares in issue during the periods as follows:

	Six months ended	
	31 March	
	2026	2025
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Loss		
Loss for the period attributable to owners of the Company for the purpose of basic loss per share		
– Continuing operations	(14,725)	(10,839)
– Discontinued operations	<u>-</u>	<u>(422)</u>
	<u>(14,725)</u>	<u>(11,261)</u>

Six months ended	
31 March	
2026	2025
'000	'000
(Unaudited)	(Unaudited)

Shares

Weighted average number of ordinary shares for the purpose of basic loss per share

186,233	42,817
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Diluted loss per share is the same as basic loss per share as the effect of potential ordinary shares is anti-dilutive during the six months ended 31 March 2026 and 2025.

11. GOODWILL

During the six months ended 31 March 2026, there is no movement in the carrying amount of goodwill allocated to the cash generating unit (“CGU”) relating to the business of Baron Global Financial Canada Ltd. (the “**Canada Business CGU**”), the business of APEC GROUP INTERNATIONAL LIMITED (the “**APEC Business CGU**”), and the business of Earning Joy Development Limited (the “**Greater Bay Area Business CGU**”).

Reconciliation of carrying amount – Six months ended 31 March 2026

	Canada Business CGU HK\$'000	APEC Business CGU HK\$'000	Greater Bay Area Business CGU HK\$'000	Total HK\$'000
Carrying amount				
At the beginning (audited) and end of the reporting period (unaudited)	1,211	2,460	11,036	14,707
At 31 March 2026				
Cost	23,966	31,345	40,887	96,198
Accumulated impairment loss	(22,755)	(28,885)	(29,851)	(81,491)
Carrying amount (unaudited)	1,211	2,460	11,036	14,707

12. INTANGIBLE ASSETS

The intangible assets represent customer base arising from the acquisition of APEC GROUP INTERNATIONAL LIMITED (“**APEC GI**”) and Earning Joy Development Limited (“**Earning Joy**”), which have allowed the Group to stabilise the revenue base from non-licensed business operating by APEC GI, Earning Joy and their subsidiaries. No impairment loss on the intangible assets was recognised for the six months ended 31 March 2026.

Reconciliation of carrying amount – Six months ended 31 March 2026

	<i>HK\$'000</i>
At 1 October 2025 (audited)	217
Amortisation	(15)
	<hr/>
At 31 March 2026 (unaudited)	202
	<hr/> <hr/>

13. PLANT AND EQUIPMENT, RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

(i) Plant and equipment and right-of-use assets

During the six months ended 31 March 2026, the Group acquired plant and equipment of approximately HK\$1,972,000 (2025: approximately HK\$75,000).

During the six months ended 31 March 2026 and 2025, the Group had no addition of right-of-use assets.

As at 31 March 2026, the carrying amounts of plant and equipment and right-of-use assets were approximately HK\$3,945,000 (30 September 2025: approximately HK\$5,319,000) and HK\$8,146,000 (30 September 2025: approximately HK\$9,563,000) respectively.

The Group’s depreciation during the six months ended 31 March 2026 amounted to approximately HK\$1,121,000 (2025: approximately HK\$1,492,000) and HK\$1,010,000 (2025: approximately HK\$1,379,000) in respect of plant and equipment and right-of-use assets respectively.

(ii) Lease liabilities

As at 31 March 2026, the carrying amount of lease liabilities was approximately HK\$7,625,000 (30 September 2025: approximately HK\$9,043,000).

(iii) Amounts recognised in profit or loss

	Six months ended	
	31 March	
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Depreciation on plant and equipment	1,121	1,492
Depreciation on right-of-use assets	1,010	1,379
Finance costs on lease liabilities	158	224
	<u>1,289</u>	<u>3,095</u>

(iv) Other

During the six months ended 31 March 2026, the total cash outflow for leases amounted to approximately HK\$2,214,000 (2025: approximately HK\$2,762,000).

14. DESIGNATED FVTOCI

	At	At
	31 March	30 September
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Equity securities listed overseas	1,353	4,103
	<u>1,353</u>	<u>4,103</u>

These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

Details of the fair value measurements are set out in note 23 to the Condensed Consolidated Financial Statements.

15. FINANCIAL ASSETS AT FVTPL

	At 31 March 2026 HK\$'000 (Unaudited)	At 30 September 2025 HK\$'000 (Audited)
Derivatives – unlisted options issued by companies listed overseas	234	234
Equity securities unlisted in Hong Kong	7,800	–
Life insurance (<i>Note 1</i>)	1,590	1,562
Investment in mobile applications (<i>Note 2</i>)	8,619	8,619
	18,243	10,415
Analysed as:		
Current	234	234
Non-current	18,009	10,181
	18,243	10,415

Notes:

- The Group invests in a life insurance contract with a key management of the Group as the insured person. The investment in an insurance contract is carried at cash surrender value.
- In June 2023, APEC Business Services Limited (“**APEC Business**”), a wholly-owned subsidiary of the Company, agreed to pay a sum of HK\$15,000,000 to an independent third party, Regal Crown Technology Limited (“**Regal Crown**”), which will be used to finance the costs and expenses incurred by Regal Crown for the development and upgrade of its RC2.0 App (a mobile application providing users with personal wealth management solutions) to RC3.0 App. Regal Crown shall grant APEC Business the exclusive and irrevocable right to share the benefit and receive 50% of any income and revenue generated from the use of the RC3.0 App. For detailed terms of the transaction, please refer to the announcements of the Company dated 23 June 2023 and 18 July 2023. As the Group has a contractual right to receive cash in this arrangement for 15 years from the date of launch, the investment is classified as a non-current financial asset at FVTPL.

Details of the fair value measurements are set out in note 23 to the Condensed Consolidated Financial Statements.

16. TRADE AND OTHER RECEIVABLES

	At 31 March 2026 <i>HK\$'000</i> (Unaudited)	At 30 September 2025 <i>HK\$'000</i> (Audited)
Trade receivables		
Trade receivables	16,155	13,787
Less: Loss allowance	(2,313)	(2,971)
	13,842	10,816
Other receivables		
Prepayment	4,056	4,505
Receivable from fund redemption (<i>Note</i>)	-	23,471
Deposits and other receivables	9,671	7,688
Less: Loss allowance	(333)	(1,699)
	13,394	33,965
	27,236	44,781

Note:

As at 30 September 2025, the balance represented the carrying amount of an unlisted investment fund subscribed from independent financial institutions in Hong Kong (the "Fund"). The portfolio of the Fund mainly comprises unlisted equity investments in the business of the manufacturing of interior decorative parts of automotive and aluminium battery components for electric motor vehicles. The Fund was managed by a subsidiary of the Group. The Fund was fully redeemed on 30 September 2025. As the redemption proceeds had not been received as at 30 September 2025, the amount due was classified as other receivables in the consolidated statement of financial position.

The ageing analysis of trade receivables (net of loss allowance) by invoice date is as follows:

	At 31 March 2026 HK\$'000 (Unaudited)	At 30 September 2025 HK\$'000 (Audited)
Within 30 days	4,065	4,617
31 to 60 days	1,085	1,308
61 to 90 days	440	602
Over 90 days	8,252	4,289
	13,842	10,816

The ageing analysis of trade receivables (net of loss allowance) by due date is as follows:

	At 31 March 2026 HK\$'000 (Unaudited)	At 30 September 2025 HK\$'000 (Audited)
Not yet due	2,334	1,913
Past due:		
Within 30 days	2,029	2,703
31 to 60 days	910	1,307
61 to 90 days	688	602
Over 90 days	7,881	4,291
	11,508	8,903
	13,842	10,816

Before accepting a new customer, the Group assesses the potential customer's credit quality and determines credit limit. The majority of the Group's trade receivables that are past due but not impaired have good credit quality with reference to respective settlement history.

The Group's trade receivables which are past due at the end of each reporting period but which the Group has not impaired as there has not been any significant changes in credit quality of customers and the management believes that the amounts are fully recoverable.

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no history of default. The Group does not hold any collateral over the trade receivables.

17. DEBT INSTRUMENTS AT AMORTISED COST

	At 31 March 2026 HK\$'000 (Unaudited)	At 30 September 2025 HK\$'000 (Audited)
Promissory note, unsecured (<i>Note 1</i>)	7,548	–
Loan receivable, unsecured (<i>Note 2</i>)	3,734	–
	<u>11,282</u>	<u>–</u>

Notes:

- On 13 January 2026, a subsidiary of the Company as assignee entered into an agreement with High Chief Investments Limited for the assignment of a promissory note in the principal amount of HK\$7,500,000. The promissory note is unsecured, interest-bearing at 3% per annum and repayable before 31 December 2026.
- The amount represents a loan advanced to an associate of the Company. The loan is unsecured, interest-free and repayable on demand.

18. OTHER PAYABLES

	At 31 March 2026 HK\$'000 (Unaudited)	At 30 September 2025 HK\$'000 (Audited)
Other payables		
Accrual and other payables	<u>1,235</u>	<u>13,426</u>
Analysed as:		
Current	1,235	12,130
Non-current	–	1,296
	<u>1,235</u>	<u>13,426</u>

19. INTEREST-BEARING BORROWINGS

	At	At
	31 March	30 September
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Secured bank borrowings repayable on demand	<u>10,421</u>	<u>10,480</u>

Bank borrowings as at 31 March 2026 carried interest at variable market rates benchmarking to the interest rates of 2.25% below HSBC Prime Rate or 2.5% below DBS Prime Rate (30 September 2025: 2.25% below HSBC Prime Rate or 2.5% below DBS Prime Rate).

As at 31 March 2026 and 30 September 2025, bank borrowings with a clause in their terms that gives the banks an overriding right to demand for repayment are classified as current liabilities even though the Directors do not expect that the banks would exercise their right to demand repayment.

The maturity terms of the bank borrowings based on repayment schedule pursuant to the loan facility letters (ignoring the effect of any repayment on demand clause) are as follows:

	At	At
	31 March	30 September
	2026	2025
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Within one year	2,060	1,087
In the second year	2,050	2,035
In the third to fifth years inclusive	5,861	5,599
After five years	450	1,759
	<u>10,421</u>	<u>10,480</u>

20. SHARE CAPITAL

	Note	Number of shares	Amount HK\$'000
<i>Ordinary shares of HK\$0.25 each (before Capital Reduction and Share Sub-division) and HK\$0.01 each (after Capital Reduction and Share Sub-division)</i>			
Authorised:			
At 1 October 2024 (audited)		80,000,000	20,000
Increase in authorised share capital	a	<u>320,000,000</u>	<u>80,000</u>
At 30 September 2025 (audited) and 1 October 2025 (audited)		400,000,000	100,000
Share Sub-division	b	<u>9,600,000,000</u>	<u>-</u>
At 31 March 2026 (unaudited)		<u>10,000,000,000</u>	<u>100,000</u>
Issued and fully paid:			
At 1 October 2024 (audited)		42,817,360	10,704
Issue of shares under Rights Issue	c	<u>128,452,080</u>	<u>32,113</u>
At 30 September 2025 (audited) and 1 October 2025 (audited)		171,269,440	42,817
Capital Reduction	b	-	(41,105)
Issue of placing shares	d	18,000,000	180
Issue of subscription shares	e	<u>9,480,000</u>	<u>95</u>
At 31 March 2026 (unaudited)		<u>198,749,440</u>	<u>1,987</u>

Notes:

- (a) Pursuant to an ordinary resolution passed by the shareholders of the Company at an extraordinary general meeting held on 21 February 2025, the Company's authorised share capital has been increased from HK\$20,000,000 divided into 80,000,000 shares to HK\$100,000,000 divided into 400,000,000 shares by the creation of an additional 320,000,000 new shares with effect from 21 February 2025.
- (b) A resolution was passed at the extraordinary general meeting of the Company held on 8 August 2025 to approve (i) the reduction of the issued share capital of the Company by way of a reduction of the par value of each issued share from HK\$0.25 to HK\$0.01 by a cancellation of the paid up share capital to the extent of HK\$0.24 per issued share (the "**Capital Reduction**"); and (ii) the sub-division of the authorised but unissued shares of HK\$0.25 each into twenty-five authorised but unissued new shares of HK\$0.01 each (the "**Share Sub-division**") following the Capital Reduction. The Capital Reduction and Share Sub-division became effective on 3 December 2025.
- (c) On 29 April 2025, the Company issued and allotted 128,452,080 shares at HK\$0.25 per share on the basis of three rights shares for every one share held (the "**Rights Issue**").
- (d) On 16 December 2025, the Company issued and allotted 18,000,000 shares at HK\$1.65 per share pursuant to the placing agreement entered on 4 November 2025.
- (e) On 5 January 2026, the Company issued and allotted 9,480,000 shares at HK\$1.2 per share pursuant to the sale and subscription agreements entered on 16 September 2025.

These shares issued rank pari passu with all existing shares in all respects.

21. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

Share option scheme

A share option scheme (the “**Share Option Scheme**”) was adopted by the Company and was effective on 4 May 2017. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years from the date of its adoption on 4 May 2017. The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. Subject to the terms of the Share Option Scheme, the Directors shall be entitled to make an offer of the grant of an option to subscribe for shares of the Company to any Directors, employees of the Group, consultants or advisers of the Group, providers of goods and/or services to the Group, customers of the Group, holders of securities issued by any member of the Group, or any other person, who at the sole discretion of the Directors, has contributed to the Group, whom the Directors may select at its absolute discretion. Details of the Share Option Scheme are set out in the section “STATUTORY AND GENERAL INFORMATION – D. SHARE OPTION SCHEME” of the prospectus of the Company dated 15 May 2017.

Since the adoption of the Share Option Scheme and up to 31 March 2026, an aggregate of 44,600,000 share options were granted by the Company to the Directors and employees of the Group on 30 December 2022. All the share options had been cancelled as at 30 September 2025. During the six months ended 31 March 2026, no share options were granted, exercised, cancelled or lapsed under the Share Option Scheme.

During the six months ended 31 March 2026 and 2025, no equity-settled share-based payment expenses for the Share Option Scheme were recognised in profit or loss.

Share scheme

A share scheme (the “**Share Scheme**”) was adopted by the Company on 3 November 2025 pursuant to an ordinary resolution passed at an extraordinary meeting held on the same date. The Share Scheme will remain in force for a period of 10 years from the date of its adoption, subject to any early termination as may be determined by the Board pursuant to the terms of the Share Scheme (the “**Scheme Rules**”). The purpose of the Share Scheme is to provide the Company with a flexible means of attracting, remunerating, incentivising, retaining, rewarding, compensating and/or providing benefits to directors and employees of the Group (the “**Eligible Participants**”) through aligning their interests with those of the Company and its shareholders by providing the Eligible Participants with an opportunity to acquire proprietary interests in the Company. Subject to the Scheme Rules, the Directors shall be entitled to make an offer of the grant of either a share award (which entitles its holder to an issue of shares by the Company) or share options (which entitles its holder to subscribe for shares of the Company) to the Eligible Participants. Details of the Share Scheme are set out in the appendix to the circular of the Company dated 13 October 2025.

On 5 November 2025, 12,000,000 share options were granted to certain employees of the Group under the Share Scheme. At the time when the share options are subsequently exercised, the amount previously recognised in share option reserve will be transferred to share premium.

The fair value of the share options as at 5 November 2025 was estimated to be approximately HK\$14,454,000, which was arrived at based on the valuation carried out by an independent qualified professional valuer not connected with the Group using the binomial option pricing model. The variables and assumptions used in the calculation were based on the valuer's best estimates.

The major inputs and assumptions used in the valuation model were as follows:

Major inputs

Exercise price (HK\$)	2.00
Grant date share price (HK\$)	1.87
Expected price volatility (%)	112.02
Expected life (years)	10.00
Risk-free rate (%)	2.38
Exercise multiple (times)	<u>2.20</u>

Major assumptions

- (i) Annualised historical stock price volatility of the Company as at the grant date was deemed to be appropriate to serve as the expected volatility of the share price of the Company during the life of the share options and is assumed to be constant and prevailing.
- (ii) Yield-to-maturity in continuous compounding of the Hong Kong Government Bonds with the time-to-maturity similar to that of the share options as at 5 November 2025 is adopted as the risk-free rate in the valuation model.
- (iii) There will be no dividend to be declared and paid during the life of the share options.
- (iv) The closing share price of the Company as at 5 November 2025 is assumed to be its fair value as at 5 November 2025.
- (v) It is assumed that all the grantees will exercise the share options if the share price of the Company reaches 2.20 times the exercise price of the share options.

During the Period, equity-settled share-based payment expense of approximately HK\$5,821,000 (2025: nil) for the Share Scheme was recognised in profit or loss with a corresponding credit in share option reserve.

None of the share options (2025: nil) were exercised, cancelled or lapsed during the Period. At the time when the share options are subsequently exercised, the amount previously recognised in share option reserve will be transferred to share premium.

22. DIVIDENDS

The Board did not recommend the payment of an interim dividend for the six months ended 31 March 2026 (2025: nil).

23. FAIR VALUE MEASUREMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in the Condensed Consolidated Financial Statements on a recurring basis across the three levels of the fair value hierarchy defined in HKFRS 13 “Fair Value Measurement” with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

- Level 1 (highest level): quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 (lowest level): unobservable inputs for the asset or liability.

(a) Assets measured at fair value

Financial assets	Fair value as at		Fair value hierarchy	Valuation techniques
	31 March 2026	30 September 2025		
	HK\$'000 (Unaudited)	HK\$'000 (Audited)		
- Investments in listed equity securities classified as Designated FVTOCI	1,353	4,103	Level 1	Quoted prices in an active market
- Investments in unlisted equity securities classified as financial assets at FVTPL	7,800	-	Level 3	Adjusted net asset value as reported by management
- Derivatives – unlisted options issued by companies listed overseas classified as financial assets at FVTPL	234	234	Level 3	Derived from Black-Scholes option pricing model

Financial assets	Fair value as at		Fair value hierarchy	Valuation techniques
	31 March 2026	30 September 2025		
	HK\$'000 (Unaudited)	HK\$'000 (Audited)		
- Unlisted investments – life insurance classified as financial assets at FVTPL	1,590	1,562	Level 3	Surrender cash value (including guaranteed interest) reported by the financial institution on a regular basis
- Investment in mobile applications classified as financial assets at FVTPL	8,619	8,619	Level 3	Income approach

During the six months ended 31 March 2026 and 2025, there were no transfers between Level 1 and Level 2 fair value measurement, nor transfers into and out of Level 3 fair value measurement.

Details of movements in the fair value measurements categorised as Level 3 of the fair value hierarchy during the six months ended 31 March 2026 are as follows:

	HK\$'000
At 1 October 2025 (audited)	10,415
Additions	7,800
Fair value change in profit or loss	28
At 31 March 2026 (unaudited)	18,243

(b) Assets and liabilities with fair value disclosure, but not measured at fair value

The carrying amounts of financial assets and liabilities that are carried at amortised costs are not materially different from their fair values at the end of each reporting period.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is principally engaged in (i) licensed business on the provision of corporate finance advisory services and placing and underwriting services (“**Licensed Business**”); and (ii) non-licensed business on the provision of ESG advisory services, business consultancy services, corporate secretarial services, accounting and taxation services, risk management and internal control advisory services and human resources services in Hong Kong (“**Non-Licensed Business**”).

(i) Continuing Operations

Licensed Business

The Group’s Licensed Business is operated by VBG Capital Limited (“**VBG Capital**”), a wholly-owned subsidiary of the Company. VBG Capital is a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. The Group’s corporate finance advisory services include (i) acting as sponsor in IPO exercises, advising companies on compliance requirements and acting as compliance adviser to listed companies post-IPO; (ii) acting as financial adviser in transactions or compliance matters under the Rules Governing the Listing of Securities on the Stock Exchange, the GEM Listing Rules and/or the Codes on Takeovers and Mergers and Share Buy-backs; and (iii) acting as independent financial adviser to the independent board committees and independent shareholders of listed companies. Through VBG Capital, the Group acts as placing agent, lead manager and/or underwriter in primary and/or secondary market equity fundraising exercises of listed companies.

Corporate finance advisory business continues to be the core business of the Group’s Licensed Business. During the six months ended 31 March 2026 (the “**Period**”), corporate finance advisory business accounted for approximately 31.7% of the Group’s total revenue. The Group’s other Licensed Business, namely, placing and underwriting services, accounted for 5.7% of its total revenue during the Period.

Non-Licensed Business

The Group's Non-Licensed Businesses and operations in respect of the provision of business consulting services, ESG advisory services, corporate secretarial services, accounting and taxation services, risk management and internal control advisory services, and human resources services are principally carried out under the Company's wholly-owned subsidiaries in Hong Kong, APEC GI, and its wholly-owned subsidiary in Canada, Baron Global Financial Canada Ltd. During the Period, business consulting services accounted for approximately 25.7% of the Group's total revenue. The Group's other Non-Licensed Business, namely, (i) accounting and taxation services, (ii) corporate secretarial services, (iii) ESG advisory services, (iv) human resources services and (v) risk management and internal control advisory services, accounted for approximately 18.0%, 11.2%, 1.5%, 3.5% and 2.7% of its total revenue during the Period, respectively.

(ii) Discontinued Operations

Licensed Business

The Group's Licensed Business classified as discontinued operations represents the asset management business operated by VBG Asset Management Limited ("**VBG Asset**") for the six months ended 31 March 2025. VBG Asset is a licensed corporation under the SFO to carry on Type 4 (advising on securities) and Type 9 (asset management) regulated activities. The asset management services provided by VBG Asset include advisory services for equity securities, fixed income securities, real estate securities, mutual funds and discretionary portfolio management services for professional clients.

In 2025, the Company as seller entered into sale and purchase agreements with Velbridge Holdings Limited (formerly known as BNG Holding (HK) Limited) to dispose of its entire equity interests in VBG Asset (the "**Disposal**"). The Disposal was completed on 29 September 2025.

Non-Licensed Business

The Group's Non-Licensed Business classified as discontinued operations represents the business consulting service business operated by VBG Asset for the six months ended 31 March 2025.

FINANCIAL REVIEW

Continuing Operations

Revenue

The Group's revenue was derived from two principal businesses, namely, Licensed Business and Non-Licensed Business.

For the Period, the Group recorded a decrease in total revenue by approximately 12.8% to approximately HK\$32.0 million (2025: approximately HK\$36.7 million). The decrease in revenue was mainly attributable to a decrease in revenue generated from accounting and taxation services.

Details of changes in the revenue derived from Licensed Business and Non-Licensed Business are analysed below.

Licensed Business

The revenue from Licensed Business increased by approximately HK\$5.7 million or 90.5% to approximately HK\$12.0 million for the Period (2025: approximately HK\$6.3 million). The increase in revenue was mainly due to (i) an increase in revenue from corporate finance advisory services of approximately HK\$3.9 million; and (ii) an increase in revenue from placing and underwriting services of approximately HK\$1.8 million during the Period.

The increase in revenue from corporate finance advisory services was mainly due to a combined effect of (i) an increase in revenue generated from acting as financial adviser and as independent financial adviser of approximately HK\$5.9 million; and (ii) a decrease in revenue generated from acting as sponsor of approximately HK\$2.0 million for the Period.

Non-Licensed Business

The revenue from Non-Licensed Business decreased by approximately HK\$10.3 million or 33.9% to approximately HK\$20.1 million for the Period (2025: approximately HK\$30.4 million). Such decrease was mainly due to a decrease in revenue generated from accounting and taxation services, resulting from the disposal of a subsidiary of the Company in September 2025.

Other income, net

The Group's other income mainly comprised rental income, interest income and unrealised gain on financial assets at FVTPL.

The Group's other income decreased by approximately 50.0%, from approximately HK\$1.6 million for the six months ended 31 March 2025 to approximately HK\$0.8 million for the Period, mainly due to loss on disposal of plant and equipment of approximately HK\$2.2 million incurred during the Period resulting from relocation of office premises.

Administrative expenses and other operating expenses

The Group's administrative expenses and other operating expenses mainly comprised staff costs and related expenses, depreciation of plant and equipment and right-of-use assets, and professional fees.

The Group's administrative expenses and other operating expenses increased slightly by approximately HK\$1.0 million, or approximately 2.1%, from approximately HK\$46.7 million for the six months ended 31 March 2025 to approximately HK\$47.7 million for the Period.

Finance costs

The Group's finance costs increased to approximately HK\$1.0 million for the Period from approximately HK\$0.5 million for the six months ended 31 March 2025, mainly due to the interest expenses incurred in the settlement of the convertible bonds of the Company during the Period.

Loss for the period

As a result of foregoing, the Group recorded a loss from continuing operations of approximately HK\$14.7 million for the Period as compared to a loss of approximately HK\$10.8 million for the six months ended 31 March 2025.

Discontinued Operations

The Group did not record a profit or loss from discontinued operations for the Period (2025: loss of approximately HK\$0.5 million).

MATERIAL EVENTS

Disposal of shares by controlling shareholder (the “Share Disposal”) and connected transaction involving issue of new shares under specific mandate (the “Subscription”)

References are made to the circular of the Company dated 25 November 2025 (the “**Circular**”), and the announcements of the Company dated 16 September 2025, 10 October 2025 and 5 January 2026 in relation to the Share Disposal and the Subscription (collectively the “**Announcements**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

On 16 September 2025, the Company, the Controlling Shareholder (Tanner Enterprises Group Limited, which is wholly-owned by Mr. Li Man Keung Edwin, an executive Director) and the Purchasers (who are six individual investors independent and not connected with the Group) entered into the Sale and Subscription Agreements, pursuant to which (i) the Controlling Shareholder agreed to sell the Sale Shares (i.e. 9,480,000 existing Shares), and the Purchasers agreed to purchase the Sale Shares at the Sale Price (i.e. HK\$1.2 per Sale Share); and (ii) the Company agreed to issue, and the Controlling Shareholder agreed to subscribe for the New Shares (equal to the number of Sale Shares) at the Subscription Price per New Share equal to the Sale Price, in each case subject to the terms and conditions set out in the Sale and Subscription Agreements.

The Directors (excluding Mr. Li) are of the view that the Share Disposal and the Subscription will benefit the Group’s long-term development and broaden its shareholder and capital base to facilitate the future growth and development of the Group’s business. Furthermore, while the introduction of these new individual investors may not directly provide benefits on business prospects as it is not expected to see any direct cooperation in the Group’s business for the time being, their support through purchase of the Sale Shares could help enhance market confidence and pave the way for attracting further investment in the future as (i) their investment serves as a positive signal for the market and future potential investors; and (ii) there may be follow-on investments from them and/or their network of connections, thereby better positioning the Company to future fund-raising opportunities.

Assuming the Sale Shares are sold to the Purchasers and the equivalent number of New Shares are subscribed by the Controlling Shareholder under the Subscription, the gross proceeds and estimated net proceeds from the Subscription are HK\$11,376,000 and approximately HK\$11,276,000 respectively. On such basis, the net price of each New Share is approximately HK\$1.19. The Board intends to use the net proceeds from the Subscription for general corporate purposes, with approximately 77% designated for staff salaries and benefits, approximately 10% for office rental and utilities, and the remainder for other overheads including legal, professional and information technology expenses.

The Sale and Subscription Agreements and the specific mandate authorising the Directors to allot, issue and deal with the New Shares were approved by the shareholders of the Company at the extraordinary general meeting held on 15 December 2025. Completion of the Share Disposal and the Subscription took place on 31 December 2025 and 5 January 2026, respectively.

For further details of the above, please refer to the Announcements and the Circular.

Placing of new shares under general mandate

On 4 November 2025, the Company as issuer and VBG Capital as placing agent entered into a placing agreement pursuant to which the Company has conditionally agreed to place through VBG Capital, on a best effort basis, up to 18,000,000 placing shares to not less than six placees who and whose ultimate beneficial owners are independent third parties (the “**Placing**”).

Completion of the Placing took place on 16 December 2025 and a total of 18,000,000 placing shares were successfully placed to not less than six placees at placing price of HK\$1.65 per placing share pursuant to the terms and conditions of the placing agreement. The placing shares were issued and allotted pursuant to the general mandate granted to the Directors at the Company’s extraordinary general meeting held on 3 November 2025. In view of the current market conditions, the Directors consider that the Placing represents a good opportunity to broaden the shareholder base and capital base of the Company and to raise capital for its operation and future business developments.

The gross proceeds and net proceeds from the Placing amounted to approximately HK\$29.7 million and HK\$29.6 million respectively and the net issue price was approximately HK\$1.64. The Company intends to use the net proceeds for (i) funding business development, including the enhancement of marketing for fin-tech, payment or related services; (ii) expansion of the corporate finance team by hiring additional professionals to increase the capacity for handling mandates in areas such as international mergers and acquisitions, and initial public offerings; and (iii) general working capital of the Group, including office relocation costs, down payment, renovation and fitting-out for the new headquarters.

For details of the Placing, please refer to the announcements of the Company dated 4 November 2025, 21 November 2025 and 16 December 2025.

Constitutional documents

During the Period, pursuant to the special resolution passed on 15 December 2025, the articles of association of the Company have been amended to comply with the relevant provisions of the GEM Listing Rules. Details of which are set out in Appendix II to the circular of the Company dated 25 November 2025. The Company's fourth amended and restated articles of association are available on the websites of the Stock Exchange and the Company.

Formation of joint venture group

References are made to the announcements of the Company dated 4 March 2026, 5 March 2026 and 30 April 2026 (collectively the “**JV Announcements**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the JV Announcements. Pursuant to the JV Agreement entered into on 3 March 2026 (as supplemented by the Supplemental JV Agreement entered into on 30 April 2026), the Company and Esperanza agreed to form a JV Group comprising JV BVI Co as holding company and JV HK Co as subsidiary, on the basis that the Company and Esperanza will hold 51% and 49% equity interest respectively in JV BVI Co. As the majority shareholder of JV BVI Co (holding 51% of its issued shares), the Company is entitled to appoint the majority of the board of directors of JV BVI Co. The initial board composition of JV HK Co, being a wholly-owned subsidiary of JV BVI Co, consists of two representatives nominated by the Company and one representative nominated by Esperanza. The JV Group is established to carry out the RWA Business Development (i.e. real-world assets business development), which includes, among other things, applying for a licence to carry on Type 7 (providing automated trading services) regulated activity under the SFO. The consideration for the Company's forming the JV Group amounts to HK\$2,550,000, representing 51% of the maximum aggregate costs and expenses of HK\$5,000,000 for the JV Group. The Company's share of the payments for costs and expenses for the JV Group will be financed by internal resources of the Group.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the Period.

CHARGE ON ASSETS AND CONTINGENT LIABILITIES

As at 31 March 2026, the Group's obligation under finance lease was secured by the lessor's title to the leased assets, which had a carrying value of approximately HK\$0.1 million (2025: approximately HK\$0.3 million).

Save as disclosed above, the Group did not have any charges on its assets or material contingent liabilities as at 31 March 2026.

PROSPECTS

The business environment of the Group in 2026 remains uncertain and challenging. The Group will continue to seek business opportunities for our licensed business and non-licensed business. Apart from the intended investment in the tokenised investment business and a joint venture focused on the RWA Business Development, the Company and the Board have been actively exploring new business opportunities in order to bring a higher return for the shareholders of the Company, in particular acquisition targets with its business focus in the Greater Bay Area and the opportunities arising therefrom.

OTHER INFORMATION

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

As at 31 March 2026, the interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) held by the Directors and chief executives of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules are as follows:

Long position in the shares (the "Shares") or underlying shares of the Company

Name of Directors	Capacity/Nature of interest	Number of Shares held	Approximate percentage of the issued share capital of the Company (Note 3)
Mr. Li Man Keung Edwin ("Mr. Li")	Interests of controlled corporation/ Beneficial owner	120,526,523 (Note 1)	60.64%
Mr. Hui Ringo Wing Kun ("Mr. Hui")	Interests of controlled corporation	2,308,000 (Note 2)	1.16%
Mr. Yeung Chun Yue David	Beneficial owner	5,280,000	2.66%

Notes:

- (1) These 120,526,523 Shares include 82,966,723 Shares held by Tanner Enterprises Group Limited ("**Tanner Enterprises**"), which is wholly owned by Mr. Li. Therefore, Mr. Li is deemed to be interested in all the Shares held by Tanner Enterprises for the purpose of the SFO. In addition, Mr. Li beneficially owns 37,559,800 Shares.
- (2) These 2,308,000 Shares are held by Bright Music Limited ("**Bright Music**"), which is wholly owned by Mr. Hui. Therefore, Mr. Hui is deemed to be interested in all the Shares held by Bright Music for the purpose of the SFO.
- (3) The approximate percentage of shareholdings is based on 198,749,440 Shares in issue as at 31 March 2026.

Save as disclosed above, as at 31 March 2026, none of the Directors and chief executives of the Company and/or any of their respective associates had any interests and short positions in the shares, underlying shares and debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the GEM Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed “**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS**” above, and “**SHARE OPTION SCHEME**” and “**SHARE SCHEME**” below, neither the Company nor any of its subsidiaries or associated corporations was, a party to any arrangement to enable the Directors and chief executives of the Company (including their respective spouse and children under 18 years of age) to acquire benefits by means of the acquisition of the shares or underlying shares in, or debentures of, the Company or any of its associated corporations at any time during the Period.

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

As at 31 March 2026, the following parties (not being the Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long positions in the shares or underlying shares of the Company

Name of substantial shareholder	Capacity	Number of Shares held	Approximate percentage of the issued share capital of the Company <i>(Note 2)</i>
Tanner Enterprises	Beneficial owner	82,966,723 <i>(Note 1)</i>	41.74%

Notes:

- (1) Tanner Enterprises is wholly owned by Mr. Li, an executive Director. Under the SFO, Mr. Li is deemed to be interested in all the Shares held by Tanner Enterprises.
- (2) The approximate percentage of shareholdings is based on 198,749,440 Shares in issue as at 31 March 2026.

Save as disclosed above, the Directors were not aware of any other persons, other than the Directors or chief executives of the Company who held any interests or short positions in the shares and/or underlying shares of the Company as at 31 March 2026 which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company had adopted a share option scheme (the “**Share Option Scheme**”) by the resolutions in writing of the sole shareholder of the Company passed on 4 May 2017. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years from the date of its adoption.

On 30 December 2022, an aggregate of 44,600,000 share options were granted to the Directors and employees of the Group. All the share options had been cancelled as at 30 September 2025. During the Period, no share options were granted, exercised, cancelled or lapsed under the Share Option Scheme.

SHARE SCHEME

Pursuant to an ordinary resolution passed by the shareholders of the Company at an extraordinary general meeting held on 3 November 2025, a share scheme (the “**Share Scheme**”) was adopted on the same date, together with the approval of a scheme mandate limit which allows the Company to issue a maximum of 17,126,944 Shares under the Share Scheme and the Share Option Scheme.

On 5 November 2025, an aggregate of 12,000,000 share options were granted to certain employees of the Group under the Share Scheme. Details of such share options and their movements during the Period were as follows:

Category of grantees	Date of grant (Note 1)	Exercise period	Vesting date	Number of share options					Exercise price per share (HK\$)	
				Outstanding as at 1 October 2025	Granted during the Period	Exercised during the Period	Lapsed during the Period	Cancelled during the Period		Outstanding as at 31 March 2026
Employees in aggregate	5 November 2025	5 November 2026 to 4 November 2035	5 November 2026	-	12,000,000	-	-	-	12,000,000	2.0

Notes:

- (1) The closing price of the Shares on the trading day immediately before the grant date was HK\$1.86 per Share.
- (2) The number of Shares that may be issued in respect of the share options granted under the Share Scheme during the Period divided by the weighted average number of Shares in issue for the Period was approximately 6.4%.
- (3) The number of Shares available for grant under the Share Option Scheme and the Share Scheme at 1 October 2025 and 31 March 2026 was 268,800 and 5,126,944 respectively.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Save for the Placing and Subscription, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the Period and up to the date of this report.

USE OF PROCEEDS

The following table sets forth the status of net proceeds from the Placing, the Subscription and the Rights Issue during the Period:

Placing

Intended use of net proceeds	Net proceeds raised <i>HK\$ million</i>	Net proceeds utilised up to 31 March 2026 <i>HK\$ million</i>	Net proceeds unutilised as at 31 March 2026 <i>HK\$ million</i>	Expected timeline for remaining unutilised net proceeds
Funding business development, including the enhancement of marketing for fin-tech, payment or related services	9.87	1.20	8.67	Not later than 15 December 2026
Expansion of the corporate finance team by hiring additional professionals to increase the capacity for handling mandates in areas such as international mergers and acquisitions (M&A) and initial public offerings (IPO)	9.87	0.24	9.63	Not later than 15 December 2026
General working capital of the Group (including office relocation costs, down payment, renovation and fit-out for the new headquarters)	9.87	2.43	7.44	Not later than 15 June 2026
	<u>29.60</u>	<u>3.87</u>	<u>25.73</u>	

Subscription

Intended use of net proceeds	Net proceeds raised <i>HK\$ million</i>	Net proceeds utilised up to 31 March 2026 <i>HK\$ million</i>	Net proceeds unutilised as at 31 March 2026 <i>HK\$ million</i>	Expected timeline for remaining unutilised net proceeds
Staff salaries and benefits	8.7	8.7	–	Fully utilised as intended
Office rental and utilities	1.1	1.1	–	Fully utilised as intended
Other overheads including legal, professional and information technology expenses	1.5	1.5	–	Fully utilised as intended
	11.3	11.3	–	

Rights Issue

Intended use of net proceeds	Net proceeds raised <i>HK\$ million</i>	Net proceeds utilised up to 31 March 2026 <i>HK\$ million</i>	Net proceeds unutilised as at 31 March 2026 <i>HK\$ million</i>	Expected timeline for remaining unutilised net proceeds
Establishment of a wholly-owned subsidiary to be incorporated in a gaming-friendly jurisdiction and the hiring of operational staff for the gaming platform	6.4	2.0	4.4	By 30 September 2026
Marketing expense for capturing new customers to take part in the gaming platform	15.4	2.0	13.4	By 30 September 2026
General working capital in the operation of existing licensed and non-licensed businesses	9.3	9.3	–	Fully utilised as intended
	31.1	13.3	17.8	

As disclosed in the announcement of the Company dated 11 May 2026, the Board resolved to revise the intended use of the unutilised net proceeds from the Rights Issue of approximately HK\$17.8 million as at 31 March 2026 (the “**Remaining Net Proceeds**”) as follows:

Revised use of the Remaining Net Proceeds	Amount reallocated <i>HK\$ million</i>	Revised expected timeline for utilising the Remaining Net Proceeds
General working capital in the operation of existing licensed and non-licensed businesses	9.25	Not later than 11 May 2027
Tokenised investment business, including subscription in tokenised investments, together with the corresponding marketing activities to promote such investments and the underlying projects	6.00	Not later than 11 May 2027
Costs and expenses for a joint venture focused on the RWA Business Development	2.55	Not later than 11 May 2027
	<hr style="width: 100%; border: 0.5px solid black;"/> 17.8 <hr style="width: 100%; border: 1.5px solid black;"/>	

The Board believes that redirecting the use of the Remaining Net Proceeds as set out above is in the best interests of the Company and its shareholders, allowing the Group to capture further opportunities arising from the development of the digital asset and tokenisation sector.

COMPETING INTERESTS

None of the Directors, controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group or has or may have any other conflict of interests with the Group during the Period.

CORPORATE GOVERNANCE CODE

During the Period, the Company had applied the principles and complied with all applicable code provisions of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the GEM Listing Rules.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors (the “**Required Standard of Dealings**”). Having made specific enquiries to all the Directors, each of them has confirmed that they have complied with the Required Standard of Dealings throughout the Period and up to the date of this report.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) has been established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and code provision D.3.3 of Part 2 of the CG Code. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Ho Lik Kwan Luke, as the chairman of the Audit Committee, Mr. William Robert Majcher and Mr. Lau Pak Kin Patric. The primary duty of the Audit Committee is to review and supervise the Company’s financial reporting process, the risk management and internal control systems of the Group and the monitoring of continuing connected transactions.

The Audit Committee has reviewed the unaudited results of the Group for the Period and is of the opinion that the preparation of such results has complied with applicable accounting standards and the GEM Listing Rules, and that adequate disclosures have been made.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed above, no material subsequent event has occurred in relation to the Company or the Group after 31 March 2026 and up to the date of approval of this report.

BOARD OF DIRECTORS

As at the date of this report, the Directors are:

Executive Directors:

Mr. Li Man Keung Edwin (*Executive Chairman*)

Mr. Hui Ringo Wing Kun

Mr. Yeung Chun Yue David (*Vice Chairman*)

Non-executive Director:

Ms. Chan Hiu Shan

Independent non-executive Directors:

Mr. William Robert Majcher

Mr. Ho Lik Kwan Luke

Mr. Lau Pak Kin Patric

By Order of the Board
Hatcher Group Limited
Hui Ringo Wing Kun
Executive Director

Hong Kong, 29 May 2026