ZXZN Qi-House Holdings Limited
中顯智能齊家控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8395)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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

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

*This announcement, for which the directors (the "**Directors**") of ZXZN Qi-House Holdings 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 and its subsidiaries (collectively, the "**Group**"). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.*

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 March 2026

	Notes	**2026** *HK$'000*	2025 *HK$'000*
Continuing operations			
Revenue	*3*	**139,774**	99,218
Cost of sales		**(96,838)**	(30,426)
Gross profit		**42,936**	68,792
Other income	*4*	**3,223**	4,599
Selling and marketing expenses		**(27,323)**	(28,620)
Administrative expenses		**(23,951)**	(25,622)
Expected credit losses ("**ECL**") allowance on trade and other receivables and loan receivables, net		**(1,922)**	(2,898)
Fair value change of financial asset at fair value through profit or loss ("**FVTPL**")		**(1,535)**	(293)
Finance costs	*5*	**(1,182)**	(1,613)
(Loss)/Profit before income tax	*6*	**(9,754)**	14,345
Income tax credit/(expense)	*7*	**823**	(3,157)
(Loss)/Profit for the year from continuing operations		**(8,931)**	11,188
Discontinued operations			
Loss for the year from discontinued operations	*8*	**—**	(9,580)
(Loss)/Profit for the year		**(8,931)**	1,608

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2026

	Note	**2026** **HK$'000**	2025 HK$'000
(Loss)/Profit for the year		**(8,931)**	1,608
Other comprehensive income/(expense)			
Items that will be reclassified subsequently to profit or loss			
Actuarial gain/(loss) on long service payment (“**LSP**”)		**71**	(18)
Exchange gain/(loss) on translation of financial statements of foreign operations		**962**	(113)
		1,033	(131)
Total comprehensive (expense)/income for the year		**(7,898)**	1,477
Total comprehensive (expense)/income for the year attributable to equity holders of the Company			
— From continuing operations		**(7,898)**	11,057
— From discontinued operations		**—**	(9,580)
		(7,898)	1,477
(Loss)/Earning per share attributable to equity holders of the Company			
(expressed in HK cents per share)			
Basic and diluted	*9*		
— From continuing operations		**(0.56)**	0.70
— From discontinued operations		**—**	(0.60)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 March 2026

	Notes	2026 HK$'000	2025 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		**7,037**	9,350
Intangible assets		**395**	565
Financial assets at FVTPL	*11*	**984**	2,427
Cash surrender value of life insurance		**2,157**	2,080
Loan receivables	*12*	**17,945**	18,786
Deferred tax assets		**780**	610
		29,298	33,818
Current assets			
Inventories		**10,015**	11,677
Trade and other receivables	*12*	**78,699**	69,761
Loan receivables	*12*	**—**	2,497
Tax recoverable		**8**	—
Bank balances and cash		**420**	961
		89,142	84,896
Current liabilities			
Trade and other payables	*13*	**66,103**	48,537
Contract liabilities		**4,131**	6,240
Bank borrowings	*14*	**12,547**	13,785
Lease liabilities		**4,494**	6,575
Tax payables		**—**	3,934
		87,275	79,071
Net current assets		**1,867**	5,825
Total assets less current liabilities		**31,165**	39,643

	Notes	**2026** ***HK$'000***	2025 *HK$'000*
Non-current liabilities			
Lease liabilities		**1,877**	2,471
Other payables	*13*	**439**	425
		2,316	2,896
Net assets		**28,849**	36,747
EQUITY			
Share capital	*15*	**15,840**	15,840
Reserves		**13,009**	20,907
Total equity		**28,849**	36,747

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

ZXZN Qi-House Holdings Limited (the "**Company**") was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands. The address of the Company's registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is 28/F., Horizon Plaza, 2 Lee Wing Street, Ap Lei Chau, Hong Kong.

The Company is an investment holding company and its subsidiaries (collectively, the "**Group**") are principally engaged in the sale, distribution and rental of furniture and home accessories, distribution and licensing of intellectual property rights, provision of styling and consulting services, sales of trading parts and automation equipment and the operation of a café.

The directors consider the immediate and ultimate holding company of the Company to be Tiptop Honour Limited ("**Tiptop**"), a company incorporated in Samoa.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards (which term collectively includes Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) as issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), and the accounting principles generally accepted in Hong Kong.

The consolidated financial statements also comply with the applicable disclosure of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited ("**the Stock Exchange**").

The adoption of new and amended HKFRS Accounting Standards and the impacts on the Group's consolidated financial statements, if any, are disclosed in Note 2.2.

The consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are carried at fair value.

These consolidated financial statements are presented in Hong Kong dollars ("**HK$**") and all values are rounded to the nearest thousand (HK$'000) except when otherwise indicated.

2.2 Changes in accounting policy

(a) Amended HKFRS Accounting Standards that are effective for annual periods beginning on 1 April 2025

In the current year, the Group has applied for the first time the Amendments to HKAS 21 "Lack of Exchangeability" which are effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2025.

The amendments to HKAS 21 specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. Besides, the amendments also require an entity to disclose additional information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments do not have a material impact on the financial statements of the Group.

(b) Issued but not yet effective HKFRS Accounting Standards

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRS Accounting Standards have been published but are not yet effective, and have not been adopted early by the Group:

HKFRS 18	Presentation and Disclosure in Financial Statements[2]
HKFRS 19	Subsidiaries without Public Accountability: Disclosures and related amendments[2]
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments[1]
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11[1]
Amendments to Hong Kong Interpretation 5	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[2]
Amendments to HKAS 21	Translation to a Hyperinflationary Presentation Currency[2]

[1] Effective for annual periods beginning on or after 1 January 2026
[2] Effective for annual periods beginning on or after 1 January 2027
[3] Effective date not yet determined

3. REVENUE AND SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The entire equity interest of Hong Kong Italiving International Co., Limited ("**Italiving**") has been disposed of during the year ended 31 March 2025. The related operation, furniture agency services, was regarded as discontinued operations and the related information has been set out in note 8 to the consolidated financial statements.

The Group has identified the following three (2025: four) reportable segments:

- Furniture sale and consultancy services: the sale, distribution and rental of furniture and home accessories, distribution and licencing of intellectual property rights, the provision of styling and consulting services and the operation of a café

- Sale of trading parts and automation equipment: sales of parts of visual hardware products, development and sales of visual software and system, and provision of technical services. The visual hardware products mainly include display backlight AOI equipment, display glass AOI equipment, display appearance inspection equipment, which are mainly used for optical inspection of various semi-finished products in display production including inspection of foreign objects, scratch etc.

- Consumer loan services: the provision of consumer loan services

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

	Continuing operations					Discontinued operations	
	Furniture sale and consultancy services *HK$'000*	Sale of trading parts and automation equipment *HK$'000*	Consumer loan services *HK$'000*	Unallocated *HK$'000*	Total *HK$'000*	Furniture agency services *HK$'000*	Group *HK$'000*
Continuing operations							
2026							
Reportable segment revenue from external customers	**59,149**	**80,625**	**—**	**—**	**139,774**	**—**	**139,774**
Interest income from loan receivables	**—**	**—**	**1,919**	**—**	**1,919**	**—**	**1,919**
Reportable segment profit/(loss)	**2,841**	**(5,889)**	**2,070**	**—**	**(978)**	**—**	**(978)**
Reportable segment assets	**22,118**	**73,357**	**19,445**	**—**	**114,920**	**—**	**114,920**
Reportable segment liabilities	**24,732**	**57,864**	**189**	**—**	**82,785**	**—**	**82,785**
Depreciation	**7,627**	**163**	**37**	**122**	**7,949**	**—**	**7,949**
Amortisation	**170**	**—**	**—**	**—**	**170**	**—**	**170**
Finance costs	**1,131**	**51**	**—**	**—**	**1,182**	**—**	**1,182**
Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year	**5,586**	**—**	**—**	**—**	**5,586**	**—**	**5,586**
Fair value change of financial asset at FVTPL	**—**	**1,535**	**—**	**—**	**1,535**	**—**	**1,535**
Provision for impairment/ (Reversal of impairment) of trade and other receivables and loan receivables	**—**	**2,328**	**(406)**	**—**	**1,922**	**—**	**1,922**

	Continuing operations					Discontinued operations	
	Furniture sale and consultancy services	Sale of trading parts and automation equipment	Consumer loan services	Unallocated	Total	Furniture agency services	Group
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
2025							
Reportable segment revenue from external customers	55,961	43,257	—	—	99,218	2,006	101,224
Interest income from loan receivables	—	—	3,173	—	3,173	—	3,173
Reportable segment (loss)/profit	(586)	22,888	1,335	—	23,637	(9,580)	14,057
Reportable segment assets	26,532	66,055	22,246	—	114,833	—	114,833
Reportable segment liabilities	30,706	41,877	179	—	72,762	—	72,762
Depreciation	8,748	—	609	713	10,070	—	10,070
Amortisation	170	—	—	—	170	—	170
Finance costs	1,530	59	9	15	1,613	432	2,045
Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year	6,809	—	—	—	6,809	—	6,809
Fair value change of financial asset at FVTPL	—	293	—	—	293	—	293
Gain on modification of lease	(29)	—	—	—	(29)	—	(29)
Loss on write-off of loan receivables	—	—	683	—	683	—	683
Provision for impairment of trade and other receivables and loan receivables	—	2,639	259	—	2,898	53	2,951

The Group's revenue recognised during the year is as follows:

Continuing operations	2026 *HK$'000*	2025 *HK$'000*
Revenue from contracts with customers		
Sale of furniture and home accessories	**51,825**	48,646
Sale of trading parts and automation equipment	**80,625**	43,257
Distribution and licence fee income	**3,600**	2,799
Food and beverage income	**2,736**	3,378
Commission income	**903**	1,104
	139,689	99,184
Revenue from other sources		
Rental income	**85**	34
	139,774	99,218

Disaggregation of revenue from contracts with customers within the scope of HKFRS 15

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following geographical market:

Continuing operations	2026 *HK$'000*	2025 *HK$'000*
Timing of revenue recognition		
— At a point in time	**136,089**	96,385
— Over time	**3,600**	2,799
	139,689	99,184
Geographical markets		
— Hong Kong	**55,464**	53,127
— The People's Republic of China (the "**PRC**"), excluding Hong Kong	**84,225**	46,057
	139,689	99,184

Revenue from major customers which individually accounts for 10% or more of the Group's total revenue:

Continuing operations	**2026** ***HK$'000***	2025 *HK$'000*
Customer A	**74,117**	—
Customer B	**—**	20,894

The revenue from external customers and its non-current assets (other than financial instruments and deferred tax assets) of the Group are divided into the following geographical areas:

	Revenue from external customers		**Non-current assets**	
Continuing operations	**2026** ***HK$'000***	2025 *HK$'000*	**2026** ***HK$'000***	2025 *HK$'000*
Hong Kong	**55,549**	53,161	**6,485**	9,136
The PRC, excluding Hong Kong	**84,225**	46,057	**947**	779
	139,774	99,218	**7,432**	9,915

The geographical location of customers is based on the location at which the services were provided or the goods delivered.

The geographical location of non-current assets is based on the physical location of the asset and the location of the operations to which they are allocated in the case of intangible assets and goodwill and financial assets at FVTPL.

4. OTHER INCOME

Continuing operations	2026 *HK$'000*	2025 *HK$'000*
Bank interest income	**2**	14
Exchange gain, net	**—**	12
Fair value gain on contingent consideration payable	**—**	663
Gain on modification of lease	**—**	29
Government grants *(note)*	**1,121**	107
Sundry income	**181**	601
Interest income from loan receivables	**1,919**	3,173
	3,223	4,599

Note:

The Group was entitled to receive grants from a provincial government in the PRC for supporting innovation and promoting high-quality economic development.

5. FINANCE COSTS

Continuing operations	2026 *HK$'000*	2025 *HK$'000*
Interest expenses on bank borrowings	**625**	785
Finance charges on lease liabilities	**541**	817
Net interest expense on LSP obligations	**16**	11
	1,182	1,613

6. (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/Profit before income tax has been arrived at after charging/(crediting):

Continuing operations	**2026** ***HK$'000***	2025 *HK$'000*
Auditor's remuneration		
— Audit services	**850**	850
— Non-audit services	**64**	56
Cost of inventories recognised as expense	**96,460**	30,144
Depreciation of property, plant and equipment		
— Owned assets	**188**	330
— Right-of-use assets	**7,761**	9,740
Amortisation of intangible assets	**170**	170
Lease charges:		
— Short term leases	**240**	—
ECL on trade and other receivables and loan receivables, net	**1,922**	2,898
Net exchange loss/(gain)	**231**	(12)
Gain on modification of lease	**—**	(29)
Loss on write-off of loan receivables	**—**	683
Fair value gain on cash surrender value of life insurance	**(77)**	(57)
Research and development expenses	**2,619**	2,657

7. INCOME TAX (CREDIT)/EXPENSE

Continuing operations	**2026** ***HK$'000***	2025 *HK$'000*
Current tax		
— Hong Kong		
Current year	**—**	279
Over provision in respect of prior years	**(154)**	77
	(154)	356
— PRC		
Current year	**46**	3,059
Over provision in respect of prior years	**(562)**	—
	(516)	3,059
Deferred tax		
Current year	**(153)**	(258)
Total income tax (credit)/expense	**(823)**	3,157

Notes:

(a) Cayman Islands income tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

(b) British Virgin Islands ("BVI") income tax

The Company's direct subsidiary was incorporated under the BVI Business Companies Act, 2004 and accordingly, is exempted from BVI income tax.

(c) Hong Kong profits tax

The provision for Hong Kong profits tax for the years ended 31 March 2026 and 2025 is calculated at 16.5% of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK$2,000,000 of profits of qualifying entities are taxed at 8.25%, and the profits above HK$2,000,000 are taxed at 16.5%.

(d) PRC enterprise income tax

Income tax provision of the Group in respect of operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits for the years ended 31 March 2026 and 2025, based on the existing legislation, interpretations and practices in respect thereof. The statutory tax rate was 25% (2025: 25%) for the year ended 31 March 2026.

Pursuant to the relevant laws and regulations in the PRC, the Company's subsidiary, Hefei Human Vision Technology Co., Limited* (合肥不用人視覺技術有限公司) ("**Human Vision**") obtained the High and New Technology Enterprises qualification. Accordingly, it enjoyed a preferential income tax rate of 15% (2025: income tax rate of 15%) for the year ended 31 March 2026. One of the PRC subsidiaries with taxable profits not exceeding RMB3 million, approved as "small and low-profit enterprises" by the relevant government authorities are subject to a preferential effective tax rate of 5% (2025: 5%) for the year ended 31 March 2026.

According to relevant laws and regulations promulgated by the State Administration of Taxation of the PRC, enterprises engaging in research and development activities were entitled to claim 200% (2025: 200%) of their eligible research and development costs so incurred as tax deductible expenses when determining their assessable profits for that period ("**Super Deduction**"). The Group made its best estimate for the Super Deduction to be claimed for the Group's PRC subsidiaries in ascertaining their assessable profits for the year ended 31 March 2026.

* *English name for reference only.*

8. DISCONTINUED OPERATIONS

On 18 February 2025, the Group disposed of its entire interest of a wholly-owned subsidiary, Italiving, which carried out furniture agency services at HK$3 million to an independent third party. Upon the disposal, the Group did not hold any shares in Italiving and Italiving has ceased to be a subsidiary of the Group. Accordingly, its related operation in furniture agency services was regarded as discontinued operations.

The results of the discontinued operations which have been included in the consolidated statement of profit or loss and comprehensive income, were as follows:

	Period from 1 April 2024 to 18 February 2025 (date of disposal)
	HK$'000
Revenue	**2,006**
Other income	**18**
Administrative expenses	**(1,743)**
Provision for impairment of trade and other receivables	**(53)**
Finance costs	**(432)**
Loss from discontinued operations before income tax	**(204)**
Income tax expense	**—**
Loss on disposal of discontinued operations	**(9,376)**
Loss for the period from discontinued operations	**(9,580)**

Loss before income tax has been arrived at after charging:

	2025
	HK$'000
Key management personnel's remuneration	**170**
Other staff cost	**288**

Cash flows from discontinued operations are analysed as follows:

	Period from 1 April 2024 to 18 February 2025 (date of disposal)
	HK$'000
Net cash inflows from operating activities	**4,028**
Net cash outflows from investing activities	**(714)**
Net cash outflows from financing activities	**(3,269)**
Net cash inflows	**45**

The net assets of Italiving at the date of disposal

	As at 18 February 2025
	HK$'000
Deferred tax assets	**22**
Trade and other receivables	**29,194**
Bank balances and cash	**564**
Tax recoverable	**207**
Trade and other payables	**(11,917)**
Bank borrowings	**(5,694)**
Net assets disposed of	**12,376**

Loss on disposal of discontinued operations

	As at 18 February 2025 *HK$'000*
Consideration received in cash and cash equivalents	**3,000**
Net assets disposed of	**(12,376)**
Loss on disposal of discontinued operations	**(9,376)**

Net cash inflow on disposal of discontinued operations

	HK$'000
Consideration received in cash and cash equivalents	**3,000**
Cash and cash equivalent disposed of	**(564)**
Net cash inflows	**2,436**

9. (LOSS)/EARNING PER SHARE

From continuing and discontinued operations

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

	2026 ***HK$'000***	2025 *HK$'000*
(Loss)/Profit from continuing operations attributable to owners of the Company	**(8,931)**	11,188
Loss from discontinued operations attributable to owners of the Company	**—**	(9,580)
(Loss)/Profit for the purpose of basic and diluted (loss)/earning per share from continuing and discontinued operations	**(8,931)**	1,608

From continuing operations

Basic and diluted (loss)/earning per share from continuing operations are calculated by dividing the (loss)/profit from continuing operations attributable to owners of the Company is based on the following data:

	2026	2025
	HK$'000	*HK$'000*
(Loss)/Profit from continuing operations attributable to owners of the Company	**(8,931)**	11,188

	2026	2025
Weighted average number of ordinary shares for the purpose of basic (loss)/earning per share calculation	**1,584,000,000**	1,584,000,000

Diluted (loss)/earning per share equals to the basic (loss)/earning per share as there were no dilutive potential ordinary shares in existence during the years ended 31 March 2026 and 2025.

From discontinued operations

The calculations of basic and diluted loss per share from the discontinued operations are based on:

	2025
	HK$'000
Loss from discontinued operations attributable to owners of the Company	(9,580)

	2025
Weighted average number of ordinary shares for the purpose of basic loss per share calculation	1,584,000,000

Diluted loss per share equals to the basic loss per share as there were no dilutive potential ordinary shares in existence during the year ended 31 March 2025.

10. DIVIDENDS

The Directors do not recommend the payment of a final dividend for the year ended 31 March 2026 (2025: Nil).

11. FINANCIAL ASSETS AT FVTPL

	2026	2025
	HK$'000	*HK$'000*
Unlisted equity investment stated at fair value	**984**	2,427

On 26 July 2024, Hefei Qijia Supply Chain Technology Co., Limited ("**Hefei Qijia**"), an indirect wholly-owned subsidiary of the Company and Anhui Zhongxian Intelligent Robot Co., Limited ("**Anhui Zhongxian**"), the existing shareholders entered into an investment agreement, pursuant to which Hefei Qijia conditionally agreed to acquire 15% equity interest in Anhui Zhongxian. The acquisition was completed on 13 September 2024.

12. TRADE AND OTHER RECEIVABLES AND LOAN RECEIVABLES

Trade and other receivables

		2026	2025
	Notes	*HK$'000*	*HK$'000*
Trade receivables			
From third parties		**74,935**	51,992
Less: ECL allowance		**(5,178)**	(2,625)
Trade receivables — net	*(a)*	**69,757**	49,367
Other receivables			
Deposits, prepayments and other receivables	*(b)*	**5,052**	11,174
Interest receivables		**269**	194
Prepayment to suppliers	*(c)*	**3,621**	9,026
		8,942	20,394
		78,699	69,761

The directors of the Group considered that the fair value of trade and other receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

Majority of the Group's sale of furniture and home accessories to its customers are settled by cash, credit cards, or by other forms of electronic payments (such as EPS). There was no credit term granted to the customers and distributors, but the Group allows credit period of 2 to 7 (2025: 2 to 7) days to the payment vendors. For sale of trading parts and automation equipment, credit term of 180 days was granted to the customers. The Group seeks to maintain strict control over its outstanding trade receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management.

(a) Trade receivables

The ageing analysis based on revenue recognition date of the trade receivables, net of ECL allowance, is as follows:

	2026	2025
	HK$'000	*HK$'000*
0–30 days	**8,601**	16,330
31–90 days	**27,769**	14,683
91–180 days	**18,935**	18,354
181–365 days	**1,523**	—
Over 1 year	**12,929**	—
	69,757	49,367

(b) Included in the Group's deposits, prepayments and other receivables as at 31 March 2026 were rental deposits of HK$2,512,000 (2025: HK$2,948,000), advances to staff of HK$41,000 (2025: HK$31,000), prepayments for operating, research and development expenses of HK$890,000 (2025: HK$6,261,000).

As at 31 March 2026 and 2025, no ECL allowance was recognised.

(c) Included in the Group's prepayment to suppliers as at 31 March 2026 was prepayment for marketing expenses of HK$1,897,000 (2025: HK$2,445,000).

Loan receivables

	2026 HK$'000	2025 HK$'000
From third parties	**18,135**	18,998
From a related party	**—**	2,881
Less: ECL allowance	**(190)**	(596)
Loan receivables — net	**17,945**	21,283
Less: non-current portion	**(17,945)**	(18,786)
Current portion	**—**	2,497

13. TRADE AND OTHER PAYABLES

	Notes	2026 HK$'000	2025 HK$'000
Trade payables			
To third parties	*(a)*	**54,607**	38,656
Other payables			
Accrued charges and other payables	*(b)*	**10,470**	8,921
Consideration payables	*(c)*	**1,465**	1,385
		11,935	10,306
		66,542	48,962
Less: Portion due within one year included under current liabilities		**(66,103)**	(48,537)
Portion due after one year included under non-current liabilities		**439**	425

All amounts are short-term and hence the carrying values of the Group's trade and other payables as at 31 March 2026 and 2025 were considered to be a reasonable approximation of their fair values.

(a) Trade payables

There was 0 to 90 days credit period granted by the suppliers of the Group. The ageing analysis of trade payables based on invoice date is as follows:

	2026	2025
	HK$'000	*HK$'000*
0–30 days	**8,249**	12,472
31–90 days	**19,874**	11,407
Over 90 days	**26,484**	14,777
	54,607	38,656

(b) Accrued charges and other payables

Included in the Group's accrued charges and other payables as at 31 March 2026 was dividend payables of HK$2,287,000 (2025: HK$2,287,000) and accrual for operating expenses of HK$5,048,000 (2025: HK$3,477,000).

(c) Consideration payables

As at 31 March 2026, amount of HK$1,465,000 (2025: HK$1,385,000) represents the consideration payable of acquiring Anhui Zhongxian, which will be repaid upon request from the existing shareholders.

14. BANK BORROWINGS

As at 31 March 2026 and 2025, the Group's bank borrowings, based on the scheduled repayment dates set out in the loan agreements, were repayable as follows:

	2026	2025
	HK$'000	*HK$'000*
Within one year	**6,388**	6,768
In the second year	**877**	847
In the third to fifth year	**2,782**	2,699
After the fifth year	**2,500**	3,471
	12,547	13,785
Less:		
— Amount due within one year	**(6,388)**	(6,768)
— Amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities)	**(6,159)**	(7,017)
Portion due after one year included under non-current liabilities	**—**	—

As at 31 March 2026, the Group's bank borrowings of HK$5,533,000 (2025: HK$5,946,000) are unsecured, contain a repayable on demand clause and are shown under current liabilities.

As at 31 March 2026, the Group's bank borrowings of HK$7,014,000 (2025: HK$7,839,000) obtained under the SME Financing Guarantee Scheme operated by HKMC Insurance Limited. The bank borrowings were secured fully by personal guarantee executed by the director of the Company's subsidiary, Mr. Tong Tang Joseph and HKMC Insurance Limited, contain a repayable on demand clause and are shown under current liabilities. The bank borrowings bear interest at floating rates that is market dependent, and their fair values approximate the carrying amounts.

The carrying amounts of bank borrowings are considered to be a reasonable approximation of their fair values.

15. SHARE CAPITAL

	Number of shares	*HK$'000*
Authorised		
At 1 April 2024, 31 March 2025, 1 April 2025 and 31 March 2026	**5,000,000,000**	**50,000**
Issued and fully paid		
At 1 April 2024, 31 March 2025, 1 April 2025 and 31 March 2026	**1,584,000,000**	**15,840**

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Headquartered in Hong Kong, we engage in (i) the sale, distribution and rental of furniture and home accessories which is operating under the brand name "TREE"; (ii) the distribution and licencing of our intellectual property rights of "TREE"; (iii) the operation of TREE Café in our flagship store in Ap Lei Chau (the "**Flagship Store**"); (iv) the provision of styling and consulting services; (v) the provision of consumer loan services; and (vi) sale of trading parts and automation equipment, including sales of parts of visual hardware products, development and sales of visual software and system, and provision of technical services.

As at the date of this announcement, we operated two "TREE" retail stores in Hong Kong namely, our Flagship Store and our Sha Tin store in addition to online sales. We have commenced online sales since May 2019. The management is executing various measures to reduce the operating loss of retail business in Hong Kong, including but not limited to discussing rental reduction with landlord, scale down the retail sales space, identifying more efforts in online business operating and innovative strategies to optimize rental cost expenditures. We offer a variety of (a) furniture including tables, chairs, storage solutions, sofas and beds; and (b) home accessories including kitchenware, bed and bathroom related products, jars, cushions, mattresses, utensils and baskets.

We acquired Italiving in December 2018, which is principally engaged in the provision of a furniture agency service in Hong Kong. We disposed Italiving in February 2025 due to the financial performance and future prospect of Italiving.

In January 2022, we acquired Super Easy, which is principally engaged in the provision of consumer loan services.

We started a new business by setting up a new wholly-foreign owned enterprise named Hefei Qijia in the People's Republic of China (the "**PRC**") in January 2024 and in March 2024, Hefei Qijia acquired Hefei Human Vision Technology Co., Ltd. (合肥不用人視覺技術有限公司) ("**Hefei Human Vision**"). Our PRC subsidiaries engage in sale of trading parts and automation equipment, including sales of parts of visual hardware products, development and sales of visual software and system, and provision of technical services. The visual hardware products mainly include display backlight AOI equipment, display glass AOI equipment, display appearance inspection equipment, which are mainly used for optical inspection of various semi-finished products in display production including inspection of foreign objects, scratch, etc.

During the year ended 31 March 2026 (“**FY2026**”), we generated revenue from the (i) sale of furniture and home accessories; (ii) operation of TREE Café; (iii) provision of styling and consulting services; (iv) provision of furniture rental services and (v) sale of trading parts and automation equipment. The table below sets forth a breakdown of our revenue for FY2026 and for the year ended 31 March 2025 (“**FY2025**”):

	Year ended 31 March	
	2026	2025
	HK$'000	*HK$'000*
Revenue from contracts with customers		
Sale of furniture and home accessories	**51,825**	48,646
Sale of trading parts and automation equipment	**80,625**	43,257
Distribution and licence fee income	**3,600**	2,799
Food and beverage income	**2,736**	3,378
Commission income	**903**	1,104
	139,689	99,184
Revenue from other sources		
Rental income	**85**	34
	139,774	99,218

For FY2026, our revenue amounted to approximately HK$139.8 million, representing an increase of approximately HK$40.6 million or 40.9% from approximately HK$99.2 million for FY2025. Such increase was mainly due to the contribution from our PRC subsidiaries for sale of trading parts and automation equipment and the increase in the sale of furniture and home accessories.

Sale of furniture and home accessories

TREE primarily sells its products to (i) retail customers who visited our retail stores; and (ii) customers who placed orders via our online platform being the direct sales in Hong Kong. The following table sets forth a breakdown of our sale of furniture and home accessories for FY2026 and FY2025, respectively.

	Year ended 31 March			
	2026		2025	
	Revenue	**% of total revenue from sale of furniture and home accessories**	Revenue	% of total revenue from sale of furniture and home accessories
	HK$'000	***%***	*HK$'000*	*%*
Direct sales in Hong Kong				
Retail store[1]	**48,973**	**94.5**	45,289	93.1
Online sales and non-retail sales	**1,914**	**3.7**	2,516	5.2
Sub-total	**50,887**	**98.2**	47,805	98.3
Distribution sales	**938**	**1.8**	841	1.7
Total	**51,825**	**100.0**	48,646	100.0

Note:

(1) Our retail stores include our Flagship Store, Sha Tin store and pop-up store.

For FY2026, revenue generated from direct sales was approximately HK$50.9 million, representing an increase of approximately HK$3.1 million or 6.4% from approximately HK$47.8 million for FY2025.

For FY2026, revenue generated from distribution sales amounted to approximately HK$0.9 million, representing an increase of approximately HK$0.1 million or 11.5% from approximately HK$0.8 million for FY2025.

Sale of trading parts and automation equipment

Our PRC subsidiaries engage in sale of trading parts and automation equipment, including sales of parts of visual hardware products, development and sales of visual software and system, and provision of technical services. The visual hardware products mainly include display backlight AOI equipment, display glass AOI equipment, display appearance inspection equipment, which are mainly used for optical inspection of various semi-finished products in display production including inspection of foreign objects, scratch, etc. The PRC subsidiaries generated revenue of approximately HK$80.6 million for the year ended 31 March 2026, representing an increase of approximately HK$37.4 million or 86.4% from approximately HK$43.3 million for FY2025.

Distribution and licence fee income

We entered into a distribution agreement with our PRC distributor for three years starting from 21 June 2024, and we are entitled to receive annual non-refundable fee of HK$3.6 million from our PRC distributor for the distribution of our products in Beijing, Anhui, Shandong and Zhejiang province. Our distribution and license fee income was approximately HK$3.6 million for the year ended 31 March 2026, representing approximately 2.6% of our total revenue for FY2026.

Food and beverage income

The Group's food and beverage income generated from operating TREE Café in our Flagship Store was approximately HK$2.7 million for FY2026, representing a decrease of approximately HK$0.6 million or 19.0% from approximately HK$3.4 million for FY2025. The decrease is due to decrease in footfall to our Flagship Store.

Commission income

The Group's commission income represented the income generated from the sale of consignment goods of approximately HK$0.9 million for FY2026, representing a decrease of approximately HK$0.2 million or 18.2% from approximately HK$1.1 million for FY2025.

Rental income

The Group's rental income comprised of income generated from the provision of furniture rental services was approximately HK$85,000 and HK$34,000 for FY2026 and FY2025, respectively.

FINANCIAL REVIEW

Revenue

The Group's revenue increased to approximately HK$139.8 million for FY2026 from approximately HK$99.2 million for FY2025, representing an increase of approximately 40.9%. Such increase was mainly due to the contribution from our PRC subsidiaries for sale of trading parts and automation equipment and the increase in sale of furniture and home accessories.

Gross profit and gross profit margin

The Group's overall gross profit decreased to approximately HK$42.9 million for FY2026 from approximately HK$68.8 million for FY2025. The overall gross profit margin decreased to approximately 30.7% for FY2026 from approximately 69.3% for FY2025.

The Group's gross profit margin for the sale of furniture and home accessories raised to approximately 66.5% for FY2026 from approximately 65.2% for FY2025. Distribution sales decreased to approximately 50.0% for FY2026 from approximately 53.3% for FY2025.

The Group's gross profit margin for the sale of food and beverages was decreased to approximately 70.6% for FY2026 from approximately 72.4% for FY2025.

The Group's gross profit margin for sale of trading parts and automation equipment was decreased to approximately 4.4% for FY2026 from approximately 74.1% for FY2025.

Selling and marketing expenses

The Group's selling and marketing expenses mainly comprise (i) depreciation of right-of-use assets; (ii) staff costs attributable to the salary of our staff engaged in selling and marketing activities; (iii) marketing expenses; (iv) payment gateway charges attributable to fees for our payment channels such as credit cards or EPS; and (v) electricity and water expenses.

The Group's selling and marketing expenses amounted to approximately HK$27.3 million for FY2026, representing a decrease of approximately HK$1.3 million or approximately 4.5% from approximately HK$28.6 million for FY2025. Such decrease was mainly due to the decrease in depreciation of right-of-use assets due to the two terminations of lease of premises during the year.

Administrative expenses

The Group's administrative expenses mainly comprised (i) staff costs for our administrative staff and Directors' emoluments; (ii) professional fees which included legal fees, consultancy fees and auditor's remuneration; (iii) travel expenses; (iv) office expenses; (v) depreciation of our property, plant and equipment, and amortisation of our intangible assets; (vi) repairs and maintenance for our trucks and retail stores; (vii) insurance expenses which included business insurance, vehicle insurance and medical insurance; (viii) recruitment expenses which included fees to the recruitment agents and advertisements on websites; (ix) bank charges; (x) handling fee; and (xi) others which included motor vehicle expenses, net foreign exchange losses and entertainment expenses.

For FY2026, the Group's administrative expenses amounted to approximately HK$24.0 million, representing a decrease of approximately HK$1.7 million or 6.5% from approximately HK$25.6 million for FY2025. Such decrease was mainly due to the decrease of professional fees and depreciation of right-of-use assets.

Expected credit loss ("ECL") allowance on trade and other receivables and loan receivables, net

For FY2026, the ECL on trade and other receivables and loan receivables, net amounted to approximately HK$1.9 million. Such decrease was mainly due to the decrease of loan receivables, changes in the credit risks and the market conditions.

Finance costs

Finance costs mainly comprised of interest expenses on interest-bearing borrowings and finance charges on lease liabilities. Finance costs decreased by approximately HK$0.4 million or 26.7% from approximately HK$1.6 million for FY2025 to approximately HK$1.2 million for FY2026. The decrease was mainly due to the decrease in interest rate for the lease agreement of approximately HK$0.3 million and the decrease in the interest expense for several loans of approximately HK$0.2 million.

Other income

Other income for the Group decreased by approximately HK$1.4 million or 29.9% to approximately HK$3.2 million for FY2026 from approximately HK$4.6 million for FY2025. The decrease was mainly due to the decrease in interest income from loan receivables of approximately HK$1.2 million.

Income tax credit/(expense)

Income tax credit for the Group turned around to approximately HK$0.8 million for FY2026 from income tax expense approximately HK$3.2 million for FY2025. The change was mainly due to the decrease in the PRC income tax in FY2026 since the PRC subsidiaries recorded a loss for FY2026.

(Loss)/Profit for the year

The Group recorded a loss of approximately HK$8.9 million for FY2026 compared to a profit of approximately HK$1.6 million for FY2025.

KEY FINANCIAL POSITION ITEMS

Inventories

The Group's inventories consisted of finished goods and goods in transit which we purchased from our suppliers. The inventories balance decreased to approximately HK$10.0 million as at 31 March 2026 from approximately HK$11.7 million as at 31 March 2025.

Trade and other receivables

The Group's trade receivables consisted of trade receivables from customers and payment vendors. As at 31 March 2026 and 2025, our trade receivables amounted to approximately HK$69.8 million and HK$49.4 million, respectively. The increase of approximately HK$20.4 million was mainly due to the increase in trade receivables from our PRC subsidiaries.

The Group's other receivables consisted of interest receivables, rental deposits, utilities deposits, trade deposits, prepayments, and prepayment to a related company. As at 31 March 2026 and 2025, our other receivables amounted to approximately HK$8.9 million and HK$20.4 million, respectively. The decrease of approximately HK$11.5 million was mainly due to the decrease in prepayment (i) for operating, research and development, (ii) to suppliers and (iii) rental deposits.

Loan receivables

The Group's loan receivables consisted of loan receivables from customers. As at 31 March 2026 and 2025, our total loan receivables (non-current and current) amounted to approximately HK$17.9 million and HK$21.3 million, respectively.

As at 31 March 2026, the Group's non-current portion of loan receivables amounted to approximately HK$17.9 million (FY2025: approximately HK$18.8 million).

(i) Major terms of loans

For FY2026, the Group offered 5 loans (2025: 27 loans) that have tenor of 24 to 48 months (2025: tenor of 9 to 12 months).

The interest rates for the loans offered ranged from 7.5% to 8.0% per annum for FY2026 (2025: 7.5% to 47.8%), whilst the interest rate charged and the amount of collateral required (if required) for each loan depend on the risk of default expected.

All the loans offered by the Group were unsecured, no collaterals and guarantees.

(ii) Breakdown of loans by categories

For FY2026, the Group offered loans to 1 individual and 4 corporate borrowers (2025: 22 individual and 5 corporate borrowers). None of the individual and corporate borrowers were associated companies, joint ventures or connected persons of the Group. For FY2026, all granted loans were unsecured personal or corporate loans.

(iii) Size and diversity of borrowers

As at 31 March 2026, the loan receivables from the three largest loan borrowers (two corporate borrowers) were approximately HK$15.4 million (representing approximately 84.9% of the total portfolio).

As at 31 March 2025, the loan receivables from the five largest loan borrowers (four corporate borrowers) were approximately HK$19.5 million (representing approximately 89.2% of the total portfolio).

(iv) Breakdown of loan receivables

	For the year ended 31 March	
	2026	2025
Loan data:		
Gross loan balance *(HK$)*	**18,135,000**	21,879,000
Loan originated for the year *(HK$)*	**14,635,000**	22,354,746
Number of loans originated	**5**	27
Average gross balance per loan *(HK$)*	**2,927,000**	828,000
Ratios for the year:		
Average return on loans	**13.1%**	13.8%
Loan impairment ratio	**1.1%**	2.7%

The breakdown of gross loan balance are as follows:

	Gross loan balance as at 31 March 2026				
	HK$250,000 or below	**HK$500,000 or below but above HK$250,000**	**HK$750,000 or below but above HK$500,000**	**Above HK$750,000**	**Total**
% of customer	**–**	**–**	**–**	**100.0%**	**100.0%**

	Gross loan balance as at 31 March 2025				
	HK$250,000 or below	HK$500,000 or below but above HK$250,000	HK$750,000 or below but above HK$500,000	Above HK$750,000	Total
% of customer	0.7%	9.8%	5.6%	83.9%	100.0%

The aging analysis of loans receivables are as follows:

	Loan tenor as at 31 March 2026				
	0–90 days	**91–180 days**	**181–270 days**	**More than 270 days**	**Total**
Loans receivables *(HK$)*	**—**	**—**	**5,448,000**	**12,497,000**	**17,945,000**

	Loan tenor as at 31 March 2025				
	0–90 days	91–180 days	181–270 days	More than 270 days	Total
Loans receivables *(HK$)*	18,990,000	2,293,000	—	—	21,283,000

(v) Loan impairments

Super Easy reviews regularly the recoverable amount of loan receivables by taking into account of the market conditions, customers' profiles including any significant changes in the payment status of the borrowers and quality of third-party guarantees to ensure that adequate impairment is made for the irrecoverable amounts.

For events and circumstances that may lead to the Group in recognizing or further making impairment of its loans, factors would normally include (a) delay in settlement of loan interest or loan principal amounts by the borrower on due date; (b) existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the borrower's ability to meet its debt obligations; (c) legal actions being taken by the Group against the borrower; and (d) the borrower filed or expected to file for bankruptcy.

During the year ended 31 March 2026, a loan impairment of HK$190,000 (2025: HK$596,000) was recognized for the loan receivables. The loan impairment assessment was prepared on the basis of Expected Credit Loss in accordance with "HKFRS 9 — Financial Instruments".

Credit Approval, Monitoring and Controls

In managing credit risk, it is Super Easy's policy that all potential loan customers who wish to obtain loans from Super Easy shall be reviewed by the management of Super Easy. Prospective borrowers are subject to credit verification procedures, including our assessment on their credit worthiness of the customers basing on credit ratings report, their background and occupation, their financial situation, history of default and other factors such as personal guarantors and asset ownership. The management of Super Easy will review all available data such as information from the TransUnion Credit Report, including history of default, background of the loan customer and other publicly available information, propose the loan terms such as loan amount, interest rate and loan tenor, and approve the loan.

Subsequently, the recoverability of the loan receivables will be monitored on an ongoing basis by the management of Super Easy. In assessing the possibility of recovering the loan receivables, information such as (i) historical payment records e.g., timely settlement of loan interest or loan principal amounts on the due dates; (ii) the length of the overdue period; and (iii) any foreseeable changes in the economic environment that would significantly deteriorate the borrower's ability to meet its obligation. This will be done on an ongoing basis to decide whether any follow-up action should be taken to avoid potential exposure to recoverability problems.

Super Easy considers that both quantitative and qualitative information are essential for the determination of credit risk, and the determination factors may include historical and forward-looking information that is available without undue cost or effort. By considering all these factors, it is the view of the management of Super Easy that the credit risk of the business can be significantly reduced.

During FY2026, the grant of loans in relation to money lending business has timely complied with all the relevant requirements under Chapters 19 and 20 of the GEM Listing Rules including the size test and disclosure requirements.

Bank balance and cash

Bank balance and cash include cash at bank and in hand. As at 31 March 2026 and 2025, our bank balance and cash amounted to approximately HK$0.4 million and HK$1.0 million, respectively.

Trade and other payables

The Group's trade payables consisted of trade payables to suppliers in relation to the purchase of goods. There were no credit periods granted by our suppliers. As at 31 March 2026 and 2025, our trade payables amounted to approximately HK$54.6 million and HK$38.7 million, respectively.

The Group's other payables comprised accrued charges, consideration payable which represent the unpaid cash consideration for the acquisition of Italiving, and provision for long service payments. As at 31 March 2026 and 2025, our other payables amounted to approximately HK$11.9 million and HK$10.3 million, respectively. The increase was mainly due to the increase in operating expenses of approximately HK$1.6 million.

Contract liabilities

The Group's contract liabilities mainly represented unrecognised revenue from customers where delivery of products is required and pending. As at 31 March 2026 and 2025, our contract liabilities amounted to approximately HK$4.1 million and HK$6.2 million, respectively. The decrease was mainly due to the decrease in advance payments from customers.

Bank borrowings

As at 31 March 2026 and 2025, our Group recorded bank borrowings of approximately HK$12.5 million and HK$13.8 million, respectively.

Lease liabilities

As at 31 March 2026 and 2025, the Group recorded lease liabilities of approximately HK$6.4 million and HK$9.0 million, respectively. Such decrease was due to two terminations of lease of premises during FY2026. As at 31 March 2026, our Group has entered into leases for warehouse, office, shop premises, motor vehicles.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2026, the Group had total assets of approximately HK$118.4 million, which is financed by total liabilities and Shareholders' equity of approximately HK$89.6 million and HK$28.8 million, respectively. The Group's current ratio at 31 March 2026 was approximately 1.0 compared to approximately 1.1 at 31 March 2025.

Gearing ratio

The gearing ratio of the Group as at 31 March 2026 was approximately 65.6% while as at 31 March 2025 was approximately 62.1%.

The gearing ratio is calculated based on the total borrowings and lease liabilities, divided by total equity at each reporting date.

Capital expenditure

Total capital expenditure for FY2026 was approximately HK$0.6 million, which was mainly used for the purchase of machinery equipment, computes and office equipment.

Contingent liabilities

As at 31 March 2026, there were no significant contingent liabilities for the Group (2025: Nil).

Commitments

As at 31 March 2026, the Group has no operating commitments (2025: Nil).

As at 31 March 2026, the Group has no capital commitments (2025: Nil).

Charges on Group assets

As at 31 March 2026, right of use assets with net book value of approximately HK$6.4 million were held under lease arrangements (2025: HK$9.1 million).

Segment information

Segment information is presented for the Group as disclosed on Note 3 to the consolidated financial statements.

CAPITAL STRUCTURE

The shares of the Company were successfully listed on GEM of the Stock Exchange on 25 January 2018. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises ordinary shares.

As at 31 March 2026, the Company's issued share capital was HK$15,840,000 and the number of its issued ordinary shares was 1,584,000,000 of HK$0.01 each.

DIVIDENDS

The Directors do not recommend the payment of any final dividend for FY2026 (FY2025: Nil).

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There were no significant investments, material acquisitions or disposals of subsidiaries and associated companies during FY2026.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this announcement, the Group did not have any concrete plan for material investments or capital assets as at 31 March 2026.

PRINCIPAL RISKS AND UNCERTAINTIES

In the course of conducting business, our Group is exposed to various types of risks, including operational risks, credit risks, liquidity risk and interest rate risks. Our Group has established a set of risk management policies and measures to identify, evaluate and manage risks arising from our operations.

The followings set out some of the primary operational risks our Group faces that may materially and adversely affect our Group's business, financial condition and results of operation and our risk management measures:

1. Risk of remaining competitive in a highly fragmented and competitive market

The lifestyle furniture and home furnishing market is highly fragmented and competitive with low barriers to entry, and there are no specific market leaders. Our competitors may have greater financial, marketing, personnel and other relevant resources compared to us. In particular, the pricing strategies implemented by our competitors may affect the pricing of our products. If our competitors significantly reduce their product prices, we may have to reduce our selling prices or engage in further marketing to remain competitive. This would likely reduce our revenue and profitability.

2. **Risk of dependent on the shift in customer's tastes and preferences**

   Due to the nature of the furniture retail industry, the customers generally purchase our products on an infrequent basis. Apart from the PRC distributor, there is no purchase commitments from our customers and there is no obligation for them to purchase any products from us in the future. There is a risk that we may not be able to attract new customers or existing customers to purchase our products if we fail to successfully track changing customers tastes and preferences and market trends.

3. **Risk of failure in expanding sales network to new locations in Hong Kong**

   It may take longer than expected for the new stores to reach breakeven or achieve investment payback, if at all. There is no guarantee that we will execute our expansion plans according to business strategies in the prospectus of the Company dated 12 January 2018 (the "**Prospectus**") successfully, or that we will be able to attract more customers from our expansion. If we fail to execute our expansion plans, our operations and results of operations will be materially and adversely affected.

The Group is also exposed to a variety of financial risks which comprise credit risk, liquidity risk and interest rate risk.

FOREIGN CURRENCY RISK

As our Group's revenue and expenses are mainly denominated in HK$ and most of our Group's assets and liabilities are denominated in HK$, which is our functional currency, except for certain overseas purchases, bank balances, bank borrowings which are denominated in Euro and USD. During FY2026, the Group has net exchange loss of approximately HK$231,000 (FY2025: net exchange gain of approximately HK$12,000).

EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2026, the Group had a total of 103 employees. Total staff costs, (including Directors' emoluments) of approximately HK$26.4 million for FY2026 (FY2025: approximately HK$25.8 million).

The Group's remuneration policies were determined with reference to the performance, qualification and experience of individual employees, as well as the results of the Group and the market conditions. The Group is committed to continuous talent development. During FY2026, various training programs were organized to enhance employees' professional knowledge, operational skills and compliance awareness. The Group also provide employee benefits, including medical and retirement. We have also adopted the share option scheme which is designed to provide incentives and rewards to our employees.

SIGNIFICANT INVESTMENTS HELD

Except for investments in subsidiaries, the Group did not hold any significant investments during FY2026.

FUTURE PROSPECTS

This forthcoming financial year will continue to be challenging as retail market conditions remain competitive and weak consumer confidence and spending in Hong Kong prevails due to the current economic conditions. These factors will continue to impact our performance adversely for the forthcoming year. We will continue to focus on running our two TREE retail stores and e-commerce platform in Hong Kong. We will continue to consolidate and invest to build on our existing revenue streams while identifying new opportunities.

The Group strengthened its income base and expanded its revenue stream by sourcing and selling parts and automation equipment to customers in PRC for that mass manufacturing and sales in display technologies, consumer loan services and modernization and digitalization of Hong Kong precious metal ecosystem. The Group continues to look for ways to provide comprehensive services to customers in Hong Kong and the PRC.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the shares during the reporting period.

EVENTS AFTER THE REPORTING PERIOD

Save for the following, the Group has been no material events undertaken by the Company or the Group occurring after the FY2026 and up to the date of this announcement.

On 21 May 2026, Qi-House Investment Group Limited ("**Qi-House Investment**"), a wholly-owned subsidiary of the Company, and DSG Holdings Limited ("**DSG**"), an independent third party, entered into the sale and purchase agreement (the "**Sale and Purchase Agreement**"), pursuant which Qi-House Investment conditionally agreed to acquire the 10,000 ordinary shares of the DSG (the "**Sale Shares**") and take up the assignment of the interest free, unsecured and repayable on demand shareholders' loan in the principal amount of HK$3,000,000 which is owning and due to Ms. Lock Pui Sze Josie (the "**Sale Loan**"), the DSG has conditionally agreed to sell the Sale Shares and assign the Sale Loan at the maximum consideration of HK$185,000,000. The consideration shall be satisfied in the following manner: (1) HK$85,000,000 shall be satisfied in cash; (2) HK$50,000,000 shall be satisfied by way of the issue of 62,500,000 shares to be issued by the Company to DSG at the issue price of HK$0.8 per consideration share ("**Issue Price**"), subject to conditions under the Sale and Purchase Agreement, in satisfaction of the consideration under the general mandate; (3) HK$50,000,000 shall be satisfied by way of the issue of 62,500,000 shares to be issued by the Company to DSG at the Issue Price, subject to conditions under the Sale and Purchase Agreement, in satisfaction of the consideration under the general mandate.

On 21 May 2026, the Quam Securities Limited (the "**Placing Agent**") and the Company entered into the placing agreement (the "**Placing Agreement**"), pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six placees who and whose ultimate beneficial owners shall be independent third parties to subscribe for up to 156,250,000 placing shares at the placing price of HK$0.81 per placing share (the "**Placing**"). The placing shares will be allotted and issued under the general mandate.

On 25 May 2026, the Company and the Placing Agent entered into a supplemental agreement in relation to the Placing to revise terms and conditions set out in the Placing Agreement. and the placing shares will be allotted and issued under the specific mandate.

On 29 June 2026, the Company has extended the Sale and Purchase Agreement and the Placing Agreement from 30 June 2026 to 30 July 2026 and from 30 June 2026 to 27 July 2026, respectively.

For details of the transaction please refer to the disclosable transaction and placing of new shares announcement and supplemental announcement dated 21 May 2026, 25 May 2026 and 29 June 2026, respectively.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions as set out in the Code of Corporate Governance (the "**CG Code**") contained in Appendix C1 to the GEM Listing Rules. The Company has complied with all the applicable code provisions in the CG Code throughout the year ended 31 March 2026 and up to the date of this announcement.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF THE COMPANY

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the GEM Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, the directors have confirmed that they have complied with the required standard of dealings as set out in the Model Code, throughout the year ended 31 March 2026. Up to the date of this announcement, there was no event of non-compliance.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 5 January 2018 (the "**Share Option Scheme**"). The Share Option Scheme is valid and effective for a period of 10 years commencing on 5 January 2018 and the remaining life of the Share Option Scheme shall be approximately 2 years (expiring on 4 January 2028). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules and set out below.

(a) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable our Group to grant options to the eligible participants as incentives or rewards for their contribution to our Group and/or to enable our Group to recruit and retain high-calibre employees and attract human resources that are valuable to our Group or any entity in which any member of our Group holds any equity interest (the "**Invested Entity**").

(b) Participants

Our Directors shall, in accordance with the provisions of the Share Option Scheme and the GEM Listing Rules, be entitled but shall not be bound at any time within a period of 10 years commencing from the date of the adoption of the Share Option Scheme to make an offer for the grant of an option to any person belonging to the following classes:

(a) any employee (whether full time or part time, including the Directors (including any Non-Executive Director and Independent Non-Executive Director)) of our Company, any of our subsidiaries (within the meaning of Companies Ordinance) or any Invested Entity (an "**Eligible Employee**");

(b) any supplier of goods or services to any member of our Group or any Invested Entity;

(c) any customer of any member of our Group or any Invested Entity;

(d) any person or entity that provides research, development or other technological support to any member of our Group or any Invested Entity;

(e) any Shareholder of any member of our Group or any Invested Entity or any holder of any securities issued by any member of our Group or any Invested Entity;

(f) any adviser (professional or otherwise), consultant, individual or equity who in the opinion of our Directors has contributed or will contribute to the growth and development of our Group; and

(g) any other groups or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of our Group,

and, for the purpose of the Share Option Scheme, the offer for the grant of an option may be made to any company wholly-owned by one or more eligible participants.

For the avoidance of doubt, the grant of any options by our Company for the subscription of shares or other securities of our Group to any person who falls within any of the above classes of eligible participants shall not, by itself, unless our Directors otherwise determine, be construed as a grant of option under the Share Option Scheme.

The eligibility of any of the eligible participants to an offer under the Share Option Scheme shall be determined by our Directors from time to time on the basis of our Directors' opinion as to such eligible participant's contribution to the development and growth of our Group.

(c) Maximum number of shares

(a) The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by our Group shall not exceed 30% of our share capital in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes adopted by our Group if the grant of such options will result in the limit referred herein being exceeded.

(b) The total number of shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option schemes of our Group) to be granted under the Share Option Scheme and any other share option schemes of our Group shall not in aggregate exceed 10% of our share capital in issue as at the date on which dealings in our shares first commence on the Stock Exchange, being 158,400,000 shares (the "**General Scheme Limit**").

(c) Subject to (a) above and without prejudice to (d) below, our Company may seek approval of our Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of our Group shall not exceed 10% of our share capital in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of our Group) previously granted under the Share Option Scheme and any other share option schemes of our Group will not be counted.

(d) Subject to (a) above and without prejudice to (c) above, our Company may seek separate Shareholders' approval in general meeting to grant options under the Share Option Scheme beyond the General Scheme Limit or, if applicable, the extended limit referred to in (c) above to eligible participants specifically identified by our Company before such approval is sought.

(d) Maximum entitlement of each eligible participant

Subject to (v) below, the total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of our Group (including both exercised or outstanding options) to each eligible participant who accepts the offer for the grant of an option under the Share Option Scheme (a "**grantee**") in any 12-month period shall not exceed 1% of our issued share capital for the time being. Where any further grant of options under the Share Option Scheme to a grantee would result in our shares issued and to be issued upon exercise of all options granted and proposed to be granted to such person (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option schemes of our Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of our share capital in issue, such further grant shall be separately approved by our Shareholders in general meeting with such grantee and his close associates (or his associates if the grantee is a connected person) abstaining from voting.

(e) Grant of options to core connected persons

(a) Without prejudice to (b) below, the making of an offer under the Share Option Scheme to any of our Director, chief executive or substantial Shareholder, or any of their respective associates shall be approved by our Independent Non-Executive Directors (excluding any Independent Non-Executive Director who or whose close associate is the proposed grantee of an option under the Share Option Scheme).

(b) Without prejudice to (a) above, where any grant of options under the Share Option Scheme to a substantial Shareholder or our Independent Non-Executive Director or any of their respective associates, would result in our shares issued and to be issued upon exercise of all options under the Share Option Scheme already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

(1) representing in aggregate over 0.1% of our share capital in issue; and

(2) having an aggregate value, based on the closing price of our shares at the offer date of each offer, in excess of HK$5 million;

such further grant of options shall be approved by our Shareholders in general meeting. The proposed grantee, his associates and all our core connected persons shall abstain from voting in favour at such general meeting.

For the purpose of seeking the approval of our Shareholders under paragraphs (iii), (iv) and (v) above, our Company shall send a circular to our Shareholders containing the information required under the GEM Listing Rules and where the GEM Listing Rules shall so require, the vote at the Shareholders' meeting convened to obtain the requisite approval shall be taken on a poll with those persons required under the GEM Listing Rules abstaining from voting.

(f) Time of acceptance and exercise of an option

An offer under the Share Option Scheme shall remain open for acceptance by the eligible participant concerned (and by no other person) for a period of up to 21 days from the date, which shall be a business day, on which the offer is made to the eligible participant.

An offer shall have been accepted by an eligible participant in respect of all shares which are offered to such eligible participant when the duplicate letter comprising acceptance of the offer duly signed by the eligible participant together with a remittance in favour of our Company of HK$1.00 by way of consideration for the grant thereof is received by our Company within such time as may be specified in the offer (which shall not be later than 21 days from the offer date). Such remittance shall in no circumstances be refundable.

Any offer may be accepted by an eligible participant in respect of less than the number of shares which are offered provided that it is accepted in respect of a board lot for dealings in our shares on GEM or an integral multiple thereof and such number is clearly stated in the duplicate letter comprising acceptance of the offer duly signed by such eligible participant and received by our Company together with a remittance in favour of our Company of HK$1.00 by way of consideration for the grant thereof within such time as may be specified in the offer (which shall not be later than 21 days from the offer date). Such remittance shall in no circumstances be refundable.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by our Directors to the grantee thereof (provided always that such period shall not be more than 10 years from the offer date of that option), and in the absence of such determination, from the date of the grant of such option to the earlier of (aa) the date on which such option lapses under the relevant provisions of the Share Option Scheme; and (bb) the date falling 10 years from the offer date of that option.

(g) Subscription price for Shares

Pursuant to the Company's share option scheme adopted on 5 January 2018, the subscription price in respect of any option shall, be at the discretion of our Directors, provided that the subscription price for Shares shall not be less than the highest of:

(a) The closing price of our Shares as stated in the Stock Exchange's daily quotation sheet for trade in one or more board lots of our Shares on the date of the offer of grant;

(b) The average closing price of our Shares as stated in the Stock Exchange's daily quotation sheets in one or more board lots of our Shares for the five trading days immediately preceding the date of the offer of grant; and

(c) The nominal value of the Shares on the date of grant of the option.

No share option has been granted since the adoption of the Share Option Scheme and there was no share option outstanding as at 31 March 2025 and 31 March 2026.

Pursuant to Rule 23.07(2) of the GEM Listing Rules, the number of options available for grant under the Share Option Scheme are set out below:

As at 31 March 2024 and 1 April 2024	158,400,000
Add: Options lapsed during the year	—
Less: Options granted during the year	—
At 31 March 2025 and 1 April 2025	158,400,000
Add: Options lapsed during the year	—
Less: Options granted during the year	—
At 31 March 2026	158,400,000

Pursuant to Rule 23.09(3) of the GEM Listing Rules, as at 31 March 2025, 27 June 2025 (date of the 2025 Annual Report), 31 March 2026 and the date of this announcement, the total number of shares available for issue under the Share Option Scheme were 158,400,000 Shares, representing 10% of the Company's issued share capital (1,584,000,000 shares), as at 31 March 2025, 27 June 2025 (date of the 2025 Annual Report), 31 March 2026 and the date of this announcement.

Since the date of adoption of the Scheme, as at 1 April 2024, 31 March 2025 and 31 March 2026, and up to the date of this announcement, no option has been granted, exercised, cancelled, or lapsed, and none has been outstanding under the Scheme. There was no vesting period of options granted under the Share Option Scheme.

AUDIT COMMITTEE

We established our Audit Committee (the "**Audit Committee**") with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph D.3.3 and D.3.7 of the CG Code Practices pursuant to a resolution of our Directors passed on 5 January 2018. At present, our Audit Committee comprises Mr. Yeung Man Chung Charles, Mr. Ko Po Ming and Mr. Sit Hoi Wah Kenneth, all being Independent Non-Executive Directors. Mr. Yeung Man Chung Charles is the Chairman of our Audit Committee.

The Audit Committee has reviewed the consolidated financial statements and the results of the Group for the year ended 31 March 2026 and is of the view that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures have been made.

REVIEW OF PRELIMINARY ANNOUNCEMENT

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 March 2026 have been agreed by the Group's auditor, Grant Thornton Hong Kong Limited, to the amounts set out in the Group's draft consolidated financial statements for the year ended 31 March 2026. The work performed by Grant Thornton Hong Kong Limited in this respect did not constitute an assurance engagement and consequently no assurance has been expressed by Grant Thornton Hong Kong Limited on the preliminary announcement.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This announcement is published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at https://qihouseholdings.com.

The printed version of the FY2026 annual report of the Company will be dispatched to the shareholders of the Company who have chosen to receive printed version and will be available for viewing on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at https://qihouseholdings.com in due course in the manner as required by the GEM Listing Rules.

APPRECIATION

The Company would like to thank the Group's customers, suppliers, business partners for their support. Also, the Company would like to offer its highest gratitude to its shareholders for their devotion and to the Group's employees for their loyalty and contributions made during FY2026.

By order of the Board
ZXZN Qi-House Holdings Limited
YU Quansheng
Chairman and Executive Director

Hong Kong, 30 June 2026

As at the date of this announcement, the Board comprises Mr. YU Quansheng, Mr. TONG Jason C Y, Ms. Mary Kathleen BABINGTON, Mr. TSUI Wing Tak and Mr. JIAO Dejun as the executive Directors, Mr. WU Libo as the non-executive Director, and Mr. YEUNG Man Chung Charles, Mr. KO Po Ming, and Mr. SIT Hoi Wah Kenneth as the independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company's website at https://qihouseholdings.com.