



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

Continued in Bermuda with limited liability  
Stock Code: 8079

INTERIM REPORT 2024/25

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

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

Given 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.

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

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

## **HIGHLIGHTS**

- Revenue of the Group for the six months ended 30 September 2024 was approximately HK\$20.3 million (six months ended 30 September 2023: HK\$24.9 million).
- Loss attributable to owners of the Company for the six months ended 30 September 2024 was approximately HK\$11.4 million (six months ended 30 September 2023: HK\$18.1 million).
- The Board of Directors (the “Board”) does not recommend the payment of an interim dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

## INTERIM RESULTS

The Board of the Company present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2024, together with the comparative figures for the corresponding period in 2023 as follows:

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

		For the six months ended 30 September	
		2024	2023
	Notes	HK\$'000	HK\$'000
<b>Revenue</b>	2	20,323	24,937
Cost of sales		<u>(10,422)</u>	<u>(13,598)</u>
<b>Gross profit</b>		<b>9,901</b>	<b>11,339</b>
Investment and other income	2	62	738
Other gains and losses, net	2	166	(367)
Servicing, selling and distribution costs		(2,245)	(2,724)
Administrative expenses		<u>(19,469)</u>	<u>(26,606)</u>
<b>Operating loss</b>		<b>(11,585)</b>	<b>(17,620)</b>
Finance costs		(94)	(253)
Share of results of associates	9	<u>-</u>	<u>(265)</u>
<b>Loss before tax</b>	4	<b>(11,679)</b>	<b>(18,138)</b>
Income tax	5	<u>-</u>	<u>-</u>
<b>Loss for the period and total comprehensive loss for the period</b>		<b><u>(11,679)</u></b>	<b><u>(18,138)</u></b>

		For the six months ended 30 September	
		2024	2023
	Notes	HK\$'000	HK\$'000
<b>Loss for the period and total comprehensive loss for the period attributable to:</b>			
Owners of the Company		(11,429)	(18,092)
Non-controlling interests		<u>(250)</u>	<u>(46)</u>
		<u><b>(11,679)</b></u>	<u><b>(18,138)</b></u>
<b>Loss per share attributable to owners of the Company</b>			
Basic and diluted	7	<u>(HK2.20 cents)</u>	<u>(HK3.66 cents)</u>

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION**

		As at 30 September 2024 (Unaudited) <i>HK\$'000</i>	As at 31 March 2024 (Audited) <i>HK\$'000</i>
	<i>Notes</i>		
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	824	–
Goodwill		1,344	1,344
Interests in associates	9	–	–
Right-of-use assets		5,106	–
Deposits, prepayments, other receivables and other assets		1,080	39
Loans and advances to customers	11	15,986	21,512
		<b>24,340</b>	<b>22,895</b>
<b>Current assets</b>			
Inventories		8,105	8,539
Trade receivables	12	1,993	1,551
Deposits, prepayments, other receivables and other assets		18,647	22,283
Loans and advances to customers	11	17,427	19,999
Financial assets at fair value through profit or loss (“FVTPL”)	10	3,600	5,070
Cash and cash equivalents	13	5,655	4,913
		<b>55,427</b>	<b>62,355</b>
Asset held for sale		–	1,600
		<b>55,427</b>	<b>63,955</b>

	As at 30 September 2024 (Unaudited) <i>HK\$'000</i>	As at 31 March 2024 (Audited) <i>HK\$'000</i>
<i>Notes</i>		
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Trade and other payables	11,666	10,251
Contract liabilities	1,460	1,092
Lease liabilities	2,552	1,366
Borrowings	—	1,200
	<u>15,678</u>	<u>13,909</u>
<b>Net current assets</b>	<u>39,749</u>	<u>50,046</u>
<b>Total assets less current liabilities</b>	<u>64,089</u>	<u>72,941</u>
<b>Non-current liabilities</b>		
Lease liabilities	3,210	383
	<u>3,210</u>	<u>383</u>
<b>Net assets</b>	<u><u>60,879</u></u>	<u><u>72,558</u></u>
<b>EQUITY</b>		
<b>Equity attributable to owners of the Company</b>		
Share capital	14 5,186	5,186
Reserves	56,188	67,617
	<u>61,374</u>	<u>72,803</u>
<b>Non-controlling interests</b>	<u>(495)</u>	<u>(245)</u>
<b>Total equity</b>	<u><u>60,879</u></u>	<u><u>72,558</u></u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

*For the six months ended 30 September 2024*

	Equity attributable to the owners of the Company						Non- controlling interests	Total equity
	Share capital	Share premium	Accumulated losses	Capital reserves	Contributed surplus	Total		
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Balance at 1 April 2023	4,326	380,527	(388,393)	29,320	145,926	171,706	-	171,706
Loss for the period and total comprehensive loss for the period	-	-	(18,092)	-	-	(18,092)	(46)	(18,138)
Issue of new shares	860	16,340	-	-	-	17,200	-	17,200
Share issuance expenses	-	(1,699)	-	-	-	(1,699)	-	(1,699)
<b>Balance at 30 September 2023</b>	<b>5,186</b>	<b>395,168</b>	<b>(406,485)</b>	<b>29,320</b>	<b>145,926</b>	<b>169,115</b>	<b>(46)</b>	<b>169,069</b>
Balance at 1 April 2024	5,186	395,167	(502,796)	29,320	145,926	72,803	(245)	72,558
Loss for the period and total comprehensive loss for the period	-	-	(11,429)	-	-	(11,429)	(250)	(11,679)
<b>Balance at 30 September 2024</b>	<b>5,186</b>	<b>395,167</b>	<b>(514,225)</b>	<b>24,320</b>	<b>145,926</b>	<b>61,374</b>	<b>(495)</b>	<b>60,879</b>



**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF  
CASH FLOWS**

	For the six months ended 30 September	
	2024 (Unaudited) <i>HK\$'000</i>	2023 (Unaudited) <i>HK\$'000</i>
Net cash generated from/(used in) operating activities	1,393	(24,411)
Net cash generated from/(used in) investing activities	2,146	(8,113)
Net cash (used in)/generated from financing activities	<u>(2,797)</u>	<u>14,901</u>
Net increase/(decrease) in cash and cash equivalents	742	(17,623)
Cash and cash equivalents at the beginning of period	<u>4,913</u>	<u>25,820</u>
Cash and cash equivalents at the end of period	<u><u>5,655</u></u>	<u><u>8,197</u></u>
<b>Analysis of the balances of cash and cash equivalents</b>		
Short-term bank deposits and cash at bank, securities brokers and on hand	<u><u>5,655</u></u>	<u><u>8,197</u></u>

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## 1. Basis of preparation

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

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

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2024 are the same as those presented in the Group’s annual financial statements for the year ended 31 March 2024.

### Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 April 2024 for the preparation of the Group’s unaudited condensed consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

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

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

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

Revenue represents the aggregate of the net amounts received and receivable from third parties for the six months ended 30 September 2024. There is no seasonality and cyclicality of the operations of the Group. The performance obligation is part of a contract that has an original expected duration of one year or less. Disaggregation revenue from contracts with the customers are as follow:

	<b>For the six months ended 30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
<b>Revenue from contracts with customers not within the scope of HKFRS 15</b>		
Revenue from money lending	6,972	8,133
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>		
Sales of grocery products, coupons, frozen food and healthy products – retail and wholesale	<u>13,351</u>	<u>16,804</u>
	<u><b>20,323</b></u>	<u><b>24,937</b></u>
<b>Investment and other income</b>		
Bank interest income	–	156
Others	<u>62</u>	<u>582</u>
	<u><b>62</b></u>	<u><b>738</b></u>
<b>Other gains and losses, net</b>		
Gain/(loss) on disposal of property, plant and equipment, net	130	(381)
Exchange losses, net	–	(66)
Gains on disposal of financial assets at FVTPL	–	1
Fair value (losses)/gains of financial assets at FVTPL	(75)	1,383
Gain on disposal of subsidiary	–	328
Impairment loss of interests in associates	–	(1,662)
Others	<u>111</u>	<u>30</u>
	<u><b>166</b></u>	<u><b>(367)</b></u>

### 3. Segment information

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

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

For the six months ended 30 September 2024

(Unaudited)

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

### 3. Segment information (Continued)

For the six months ended 30 September 2023  
(Unaudited)

	Money lending <i>HK\$'000</i>	Retail and wholesale business <i>HK\$'000</i>	Total <i>HK\$'000</i>
<b>Segment revenue:</b>			
Revenue from external customers	<u>8,133</u>	<u>16,804</u>	<u>24,937</u>
Segment results	<u>2,286</u>	<u>(7,202)</u>	<u>(4,916)</u>
Unallocated head office corporate expenses			(13,075)
Investment and other income			738
Other gains and losses, net			(367)
Finance costs			(253)
Share of results of associates			<u>(265)</u>
Consolidated loss before tax			(18,138)
Income tax			<u>–</u>
Consolidated loss for the period			<u>(18,138)</u>

#### Geographical information

Revenue from external customers by geographical markets:

	<b>For the six months ended 30 September</b>	
	<b>2024</b>	<b>2023</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b><i>HK\$'000</i></b>	<b><i>HK\$'000</i></b>
Hong Kong	<u>20,323</u>	<u>24,937</u>

#### 4. Loss before tax

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

	For the six months ended	
	30 September	
	2024	2023
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Auditors' remuneration	440	433
Commission expenses	151	365
Operating leases payments in respect of land and buildings	96	605
Employee benefit expenses	6,855	9,897
Depreciation of property, plant and equipment	154	2,510
Depreciation of right-of-use assets	501	2,328
Carrying amount of inventories sold	10,422	13,219
Write-down of inventories	1,120	284
(Reversal of)/allowance for expected credit losses on trade receivable, net	(538)	11
Allowance for expected credit losses on loan & advance to customers, net	953	1,287
	<u>953</u>	<u>1,287</u>

#### 5. Income tax

	For the six months ended 30 September	
	2024	2023
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Current tax: Hong Kong – Charge for the period	<u>–</u>	<u>–</u>

No provision for Hong Kong Profits Tax has been made for the six months ended 30 September 2024 as the Group have no assessable profits for Hong Kong Profits tax purpose (six months ended 30 September 2023: Nil).

#### 6. Interim dividend

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

## 7. Loss per share

The calculation of basic and diluted loss per share for the six months ended 30 September 2024 is based on the loss attributable to shareholders of approximately HK\$11,429,000 (six months ended 30 September 2023: HK\$18,092,000) and the weighted average number of 518,644,031 ordinary shares in issue during the period (six months ended 30 September 2023: 494,206,873 shares).

## 8. Property, plant and equipment

	As at 30 September 2024 (Unaudited) <i>HK\$'000</i>	As at 31 March 2024 (Audited) <i>HK\$'000</i>
At beginning of the period/year	–	10,930
Additions	978	1,673
Disposal	(615)	(780)
Depreciation	(154)	(4,642)
Written back on disposals	615	52
Written off	–	(9,809)
Disposal of a subsidiary	–	(78)
Assets classified as held for sale	–	(1,600)
Impairment loss	–	(5,120)
Written back	–	9,374
	<u>824</u>	<u>–</u>

## 9. Interests in associates

	As at 30 September 2024 (Unaudited) <i>HK\$'000</i>	As at 31 March 2024 (Audited) <i>HK\$'000</i>
Unlisted shares, at cost	4,800	4,800
Share of post-acquisition profits	–	–
Less: impairment loss	(4,800)	(4,800)
	<u>–</u>	<u>–</u>

## 9. Interests in associates (Continued)

Particulars of the material associates as at 30 September 2024 and 31 March 2024 are as follows:

Name of associates	Class of shares held	Particulars of paid up capital	Proportion of ownership interest held by the Group				Principal activities	Place of incorporation and operations
			Directly	Indirectly	Directly	Indirectly		
			30 September 2024	30 September 2024	31 March 2024	31 March 2024		
			%	%	%	%		
Big Max Limited	Ordinary	HK\$100 (31 March 2024: HK\$100)	-	-	-	-	Operation of a restaurant	Hong Kong
Diamond Brave Limited	Ordinary	HK\$100 (31 March 2024: HK\$100)	-	-	-	-	Operation of a restaurant	Hong Kong
Sunshine Team Limited	Ordinary	HK\$100 (31 March 2024: HK\$100)	-	-	-	-	Operation of a restaurant	Hong Kong

The summarised financial information of the Group's associates extracted from their management accounts is as follows:

	For the six months ended 30 September	
	2024 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000
Total revenue	-	14,978
Total loss for the period	-	(1,337)
The Group's share of results of associates	-	(265)



## 10. Financial assets at fair value through profit or loss

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Listed equity securities (Note a)	–	1,470
Unlisted fund (Note b)	–	–
Film rights investments (Note c)	<u>3,600</u>	<u>3,600</u>
	<u><u>3,600</u></u>	<u><u>5,070</u></u>

*Note a:* The fair values of listed equity securities are determined based on the quoted market bid prices available on the relevant stock exchanges.

*Note b:* The fair value of the Group's interests in the fund is determined by reference to its net asset value per share, since the Group has the right to request for redemption of some or all of its interests in the fund at a redemption price, which equals to the net asset value, according to the private placing memorandum of the fund.

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

## 11. Loans and advances to customers

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Loans and advances to customers	116,663	130,933
Less: impairment allowances	<u>(83,250)</u>	<u>(89,422)</u>
Loans and advances to customers – net	<u><u>33,413</u></u>	<u><u>41,511</u></u>

Ageing analysis of loans and advances to customers:

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Analysed for reporting purpose as:		
Current portion	17,427	19,999
Non-current portion	<u>15,986</u>	<u>21,512</u>
	<u><u>33,413</u></u>	<u><u>41,511</u></u>

## 12. Trade receivables

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

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Within three months	1,993	1,217
Over three months	—	334
	<u>1,993</u>	<u>1,551</u>

## 13. Cash and cash equivalents

	As at 30 September 2024 (Unaudited) HK\$'000	As at 31 March 2024 (Audited) HK\$'000
Cash at banks, securities brokers and on hand	<u>5,655</u>	<u>4,913</u>

## 14. Share capital

	As at 30 September 2024 (Unaudited)		As at 31 March 2024 (Audited)	
	No. of shares	HK\$'000	No. of shares	HK\$'000
Authorized:				
Ordinary shares of HK\$0.01 each	<u>30,000,000,000</u>	<u>300,000</u>	<u>30,000,000,000</u>	<u>300,000</u>
		Par value of share		
		HK\$	No. of shares	HK\$'000
Issued and fully paid ordinary shares:				
As at 1 April 2023		0.01	432,644,031	4,326
Subscription of shares		0.01	86,000,000	860
			<u>518,644,031</u>	<u>5,186</u>
As at 31 March 2024, 1 April 2024 and 30 September 2024		<u>0.01</u>	<u>518,644,031</u>	<u>5,186</u>

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

## 15. Share option schemes

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

During the six months ended 30 September 2024, no share options were granted by the Company under the Share Option Scheme.

## 16. Contingent liabilities

As at 30 September 2024, the Company did not provide any corporate guarantee to third parties.

## 17. Transaction and balances with related parties

### Key management compensation

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

	For the six months ended 30 September	
	2024	2023
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Salaries, allowances and benefits in kind	1,878	2,217
Retirement benefit scheme contribution	45	51
	<u>1,923</u>	<u>2,268</u>

## 18. Fair value measurements of financial instruments

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

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

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

	Fair value	Level 1	Level 3
	HK\$'000	HK\$'000	HK\$'000
<b>As at 30 September 2024 (unaudited)</b>			
Financial assets at FVTPL			
- Listed equity securities	-	-	-
- Unlisted fund	-	-	-
- Film rights investment	<u>3,600</u>	-	<u>3,600</u>
<b>As at 31 March 2024 (audited)</b>			
Financial assets at FVTPL			
- Listed equity securities	1,470	1,470	-
- Unlisted fund	-	-	-
- Film rights investment	<u>3,600</u>	-	<u>3,600</u>

## 18. Fair value measurements of financial instruments (Continued)

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

During the six months ended 30 September 2024 and year ended 31 March 2024, there were no transfers between Level 1, Level 2 and Level 3. The Group's policy is to recognise transfers into and transfer out of Level 3 as of the date of the event or change in circumstances that caused the transfer.

	Fair value		Valuation technique and key input	Significant unobservable input
	30 September 2024 (Unaudited) HK\$'000	31 March 2024 (Audited) HK\$'000		
Financial assets at FVTPL (listed equity securities)	–	1,470	Quoted bid prices in an active market	N/A
Financial assets at FVTPL (unlisted fund)	–	–	Net asset value (note)	N/A
Financial assets at FVTPL (film rights investment)	3,600	3,600	Expected future cash flows are discounted at rates that reflect the weighted average cost of capital and addition intangible asset premium of the underlying investments.	N/A

*Note:* The unlisted fund is redeemable at a redemption price equals to the net asset value as stated in the monthly shareholder's statement issued by the fund administrator.

Reconciliation of Level 3 fair value measurement of financial assets

	<b>Financial assets at FVTPL HK\$'000</b>
At 1 April 2023 (audited)	31,617
Fair value change	<u>(76)</u>
At 30 September 2023 (unaudited)	<u><u>31,541</u></u>
At 1 April 2024 (audited)	–
Fair value change	<u>–</u>
At 30 September 2024 (unaudited)	<u><u>–</u></u>

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

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at 30 September 2024 and 31 March 2024.

**19. Comparative figures**

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

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

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

Due to the sluggish economy in Hong Kong and the weakened retail market as the growing trend of Hong Kong people travelling to Shenzhen and other Greater Bay Area cities during weekends and long holidays, the retail industry will continue to be under immense pressure due to the change in consumption trend of Hong Kong people.

In view of the increase of aging population and rising healthcare awareness of the public in Hong Kong, the Group continue to be optimistic on the outlook of the healthcare industry.

The Group has obtained a sole and exclusive right of distribution in Hong Kong and Macau and sales of products produced by FromBio Co., Ltd., which appointed a Korean superstar, Mr. Kim Soo-Hyun (金秀賢先生), as spokesman and brand ambassador in November 2024 to explore the Asia market.

FromBio Co., Ltd. is a company established in 2006 in Korea, which is a global health care company that creates value for improving the quality of life for the customers. The supplement products included liver health, intestinal health, eye health, joints and cartilage, stomach and intestine etc.

In addition, the Group also started to distribute its healthy products at one of the major chain stores in Hong Kong.

### Operation Review

Revenue for the six months ended 30 September 2024 (“Six-months Period”) was approximately HK\$20.3 million, and the corresponding period of last year was approximately HK\$24.9 million. The loss attributable to owners of the Company for the Six-months Period was approximately HK\$11.4 million and the loss of corresponding period in 2023 was HK\$18.1 million. The loss attributable was decreased due to the reduce in the administrative expenses.

#### *Money Lending Business*

The Group has actively participating in money lending business for more than ten years. A solid client base was built. For the Six-months Period, revenue for this segment under review was approximately HK\$7.0 million. It is expected to generate sustainable income in the coming future.

### *Retail and Wholesale Business*

The Group is operating several retail shops which located in Wanchai, Lai Chi Kok, Kowloon Bay, Kwai Chung and online business for the sales of grocery products. Beyond the general products like frozen food, the Group will focus more the in-house ready-to-eat products for the public. In addition, the Company will also introduce more healthcare products for improving the quality of life for pets and humanity.

Revenue for this segment for the six months ended 30 September 2024 was approximately HK\$13.4 million and the corresponding period in 2023 was of HK\$16.8 million.

### *Inventories, deposits, prepayments, other receivables and other assets*

During the period, the Group launched new product line for pets products and human supplement products. Therefore the Group purchased stocks of products for pets and humanity from suppliers which reflected in inventories and deposit for inventories purchase as at 30 September 2024.

### **Outlook**

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

## **CAPITAL STRUCTURE**

During the Six-months Period, there is no change of the capital structure of the Company. The issued share capital of the Company is 518,644,031 shares.

## **EVENT AFTER REPORTING PERIOD**

On 5 September 2024, the Company entered into the Subscription Agreements with six Subscribers (as amended and supplemented by the supplemental subscription agreements dated 6 September 2024) pursuant to which the Company has conditionally agreed to allot and issue and each of the six Subscribers have conditionally agreed to aggregate subscribe for 103,700,000 Subscription Shares at a New Subscription Price of HK\$0.021 per Subscription Share.

On 4 October 2024, the Company successfully allotted and issued a total of 103,700,000 Subscription Shares to the Subscribers. The gross proceeds and net proceeds from the Subscription are HK\$2,177,700 and approximately HK\$2.1 million, respectively, and the net New Subscription Price per Subscription Share is approximately HK\$0.021. The Company applied the net proceeds from the Subscription for general working capital of the Group.

## **LIQUIDITY AND FINANCIAL RESOURCES**

The Group generally financed its operations with internally generated cash flows. As at 30 September 2024, the Group had cash and cash equivalents of approximately HK\$5.7 million (31 March 2024: HK\$4.9 million).

As at 30 September 2024, the Group had no borrowing (31 March 2024: HK\$1.2 million) which were used to finance the operation of the Group.

As at 30 September 2024, the Group's gearing ratio, expressed as a percentage of total borrowings, less cash and cash equivalents then divided by total equity, was nil (31 March 2024: Nil).

## **CHARGES ON GROUP'S ASSET**

As at 30 September 2024, no financial instruments was pledged as collateral to securities brokers for margin financing granted to the Group and no margin financing was utilised by the Group (31 March 2024: HK\$1.2 million are secured by a property).

## **TREASURY POLICIES**

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

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

## **EMPLOYEES**

As at 30 September 2024, the Group had around 37 (30 September 2023: 57) full-time and part-time employees. The Group remunerates its employees based on their performance, experience and the prevailing commercial practice.

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

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



## INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2024 (six months ended 30 September 2023: Nil).

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

As at 30 September 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange were as follows:

Name	Capacity	Personal Interests	Approximate percentage to the issued share capital of the Company as at 30 September 2024
Mr. Chan Yan Tak ( <i>note</i> )	Interest of a controlled corporation	181,196,866	34.94%

*Note:*

1. Best Richest Management Company Limited is wholly and beneficiary owned by Mr. Chan Yan Tak, being the chairman, an executive Director and a controlling shareholder of the Company.

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

So far as known to the Directors, as at 30 September 2024, the Directors were not aware of any other person (other than the Directors and chief executive of the Company as disclosed above) who had an interests or short position in the shares or underlying shares or debentures of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

Name	No. of Shares	Approximate percentage to the issued share capital of the Company as at 30 September 2024
Best Richest Management Company Limited (Note 1)	181,196,866	34.94%
Mr. Cheng Sai Chit, Luke (Note 2)	79,050,000	15.24%

Notes:

1. Best Richest Management Company Limited is wholly and beneficiary owned by Mr. Chan Yan Tak (“Mr. Chan”), being the chairman, an executive Director and a controlling shareholder of the Company. Best Richest entered into a share charge over the shares and holds the shares as chargor.
2. Mr. Cheng Sai Chit, Luke (“Mr. Cheng”) is the brother-in-law of both Mr. Chan, being an executive Director and the chairman of the Company, and Mr. Lim Ming Shing, Tony, being an executive Director, and thus Mr. Cheng is a deemed connected person of the Company.

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

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

## **COMPETING INTEREST**

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

## **COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES**

Throughout the Six-months Period, the Company has complied with the code provisions (“Code”) set out in the Code on Corporate Governance Practices contained in Appendix 15 to the GEM Listing Rules.

## **AUDIT COMMITTEE**

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

## REVIEW OF INTERIM RESULTS

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

## REMUNERATION COMMITTEE

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

## NOMINATION COMMITTEE

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

## MODEL CODE FOR SECURITIES TRANSACTIONS

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

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

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

## LIST OF DIRECTORS

Mr. Chan Yan Tak	–	Chairman and Executive Director
Mr. Lim Ming Shing, Tony	–	Executive Director
Ms. Siu Yeuk Hung, Clara	–	Executive Director
Mr. Law Ka Kei	–	Executive Director
Mr. Lee King Fui	–	Independent Non-executive Director
Mr. Joseph Rodrick Law	–	Independent Non-executive Director
Ms. Ho Sau Ping, Pia	–	Independent Non-executive Director
Mr. Cheung Leung	–	Independent Non-executive Director

On behalf of the Board  
**Wisdomcome Group Holdings Limited**  
**Chan Yan Tak**  
*Chairman*

Hong Kong, 30 November 2024