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CHINA HEALTHWISE HOLDINGS LIMITED

中國智能健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2025

RESULTS

The board of directors (the “Board” or “Directors”) of China Healthwise Holdings Limited (the “Company”) hereby announces the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2025 together with the comparative figures for the year ended 31 December 2024 as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2025

	<i>Notes</i>	2025 HK\$'000	2024 HK\$'000
Revenue	3	99,564	113,575
Cost of sales		(66,102)	(76,226)
Gross profit		33,462	37,349
Other income, gains and losses, net	4	24,628	(10,481)
Selling and distribution expenses		(28,233)	(29,037)
General and administrative expenses		(21,630)	(26,414)
Finance costs	6	(13,828)	(8,299)
Reversal of/(provision for) impairment losses on financial assets, net		3,734	(2,350)
Impairment loss on right-of-use assets		(1,325)	(796)
Change in fair value of derivative financial assets		(100)	–
Loss before income tax	5	(3,292)	(40,028)
Income tax credit/(expense)	7	686	(253)
Loss for the year		(2,606)	(40,281)

	2025	2024
<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Other comprehensive (loss)/income, net of tax		
<i>Item that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising from translation of foreign operations	<u>(6)</u>	<u>3</u>
Other comprehensive (loss)/income for the year, net of tax	<u>(6)</u>	<u>3</u>
Total comprehensive loss for the year	<u>(2,612)</u>	<u>(40,278)</u>
Loss for the year attributable to owners of the Company	<u>(2,606)</u>	<u>(40,281)</u>
Total comprehensive loss attributable to owners of the Company	<u>(2,612)</u>	<u>(40,278)</u>
Loss per share attributable to owners of the Company		
— Basic and diluted	9	
	<u>(0.34) cents</u>	<u>(5.23) cent</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2025

	<i>Notes</i>	2025 HK\$'000	2024 <i>HK\$'000</i>
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		319	408
Right-of-use assets		5,765	6,963
Financial assets at fair value through profit or loss		567	576
Loan receivables	<i>10</i>	176	849
		6,827	8,796
Current assets			
Inventories		40,113	49,770
Trade and other receivables, deposits and prepayments	<i>11</i>	7,258	8,845
Derivative financial assets		2,100	2,200
Loan receivables	<i>10</i>	6,285	7,719
Financial assets at fair value through profit or loss		53,438	35,015
Cash and cash equivalents		9,186	9,701
		118,380	113,250
Current liabilities			
Trade and other payables and accrued charges	<i>12</i>	37,556	33,490
Lease liabilities		5,270	5,222
Borrowings		31,434	32,572
Tax payable		1,714	1,714
Convertible loan notes		15,458	–
Bonds payable		52,004	–
		143,436	72,998
Net current (liabilities)/assets		(25,056)	40,252
Total assets less current liabilities		(18,229)	49,048

	2025	2024
	HK\$'000	HK\$'000
Non-current liabilities		
Lease liabilities	1,965	2,644
Convertible loan notes	–	14,300
Bonds payable	–	49,000
Deferred tax liabilities	798	1,484
	<u>2,763</u>	<u>67,428</u>
Net liabilities	<u>(20,992)</u>	<u>(18,380)</u>
EQUITY		
Share capital	7,705	7,705
Reserves	(28,697)	(26,085)
	<u>(20,992)</u>	<u>(18,380)</u>
Capital deficiency	<u>(20,992)</u>	<u>(18,380)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

1. ORGANISATION AND OPERATIONS

China Healthwise Holdings Limited 中國智能健康控股有限公司 (the “Company”) is a limited liability company incorporated in the Cayman Islands. Its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is P.O. Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands, and the principal place of business of the Company is at Unit 1209, Shun Tak Centre, West Tower, 168–200 Connaught Road Central, Hong Kong.

The Company is an investment holding company and principally engaged in investment in financial instruments. Its subsidiaries (together with the Company referred to as the “Group”) are principally engaged in sale of Chinese health products, money lending business and investment in financial instruments.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company and all amounts are rounded to the nearest thousand (HK\$’000) except otherwise indicated.

Going concern

The Group incurred a net loss of approximately HK\$2,606,000 for the year ended 31 December 2025 and, as of that date, the Group had net liabilities of approximately HK\$20,992,000. Its current borrowings (included convertible loan notes and bonds payable) amounted to approximately HK\$98,896,000 as at 31 December 2025, while its cash and cash equivalents amounted to approximately HK\$9,186,000 only.

In view of such circumstances, the Directors have given careful consideration to the future liquidity, operating performance of the Group, and are of the opinion that the cash flow generated from operating activities of the Group will be able to meet the funding needs of operations and repay the outstanding interest bearing borrowings and liabilities. In order to improve the Group’s financial position, the Directors have been implementing various measures as follows:

- i. taking active measures to collect loan receivables to improve operating cash flows and its financial position;
- ii. reviewing its investments and actively considering to realise certain financial assets at fair value through profit or loss, in order to enhance the cash flow position of the Group whenever it is necessary;
- iii. implementing an active cost-saving measures to control administrative costs through various ways to improve operating cash flows at a level sufficient to finance the working capital requirements of the Group; and
- iv. actively negotiating with the bond holder and finance company to secure the renewals of the Group’s bonds and borrowings to meet its financial obligations when they fall due.

The Directors have carried out detail review on the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from the end of the reporting period. In preparing the cash flow forecast, the Directors have considered historical cash requirements of the Group as well as other key factors, including the availability of the loan finance which may impact the operations of the Group during the next twelve-month period. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the end of the reporting period. Accordingly, the Directors are of the opinion that it is appropriate to prepare the consolidated financial statements for the year ended 31 December 2025 on a going concern basis.

However, there are inherent uncertainties associated with the future outcomes of the above measures and these indicate the existence of material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Whether the Group will be able to continue as a going concern will depend upon the following:

- (i) whether the Group is able to collect the outstanding loan receivables so as to improve operating cash flows;
- (ii) whether the Group is able to speed up the possible disposal of certain financial assets at fair value through profit or loss to enhance the cash flow position;
- (iii) whether the Group is able to implement further cost control measures on capital investment, production and administrative operations to reduce overall operating costs of the Group; and
- (iv) whether the Group is able to secure the renewals of the bonds and borrowings to meet its financial obligations when they fall due.

Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

(a) Amendments to an HKFRS Accounting Standard that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to an HKFRS Accounting Standard issued by the Hong Kong Institute of Certified Public Accountants for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2025 for the preparation of the consolidated financial statements:

Amendments to HKAS 21	Lack of Exchangeability
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The application of the amendments to an HKFRS Accounting Standard in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

(b) New and amendments to HKFRS Accounting Standards that have been issued but not yet effective

The Group has not early applied the following new and amendments to HKFRS Accounting Standards that have been issued but are not yet effective:

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards — Volume 11 ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2026.

³ Effective for annual periods beginning on or after 1 January 2027.

The Directors anticipate that the application of all new and amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

3. REVENUE AND SEGMENT REPORTING

An analysis of the Group's revenue from its principal activities for the year is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Revenue from contracts with customers within the scope of HKFRS 15:		
Trading of		
— Chinese health products	<u>99,200</u>	<u>112,832</u>
Revenue from other sources:		
— Money lending business	613	1,131
— Investment in financial instruments	<u>(249)</u>	<u>(388)</u>
	<u>364</u>	<u>743</u>
	<u><u>99,564</u></u>	<u><u>113,575</u></u>
Disaggregation of revenue from contracts with customers		
Timing of revenue recognition from contracts with customers		
— At a point in time	<u>99,200</u>	<u>112,832</u>

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker (the “CODM”) that are used to make strategic decisions.

The Group has three reportable and operating segments. The segments are managed separately as each business offers different products and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Chinese health products: sale of Chinese health products
- Money lending business: granting loans
- Investment in financial instruments: investing in financial instruments

Segment revenue represents revenue generated from external customers. There were no inter-segment sales in both years. Corporate income and expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit or loss that is used by the CODM for assessment of segment performance.

(a) Segment revenue and results

Year ended 31 December 2025

	Chinese health products <i>HK\$'000</i>	Money lending business <i>HK\$'000</i>	Investment in financial instruments <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customers	<u>99,200</u>	<u>613</u>	<u>(249)</u>	<u>99,564</u>
Segment (loss)/profit before income tax	<u>(7,476)</u>	<u>(1,426)</u>	<u>22,798</u>	<u>13,896</u>

Year ended 31 December 2024

	Chinese health products <i>HK\$'000</i>	Money lending business <i>HK\$'000</i>	Investment in financial instruments <i>HK\$'000</i>	Total <i>HK\$'000</i>
Revenue from external customers	<u>112,832</u>	<u>1,131</u>	<u>(388)</u>	<u>113,575</u>
Segment loss before income tax	<u>(6,049)</u>	<u>(10,162)</u>	<u>(6,410)</u>	<u>(22,621)</u>

		2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Reportable segment profit/(loss)		13,896	(22,621)
Loss on substantial modification of convertible loan notes		–	(6,300)
Change in fair value of derivative financial assets		(100)	–
Unallocated finance costs		(9,624)	(4,399)
Unallocated corporate expenses			
— Staff costs		(5,491)	(2,581)
— Legal and professional fee		(284)	(448)
— Others		(1,689)	(3,679)
Consolidated loss before income tax		<u>(3,292)</u>	<u>(40,028)</u>

(b) **Segment assets and liabilities**

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

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Segment assets		
— Chinese health products	62,539	75,206
— Money lending business	6,495	8,760
— Investment in financial instruments	54,005	35,591
	<hr/>	<hr/>
Segment assets	123,039	119,557
Unallocated corporate assets		
— Cash and cash equivalents	68	138
— Derivative financial assets	2,100	2,200
— Other (<i>Note</i>)	–	151
	<hr/>	<hr/>
Consolidated total assets	<u>125,207</u>	<u>122,046</u>
	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Segment liabilities		
— Chinese health products	44,429	45,314
— Money lending business	4,251	806
— Investment in financial instruments	17,338	20,586
	<hr/>	<hr/>
Segment liabilities	66,018	66,706
Unallocated corporate liabilities		
— Convertible loan notes	15,458	14,300
— Bonds payable	52,004	49,000
— Others (<i>Note</i>)	12,719	10,420
	<hr/>	<hr/>
Consolidated total liabilities	<u>146,199</u>	<u>140,426</u>

Note: Other unallocated corporate assets and liabilities include certain other receivables, deposits and prepayments, certain other payables and accrual charges and deferred tax liabilities.

(c) Other segment information included in segment results or segment assets

Year ended 31 December 2025

	Chinese health products <i>HK\$'000</i>	Money lending business <i>HK\$'000</i>	Investment in financial instruments <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Interest expenses	(2,677)	–	(1,527)	(9,624)	(13,828)
Depreciation of property, plant and equipment	(180)	–	–	–	(180)
Depreciation of right-of-use assets	(6,226)	–	–	–	(6,226)
Impairment loss on right-of-use assets	(1,325)	–	–	–	(1,325)
Reversal of impairment losses on financial assets, net	572	3,162	–	–	3,734
Fair value gain on financial assets at fair value through profit or loss (“FVTPL”), net	–	–	24,606	–	24,606
Change in fair value of derivative financial assets	–	–	–	(100)	(100)
Employee costs (including directors’ remuneration)	(17,833)	(4,662)	–	(5,491)	(27,986)
Additions to property, plant and equipment	93	–	–	–	93
Additions to right-of-use assets	6,353	–	–	–	6,353
Other segment information regularly provided to CODM:					
Income tax credit	–	–	–	686	686

Year ended 31 December 2024

	Chinese health products <i>HK\$'000</i>	Money lending business <i>HK\$'000</i>	Investment in financial instruments <i>HK\$'000</i>	Unallocated <i>HK\$'000</i>	Total <i>HK\$'000</i>
Interest expenses	(2,095)	–	(1,805)	(4,399)	(8,299)
Depreciation of property, plant and equipment	(329)	–	–	–	(329)
Depreciation of right-of-use assets	(6,841)	–	–	–	(6,841)
Impairment loss on right-of-use assets	(796)	–	–	–	(796)
Impairment losses on financial assets, net	–	(2,350)	–	–	(2,350)
Fair value loss on financial assets at FVTPL, net	–	–	(4,187)	–	(4,187)
Employee costs (including directors' remuneration)	(19,408)	(6,977)	–	(2,581)	(28,966)
Additions to property, plant and equipment	257	–	–	–	257
Additions to right-of-use assets	7,098	–	–	–	7,098
Other segment information regularly provided to CODM:					
Income tax credit/(expense)	–	–	1,061	(1,314)	(253)

(d) Geographical information

Information about the Group's revenue from external customers and non-current assets by geographical region, according to location of operations or the location which the products are delivered and the location of assets, is as follows:

	Revenue		Non-current assets	
			<i>(Note (i))</i>	
	2025	2024	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong <i>(Note (ii))</i>	99,564	113,575	6,084	7,371

Note:

(i) Excluding financial instruments.

(ii) Revenue from interest income and sale of financial instruments are disclosed by location of operations.

(e) Information on major customers:

No external customer contributed 10% or more to the Group's revenue for both years.

4. OTHER INCOME, GAINS AND LOSSES, NET

	2025	2024
	<i>HK\$'000</i>	<i>HK\$'000</i>
Fair value gain/(loss) on financial assets at FVTPL, net	24,606	(4,187)
Loss on substantial modification of convertible loan notes	–	(6,300)
Loss on written off of property, plant and equipment	(2)	(2)
Others	24	8
	24,628	(10,481)

5. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Cost of inventories sold	61,498	70,759
Auditors' remuneration	900	900
Depreciation of property, plant and equipment	180	329
Depreciation of right-of-use assets	6,226	6,841
Employee costs (excluding directors' emoluments)	19,237	19,875
Directors' emoluments	8,749	9,091
Short-term leases expenses	510	1,690
	<u>61,498</u>	<u>70,759</u>

6. FINANCE COSTS

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Interest on borrowings	3,387	3,218
Interest on lease liabilities	817	682
Interest on convertible loan notes	2,169	4,399
Interest on bonds payable	7,455	–
	<u>13,828</u>	<u>8,299</u>

7. INCOME TAX CREDIT/(EXPENSE)

Hong Kong Profits Tax is calculated at 8.25% on the estimated assessable profits up to HK\$2,000,000 and 16.5% on any part of the estimated assessable profits over HK\$2,000,000. No Hong Kong Profits Tax was provided for the Company's subsidiaries in Hong Kong for both years as they either did not derive any assessable profits from Hong Kong or had estimated tax losses brought forward to offset against the estimated assessable profits.

Under the Law of the People's Republic of China (the "PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% for both years.

No Enterprise Income Tax has been provided as the Company's subsidiary in the PRC did not derive any assessable profits from the PRC for both years.

The amount of income tax expense in the consolidated statement of profit or loss and other comprehensive income represents:

	2025	2024
	HK\$'000	HK\$'000
Hong Kong Profits Tax		
— Over-provision in respect of prior years	—	(1,061)
Deferred tax		
— (Credit)/charge for the year	<u>(686)</u>	<u>1,314</u>
Income tax (credit)/expense	<u><u>(686)</u></u>	<u><u>253</u></u>

8. DIVIDENDS

The directors do not recommend any dividend in respect of the year ended 31 December 2025 (2024: Nil).

9. LOSS PER SHARE

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

	2025	2024
	HK\$'000	HK\$'000
Loss for the year attributable to owners of the Company used in the basic and diluted loss per share calculations	<u><u>(2,606)</u></u>	<u><u>(40,281)</u></u>
	2025	2024
Number of shares		
Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	<u><u>770,480,836</u></u>	<u><u>770,480,836</u></u>

The computation of diluted loss per share for both years does not assume the conversion of the Company's outstanding convertible loan notes since their assumed exercise would result in a decrease in loss per share.

10. LOAN RECEIVABLES

The carrying amount of loan receivables from money lending business of the Group was as follows:

	2025	2024
	HK\$'000	HK\$'000
Loan receivables arising from money lending business	303,386	308,655
Less: allowance for expected credit losses ("ECL"), net (<i>Note</i>)	(296,925)	(300,087)
	6,461	8,568

Note:

	2025	2024
	HK\$'000	HK\$'000
Accumulated allowance for ECL as at 1 January	300,087	294,218
(Reversal of allowance)/allowance for ECL recognised, net	(3,162)	2,350
Unwinding of discount	–	3,519
Accumulated allowance for ECL as at 31 December	296,925	300,087

As at 31 December 2025 and 2024, loan receivables are unsecured, interest-bearing ranging from 8%–13% per annum.

The maturity profile of the loan receivables, net of allowance for ECL, if any, at the end of the reporting period, analysed by the remaining period to its contracted maturity, is as follows:

	2025	2024
	HK\$'000	HK\$'000
Within 1 year	6,285	7,719
Over 1 year	176	849
	6,461	8,568

Included in the loan receivables is a loan to the ultimate holding Company of a substantial shareholder of the Company amounted to approximately HK\$5,610,000 (31 December 2024: HK\$7,092,000).

11. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

The carrying amounts of trade and other receivables, deposits and prepayments are as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade receivables	2,391	4,680
Less: allowance for ECL on trade receivables	<u>(4)</u>	<u>(616)</u>
	2,387	4,064
Prepayments	1,339	1,347
Deposits and other receivables	5,478	5,340
Less: allowance for ECL on other receivables	<u>(1,946)</u>	<u>(1,906)</u>
	7,258	8,845

The ageing analysis of the trade receivables, net of allowance for ECL, based on invoice dates as of the end of reporting period, is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0–90 days	2,387	4,060
91–180 days	<u>–</u>	<u>4</u>
	2,387	4,064

The Group's sales are on open account terms. Credit terms are reviewed on a regular basis. The normal credit terms range from 30 to 90 days (2024: 30 to 90 days) but business partners with strong financial backgrounds may be offered longer credit terms.

12. TRADE AND OTHER PAYABLES AND ACCRUED CHARGES

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
Trade payables	16,188	18,069
Other payables and accrued charges	21,368	15,421
	<u>37,556</u>	<u>33,490</u>

The ageing analysis of trade payables, based on invoice dates as of the end of reporting period, is as follows:

	2025 <i>HK\$'000</i>	2024 <i>HK\$'000</i>
0–90 days	16,049	17,930
91–180 days	–	–
181–365 days	–	–
Over 365 days	139	139
	<u>16,188</u>	<u>18,069</u>

13. EVENTS AFTER THE REPORTING PERIOD

- (1) During the period from 5 January 2026 to 6 January 2026, Future Empire Limited, an indirect wholly-owned subsidiary of the Company was notified by its securities brokerage company that, the securities brokerage company has forced sale an aggregate of 2,646,000 shares of Yunfeng Financial Group Limited, a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange under stock code: 376, for a total consideration of approximately HK\$9,200,000 before transaction cost (the “Forced Sale”). Upon completion of the Forced Sale, the outstanding balance owing to the securities brokerage company is nil.

Details are set out in the announcements of the Company dated 7 January 2026 and 11 February 2026.

- (2) On 20 March 2026, Good Cheer Global Limited (“Good Cheer Global”), an indirectly wholly-owned subsidiary of the Company, as lender, entered into a supplemental agreement (the “Supplemental Agreement”) with Eternity Investment Limited (“Eternity”), an exempted company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange under stock code: 764, as borrower, to (1) extend the repayment date of the revolving loan facilities up to HK\$9 million granted under the loan agreement entered by Good Cheer Global and Eternity on 22 March 2023 (amended and supplemented by supplemental agreements dated 26 February 2024 and 21 March 2025) (the “Loan Agreement”), for twelve (12) months from 21 March 2026 to 21 March 2027 (the “Facilities Extension”), and (2) adjust the interest rate under the Loan Agreement from Hong Kong Dollar Best Lending Rate plus 3% per annum to a fixed rate of 10% per annum (the “Interest Rate Adjustment”). Saved as the Facilities Extension and Interest Rate Adjustment, the principal terms and conditions of the Loan Agreement remain in full force and effect.

Eternity is a substantial shareholder of the Company, which is a connected person of the Company as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). The provision of financial assistance upon signing the Supplemental Agreement constitutes a connected transaction and a discloseable transaction under the Listing Rules.

Details are set out in the announcement of the Company dated 20 March 2026.

EXTRACT OF THE INDEPENDENT AUDITORS' REPORT

The section below set out an extract of the independent auditors' report regarding the consolidated financial statements of the Group for the year ended 31 December 2025.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 3 in the consolidated financial statements, which indicates that the Group incurred a net loss of approximately HK\$2,606,000 for the year ended 31 December 2025 and, as of that date, the Group had net liabilities of approximately HK\$20,992,000. Its current borrowings (included convertible loan notes and bonds payable) amounted to approximately HK\$98,896,000 as at 31 December 2025, while its cash and cash equivalents amounted to approximately HK\$9,186,000 only. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

CORPORATE INFORMATION

The principal place of business of the Company in Hong Kong is Unit 1209, Shun Tak Centre, West Tower, 168–200 Connaught Road Central, Hong Kong and the telephone numbers and the website of the Company are (852) 2268 8248 and www.healthwisehk.com.

RESULTS

The Company hereby announces its annual results for the year ended 31 December 2025 (the “Reporting Year” or “FY25”). For the Reporting Year, the Group's turnover decreased by approximately (“approx.”) 12% to approx. HK\$99.6 million, compared with approx. HK\$113.6 million for the year ended 31 December 2024 (the “FY24” or “Corresponding Year”).

Gross profit margin for the Reporting Year was approx. 34% compared to approx. 33% in the Corresponding Year. Overall, loss attributable to owners of the Company was approx. HK\$2.6 million compared to approx. HK\$40.3 million in the Corresponding Year. The Directors do not recommend the payment of any dividend for the year ended 31 December 2025 (FY24: Nil).

BUSINESS REVIEW

During the Reporting Year, revenue decreased mainly due to (1) the decrease in revenue from the Chinese health products segment from approx. HK\$112.8 million for FY24 to approx. HK\$99.2 million for the Reporting Year.

No significant changes in revenue from the Group's investment in financial instruments segment and the money lending segment.

The Group recorded a decrease in loss for the year ended 31 December 2025 amounted to approx. HK\$37.7 million as compared to the Corresponding Year. The decrease in loss was mainly due to (1) an unrealised fair value gain on financial assets at fair value through profit or loss ("FVTPL") of approx. HK\$24.6 million was recognised for the Reporting Year, as compared to an unrealised fair value loss of approx. HK\$4.2 million for the Corresponding Year; and (2) a reversal of impairment loss was recognised under the expected credit loss ("ECL") model in respect of the Group's loan receivables and trade and other receivables of approx. HK\$3.7 million for the Reporting Year, as compared to an impairment loss of approx. HK\$2.4 million for the Corresponding Year.

Chinese Health Products

Chinese health products business engaged in the sales of Chinese and other pharmaceutical products, health products, ginseng and dried seafood products to wholesaler and retailer. Nam Pei Hong Sum Yung Drugs Company Limited, one of our subsidiaries, engages in the business of trading and retail of "Sum Yung" (參茸) and dried seafood products since 1977 and the brand name of "Nam Pei Hong" (南北行) is highly recognised in Hong Kong and Southern Mainland China.

During the Reporting Year, this segment had contributed revenue of approx. HK\$99.2 million (FY24: HK\$112.8 million) and segment loss (before taxation) of approx. HK\$7.5 million (FY24: HK\$6.0 million). As at 31 December 2025, there were 9 (31 December 2024: 10) retail shops of Nam Pei Hong.

The decrease in revenue and increase in segment loss (before taxation) from the Chinese health products business during FY25 was mainly attributable to the continuous challenging economic environment, particularly within the local retail sector, throughout the Reporting Year. This situation has significantly altered consumer spending patterns. Consumers today are increasingly budget-conscious and prioritise cost-effectiveness. As a result, a growing number of Hong Kong residents are shifting their spending to Mainland China. This shift has adversely affected the Group's Chinese health products business.

Money Lending

During the Reporting Year, the Group's money lending business generated interest income on loans amounting to approx. HK\$0.6 million (FY24: HK\$1.1 million), and reported a segment loss (before taxation) of approx. HK\$1.4 million (FY24: HK\$10.2 million). The decrease in interest income was mainly because most of the Group's loan receivables were being classified to stage 3 (credit-impaired) in previous years and ceased to generate interest income for the Reporting Year. Conversely, the decrease in segment loss (before taxation) was mainly attributable to the decrease in impairment loss recognised under the ECL model in respect of the Group's loan receivables during FY25, of which a reversal of impairment loss, net, amounted to approx. HK\$3.2 million was recognised (FY24: impairment loss, net, of HK\$2.4 million). Loan receivables with an aggregate outstanding amount of approx. HK\$296.9 million were impaired under the ECL model as at 31 December 2025 (31 December 2024: HK\$300.1 million), representing approx. 98% to the gross outstanding balance of the loan receivables (before any recognition of ECL) as at 31 December 2025 (31 December 2024: 97%).

During FY25, the Group did not grant any new loan to any new customer but extended the final repayment date of a revolving loan facility granted to a customer, the ultimate holding company of a substantial shareholder of the Company, with the loan facility principal amount of HK\$9 million, details were set out in the announcements of the Company dated 22 March 2023, 26 February 2024, 21 March 2025 and 29 April 2025. During the Reporting Year, the Group's customers made repayment of the loan principals and interests amounted to approx. HK\$7.2 million to the Group whereas approx. HK\$1.3 million drawings were made to the ultimate holding company of a substantial shareholder of the Company under the revolving loan facility.

At 31 December 2025, eleven (31 December 2024: eleven) loans remained outstanding, in which (i) two (31 December 2024: two) loan receivables with the aggregate gross balance of approx. HK\$6.7 million (31 December 2024: HK\$8.9 million) were classified under stage 1 (initial recognition), and (ii) nine (31 December 2024: nine) loan receivables with the aggregate gross balance of approx. HK\$296.6 million (31 December 2024: HK\$299.7 million) were classified under stage 3 (credit-impaired).

During FY25, none of the loan receivable with any gross balance was transferred from stage 1 (initial recognition) to stage 2 (significant increase in credit risk) or stage 3 (credit-impaired) (FY24: one of the loan receivables with gross balance of HK\$6.3 million was transferred from stage 1 (initial recognition) to stage 3 (credit-impaired)).

At the end of the Reporting Year, the Directors performed an impairment assessment on the Group's loan receivables with reference to a valuation prepared by an independent professional valuer. The valuation measured impairment on loan receivables using the "expected credit loss model" established by Hong Kong Financial Reporting Standard ("HKFRS") 9 Financial Instruments.

Based on the impairment assessment, a total of approx. HK\$296.9 million accumulated ECL on loan receivables, net, was recognised as at 31 December 2025 (31 December 2024: HK\$300.1 million). Out of the total accumulated ECL, net, approx. HK\$0.3 million (31 December 2024: HK\$0.4 million) was recognised for loan receivables classified under stage 1 (initial recognition), nil (31 December 2024: nil) was recognised for loan receivables classified under stage 2 (significant increase in credit risk) and approx. HK\$296.6 million (31 December 2024: HK\$299.7 million) was recognised for loan receivables classified under stage 3 (credit-impaired) as at 31 December 2025.

Accumulated ECL recognised in respect of the Group's loan receivables, net, decreased from approx. HK\$300.1 million as at 31 December 2024 to approx. HK\$296.9 million as at 31 December 2025, mainly attributable to the enhanced credit risk profile of a customer under the ECL assessment with partial repayments made during FY25 for loan receivables previously impaired.

At 31 December 2025, the Group's loan receivables, together with accrued interest receivables (after accumulated allowance for ECL), amounted to approx. HK\$6.5 million (31 December 2024: approx. HK\$8.6 million).

Investment in Financial Instruments

During FY25, the Group's investment in financial instruments business reported a segment gain (before taxation) of approx. HK\$22.8 million (FY24: loss of HK\$6.4 million) mainly arising from the net effect of (i) net gain of change in fair value of financial assets at FVTPL amounted to approx. HK\$24.6 million (FY24: net loss of HK\$4.2 million), (ii) realised loss recognised upon disposal of financial assets at FVTPL amounted to approx. HK\$0.2 million (FY24: HK\$0.4 million), and (iii) the finance costs attributable to the Group's investment activities during the Reporting Year amounted to approx. HK\$1.6 million (FY24: HK\$1.8 million).

Movements in the listed and unlisted equities held by the Group during the year ended 31 December 2025 and 2024 are as follows:

	Audited 31 December 2025 <i>HK\$'000</i>	Audited 31 December 2024 <i>HK\$'000</i>
At beginning of year	35,591	40,420
Acquisitions	–	1,866
Gain/(loss) arising on change in fair value	24,606	(4,187)
Disposals	(6,192)	(2,508)
	<hr/> 54,005 <hr/>	<hr/> 35,591 <hr/>
At end of year		

Details of certain significant Hong Kong listed equities held by the Group at 31 December 2025 are as follows:

Name of Hong Kong listed equities	Principal activities	Cost of shares at 31 December 2025 <i>HK\$'000</i>	Number of shares held at 31 December 2025 <i>'000</i>	Fair value at 31 December 2025 <i>HK\$'000</i>	Percentage of fair value as compared to the consolidated total assets of the Group at 31 December 2025	Fair value gain/(loss) recognised during the year ended 31 December 2025 <i>HK\$'000</i>	Percentage of shareholding held by the Group at 31 December 2025
Huanxi Media Group Limited (stock code: 1003)	Media and entertainment related businesses, including development and investment in film and TV programmes rights, as well as operation of an online video platform.	26,383	15,790	5,053	4%	(2,290)	0.43%
Ocean Line Port Development Limited (stock code: 8502)	An inland terminal operator in the PRC and is principally engaged in the provision of port logistic services (including uploading and unloading of cargoes, bulk cargo handling services, container handling, storage and other services).	8,400	31,588	9,792	8%	790	3.95%
Yunfeng Financial Group Limited (stock code: 376)	Life insurance and other financial businesses including subscription fees and management fees for products launched, platform fees for distribution of third-parties products, administration fee for employees stock ownership plan management services and brokerage commission income etc..	33,795	6,962	22,000	18%	14,759	0.17%
WellCell Holdings Co., Limited (stock code: 2477)	Provision of wireless telecommunication network enhancement services, telecommunication network infrastructure maintenance and engineering services, information and communication technology integration services; telecommunication network-related software development and related services; and sales of software.	1,866	1,200	16,080	13%	12,228	0.12%

Details of certain significant Hong Kong listed equities held by the Group at 31 December 2024 are as follows:

Name of Hong Kong listed equities	Principal activities	Cost of	Number of	Fair value at	Percentage of	Fair value	Percentage of
		shares at	shares held at	31 December	the consolidated	gain/(loss)	shareholding
		31 December	31 December	31 December	total assets of	recognised	held by
		2024	2024	2024	the Group at	during the	the Group at
		HK\$'000	'000	HK\$'000	31 December	year ended	31 December
					2024	2024	2024
Huanxi Media Group Limited (stock code: 1003)	Media and entertainment related businesses, including development and investment in film and TV programmes rights, as well as operation of an online video platform.	32,057	19,650	9,137	7%	(4,028)	0.54%
Ocean Line Port Development Limited (stock code: 8502)	An inland terminal operator in the PRC and is principally engaged in the provision of port logistic services (including uploading and unloading of cargoes, bulk cargo handling services, container handling, storage and other services).	8,400	31,588	9,003	7%	(1,895)	3.95%
Yunfeng Financial Group Limited (stock code: 376)	Life insurance and other financial businesses including subscription fees and management fees for products launched, platform fees for distribution of third-parties products, administration fee for employees stock ownership plan management services and brokerage commission income etc..	34,959	7,206	7,494	6%	288	0.19%

The Group had made investments with a short to long term perspective with the objective of making capital gain as well as income from dividend. The Group invested in a diversified portfolio of listed equity securities in various industries. The Directors believe that the future performance of the Hong Kong listed equities held by the Group is largely affected by economic factors, investor sentiment, demand and supply balance of an investee company's shares and fundamentals of an investee company, such as investee company's news, business fundamentals and development, financial performance and future prospects. Accordingly, the Directors closely monitor the above factors, particularly the fundamentals of each individual investee company in the Group's equity portfolio, and proactively adjust the Group's equity portfolio mix in order to improve its performance.

FINANCIAL REVIEW

During the Reporting Year, the Group recorded a decrease in revenue for approx. 12% from approx. HK\$113.6 million for the year ended 31 December 2024 to approx. HK\$99.6 million for the year ended 31 December 2025. The decrease was mainly due to the decrease in revenue from the Chinese health products segment from approx. HK\$112.8 million for FY24 to approx. HK\$99.2 million for the Reporting Year. No significant changes in revenue from the Group's investment in financial instruments segment and the money lending segment.

Cost of goods sold ("COGS") represent the cost of Chinese health products sold. COGS decreased by approx. 13% from approx. HK\$76.2 million for FY24 to approx. HK\$66.1 million for FY25. The decrease in COGS in line with the approx. 12% decrease in revenue from the Chinese health products business.

The gross profit decreased to approx. HK\$33.5 million for the Reporting Year versus approx. HK\$37.3 million for FY24. Gross profit margin recorded a slight increase for the Reporting Year at approx. 34% as compared to approx. 33% for FY24. The slight increase in gross profit margin was contributed by a favorable change in the product mix of Chinese health products sold.

Other income, gains and losses, net, for the year ended 31 December 2025 recorded a gain of approx. HK\$24.6 million (FY24: loss of HK\$10.5 million), which is mainly represented by the fair value gain on financial assets at FVTPL of approx. HK\$24.6 million (FY24: loss of HK\$4.2 million) and the loss on substantial modification of convertible loan notes of nil (FY24: HK\$6.3 million).

Selling and distribution expenses for the year ended 31 December 2025 slightly decreased to approx. HK\$28.2 million, representing a decrease of approx. 3% against approx. HK\$29.0 million in the Corresponding Year. The decrease in selling and distribution expenses was mainly due to cost-control measures implemented across promotional activities during the Reporting Year, such as shifting from broad offline promotions to more targeted and cost-efficient online advertising and events.

General and administrative expenses for the year ended 31 December 2025 amounted to approx. HK\$21.6 million (FY24: HK\$26.4 million). The decrease in general and administrative expenses was mainly due to the cost saving measures implemented during the Reporting Year.

Finance costs for the years ended 31 December 2025 and 2024 represented interest expenses on borrowings, lease liabilities, bonds payables and convertible loan notes in aggregate amounted to approx. HK\$13.8 million and approx. HK\$8.3 million respectively. The increase in amount was mainly due to 15% effective interest rate per annum was adopted to calculate the interest on the 2024 Bonds (defined in section headed “Group Resources and Liquidity”), whereas effective interest rate of 8% per annum was adopted in the Corresponding Year for the calculation of the interests on the 2018 Convertible Bonds (defined in section headed “Group Resources and Liquidity”).

Reversal of/(provision for) impairment losses on the Group’s financial assets, net, provided for the years ended 31 December 2025 and 2024 amounted to a reversal of impairment loss of approx. HK\$3.7 million and an impairment loss of approx. HK\$2.4 million, respectively. Impairment assessment on the Group’s loan receivables and trade and other receivables was performed by the Directors at the end of the Reporting Year using the “expected credit loss model” established by HKFRS 9 Financial Instruments. A reversal of impairment loss was recognised during the FY25, which is mainly attributable to the improved credit risk profile of a customer under the ECL assessment with partial repayments made during the Reporting Year for loan receivables previously impaired.

Impairment loss on right-of-use assets for the year ended 31 December 2025 amounted to approx. HK\$1.3 million (FY24: 0.8 million) resulting from certain loss-making shops operated by the Group.

Change in fair value of derivative financial assets amounted to a loss of approx. HK\$0.1 million for the year ended 31 December 2025 (FY24: nil) represented the change in fair value of the Group’s derivative financial asset derived from the redemption right under the convertible loan notes, which was initially recognised as a separate derivative financial asset, with any subsequent changes in fair value recognised through profit or loss.

All in all, the Group recorded a loss attributable to shareholders of approx. HK\$2.6 million in the Reporting Year compared to approx. HK\$40.3 million in FY24.

PLANS AND PROSPECTS

Chinese Health Products

Year 2025 was a challenging year for the Group’s Chinese health products business. Despite the overall economy showed signs of improvement, the retail sector did not experience a corresponding recovery. Operating conditions remained difficult, particularly for physical stores, where major costs such as rent and labour costs remained elevated and inflexible. Changes in tourists’ consumption patterns and preferences, combined with the northbound travel trend and outbound tourism, created dual pressures on the Group’s Chinese health products business.

The Group operated 9 stores as at 31 December 2025. The sales of high-end products, including cordyceps sinensis (冬蟲夏草), bird's nest (燕窩), American ginseng (花旗參), dendrobium (石斛), and fish maw (花膠), record a year-to-year declines ranging from approx. 6% to 20%, reflecting a contraction in the high-end consumer base. Furthermore, impacted by the northbound consumption trend among Hong Kong residents and the increasing penetration of e-commerce platforms from Mainland China, sales of affordable products such as seasonal soup ingredient packages (時令湯料包) recorded a year-to-year decrease of approx. 34%.

In light of the changes in consumer pattern towards practical and ready-to-consume purchases, the Group strategically launched health supplements in capsules or essences during the year, including Ganoderma Lucidum Capsules (靈芝膠囊), Sea Cucumber Extract Capsules (海參萃取膠囊), Premium Professional Probiotics (皇牌專業益生菌), Korean G+ Pure Gastrodia Elata Powder (韓國G+純天麻粉) and Maca Red Ginseng Extract Essences (瑪卡紅參提取液). Besides, we have moved away from the old assumption that premium Chinese health products can only be purchased in bulk with high price and take significant time to prepare. In the second half of the year, the Group intensify its promotional efforts to premium products such as Premium Goji Berries (特級貢杞皇), Premium Peach Gum (特級桃膠), Premium Snow Lotus Seed (特級雪蓮子) in convenient small-pack formats. Also, we continued to innovate new products to meet the modern lifestyle, such as freeze-dried sea cucumber (凍乾海參), ready-to-drink soup (即飲湯), which are ready-to-consume after defrost and reheat. Through our small-pack and ready-to-consume innovations, these products can now be consumed conveniently and economically, enhancing accessibility and driving stronger market penetration.

To sustain market visibility and sales, the Group continuously implemented various promotional and marketing activities during the year. These included participation in retail events such as Sogo and Yata VIP Day shopping promotions and Brands and Products Expo (工展會). Moreover, the Company has actively participated in various multimedia promotional activities to enhance brand visibility and product exposure. These efforts include live streaming sales on local platforms such as HKTVmall, where interactive demonstrations and exclusive offers effectively engage consumers in real time. Additionally, the Company has leveraged online media channels, particularly Xiaohongshu (小紅書), through store visits invitation to influencers (網紅探店), enabling authentic content sharing, user-generated reviews, and targeted to reach young audiences.

In response to the uncertain market dynamics and the resulting pressure on performance, the Company will continuous to mitigate the operating cost pressures and strive for expanding its customer base, particularly attract younger consumers. This includes proactively negotiate with the Group's suppliers and landlords to secure more favorable terms, develop and launch new innovative products that better align with evolving consumer preferences, phase out underperforming or low-margin products, enhance overseas sourcing efficiency to reduce costs and strengthen training among staffs to maintain itself competitive in the industry.

Looking ahead, the Group is actively pursuing the adoption of an AI-powered marketing system. By integrating sophisticated data analytics, hyper-personalised targeting, predictive consumer insights, and automated interaction tools, we aim to elevate the shopping experience, improve customer retention, and unlock new avenues for sustainable growth amid intensifying market competition.

Money Lending

The Group's loan receivables together with accrued interest receivables decreased to approx. HK\$6.5 million as of 31 December 2025 (31 December 2024: approx. HK\$8.6 million). The decrease in amount was primarily due to repayment made by the Group's customers during FY25.

The Group expects the business environment for money lending will be challenging and difficult in the foreseeable future. Despite recent global trends show gradual stabilisation or modest declines in the interest rates, any reversal or unexpected rebound of it could lead to an increased borrowing costs to the potential customers. Additionally, the recent escalated geopolitical uncertainties, particularly ongoing conflicts in Middle East and heightened geopolitical tension between the United States and Mainland China might also impacting borrowers' demands. The Group will closely monitor the repayment pattern of our customers and formulate an action plan of recovery should the risk of default increases. Our recovery strategy involves a wide range of actions, which includes the revising of repayment terms, adding of collaterals/guarantees, reaching of settlement, the commencement of legal actions against the customers, and/or enforcement on collaterals/guarantees, etc. The Group will also be more cautious by strengthening its credit policy and risk control policy.

Investment in financial instruments

The Group will closely monitor various factors such as global economy, investment sentiment and fundamentals of investors and their future prospects and proactively adjust the portfolio in order to improve its performance. The Group will change the equity portfolio mix from time to time and realise the equities held by the Group into cash as and when appropriate.

Business Portfolio Management

The current business strategies of the Group with an aim to achieve the best use of its resources and improve its overall performance and portfolio diversification have been continuously evaluated. The Company has been actively looking for business opportunities to diversify the revenue sources of the Group in order to create shareholders' value through making investments and/or acquiring business or projects that have promising outlooks and prospects.

GROUP RESOURCES AND LIQUIDITY

As at 31 December 2025, the Group's cash and bank balances were approx. HK\$9.2 million (31 December 2024: HK\$9.7 million).

As at 31 December 2025, the Group's borrowings, convertible loan notes and straight bonds payable amounted to approx. HK\$31.4 million, HK\$15.5 million and HK\$52.0 million (31 December 2024: HK\$32.6 million, HK\$14.3 million and HK\$49.0 million), respectively, representing:

- (1) borrowings with an outstanding principal amount of approx. HK\$9.2 million (31 December 2024: HK\$10.5 million) were denominated in HK\$, which bore fixed interest rate at 10% and repayable on demand, and pledged with a subsidiary's investment in Hong Kong listed equities with carrying amount of approx. HK\$27.0 million (31 December 2024: HK\$16.6 million);
- (2) borrowings with an outstanding principal amount of approx. HK\$6.4 million (31 December 2024: HK\$8.4 million) were denominated in HK\$, which bore fixed interest rate at 8% and repayable on demand, and pledged with a subsidiary's investment in Hong Kong listed equities with carrying amount of approx. HK\$26.4 million (31 December 2024: HK\$18.4 million);
- (3) borrowings with an outstanding principal amount of approx. HK\$15.8 million (31 December 2024: HK\$13.7 million) were denominated in HK\$, bore fixed interest rate at 12% per annum and repayable on demand, and secured by share charge over issued shares of a subsidiary of the Company and guaranteed by the Company; and
- (4) convertible loan notes and bonds payable amounted to approx. HK\$15.5 million and HK\$52.0 million (31 December 2024: HK\$14.3 million and HK\$49.0 million) respectively, represented the fair value of the liability components of the 2024 Bonds (defined below) at the issue date with the addition of the effective interest calculated at 15% per annum recognised in accordance to HKFRS 9 — Financial Instruments. The 2024 Bonds are pledged with 100% of the total issued share of a subsidiary of the Company as security for the payment obligation under the 2024 Bonds (defined below) (Note).

Note: Unsecured convertible loan notes issued on 11 October 2018 was matured on 10 October 2024, with approx. HK\$72.3 million remained outstanding upon the maturity date ("2018 Convertible Bonds"). In this regard, 8% straight bonds with principal amount of approx. HK\$55.5 million and 6% convertible bonds with principal amount of approx. HK\$16.8 million were issued on 31 December 2024 ("2024 Bonds") to set off in full the outstanding amount of the principal under the 2018 Convertible Bonds. The maturity date of the 2024 Bonds would be the date falling on the day being two years from the date of issue of 2024 Bonds, e.g. 30 December 2026, the conversion price at which the convertible bonds may be converted into ordinary share of the Company is HK\$0.088 per ordinary share.

Further details of the 2024 Bonds are set out in the Company's announcements dated 19 August 2024, 9 September 2024, 20 September 2024, 8 October 2024, 8 November 2024, 15 November 2024, 22 November 2024 and 17 December 2024, and the circular of the Company dated 27 November 2024.

Gearing ratio, calculated as the total borrowings, straight bonds payable and convertible loan notes divided by total assets was approx. 79% as at 31 December 2025 (31 December 2024: 79%). As at 31 December 2025, the Group recorded total current assets of approx. HK\$118.4 million (31 December 2024: HK\$113.3 million) and total current liabilities of approx. HK\$143.4 million (31 December 2024: HK\$73.0 million). The current ratio of the Group, calculated by dividing the total current assets by the total current liabilities, was approx. 0.8 (31 December 2024: 1.6), representing a net current liabilities position of approx. HK\$25.1 million as at 31 December 2025 (31 December 2024: net current assets of HK\$40.3 million). The Group's net current liabilities position as at 31 December 2025 was primarily attributable to the maturity of the Group's bonds payable and convertible loan notes falling due within 12 months from the year-end date. The Group also recorded a net liabilities position of approx. HK\$21.0 million as at 31 December 2025 (31 December 2024: HK\$18.4 million). The Group's net liabilities position as at 31 December 2025 was primarily attributable to the operating loss incurred during the Reporting Year.

EMPLOYEES

As at 31 December 2025, the Group had approx. 76 employees and contract workers based in Hong Kong headquarters. The number of employees of the Group varies from time to time depending on operation needs and they are remunerated based on industry practices.

CORPORATE GOVERNANCE CODE

The Company recognise the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Group has adopted a corporate governance statement of policy which provides guidance on the application of the corporate governance principles on the Group, with reference to the Corporate Governance Code (the "CG Code") as set out in Part 2 of Appendix C1 of the Listing Rules.

In the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code throughout the year ended 31 December 2025, except the following:

Under the code provision C.1.7 of the CG Code, the Company should arrange insurance cover in respect of legal action against its Directors. Upon expiry of the insurance cover during the Reporting Year, no insurance cover has been arranged for the Directors since then. Up to the date of this announcement, the Company is in the progress of screening suitable insurance policies with reasonable commercial terms.

COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21 AND 3.27A OF THE LISTING RULES

Reference is made to the announcements of the Company dated 1 August 2025 and 7 August 2025 in relation to the non-compliance of Rules 3.10(1), 3.10A, 3.21 and 3.27A of the Listing Rules following the resignation of Mr. Lien Wai Hung as an independent non-executive Director and member of each of the Audit Committee, the Nomination Committee, and the Remuneration Committee of the Company with effect from 1 August 2025.

On 31 October 2025, following the appointment of Mr. Fung Wai Ching as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee of the Company, the Company has re-complied with the requirements of Rules 3.10(1), 3.10A, 3.21 and 3.27A of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix C3 to the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. All Directors have confirmed, upon specific enquiries made by the Company, that they have complied with the required standard set out in the Model Code during the year ended 31 December 2025. To ensure Directors’ dealings in the securities of the Company (the “Securities”) are conducted in accordance with the Model Code and securities code of the Company, a Director is required to notify the Chairman in writing and obtain a written acknowledgement from the Chairman prior to any dealings in the Securities.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities during the year ended 31 December 2025.

DIVIDENDS

The Directors do not recommend any dividend in respect of the year ended 31 December 2025 (year ended 31 December 2024: Nil).

AUDIT COMMITTEE

The Audit Committee had reviewed (together with the management) the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2025.

PUBLICATION OF RESULTS ANNOUNCEMENT

This results announcement is published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.healthwisehk.com.

By Order of the Board
China Healthwise Holdings Limited
Lei Hong Wai
Chairman and Executive Director

Hong Kong, 27 March 2026

As at the date of this announcement, the executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Cheung Kwok Wai Elton (Vice Chairman), Mr. Leung Alex, Ms. Lo Ming Wan and Mr. Yuan Huixia; and the independent non-executive Directors are Mr. Fung Wai Ching, Mr. Lai Hok Lim, and Mr. Tsang Chin Pang.