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ETS GROUP LIMITED

易通訊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8031)

PROFIT WARNING

This announcement is made by ETS Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to inform the shareholders (the “**Shareholders**”) and potential investors of the Company that, based on information currently available and the preliminary assessment of the unaudited consolidated management accounts of the Group for the year ended 31 December 2025 (the “**2025 Annual Results**”), the Group is expected to record a net loss attributable to owners of the Company of not less than HK\$8,000,000 for the year ended 31 December 2025 (“**FY2025**”) as opposed to a profit of approximately HK\$17,509,000 for the corresponding period in 2024 (“**FY2024**”) which comprised profits from continuing operations and discontinued operation of approximately HK\$8,409,000 and approximately HK\$9,100,000, respectively.

The turning from a net profit position in FY2024 to a net loss position in FY2025 was mainly attributable to the following reasons:

- (i) the absence in FY2025 of a one-off gain of approximately HK\$3,644,000 for the disposal of the Group’s financial services operation and the profit contribution from the discontinued financial services operation of approximately HK\$5,456,000 recorded in FY2024;

- (ii) the drop in the unaudited total revenue of the Group from continuing operations in FY2025 to approximately HK\$76,360,000 from approximately HK\$80,726,000 in FY2024; and
- (iii) the absence in FY2025 of the gain resulting from revaluation of financial assets as recorded in FY2024.

The Company is in the process of finalising the 2025 Annual Results. The information contained in this announcement is only based on a preliminary assessment by the management of the Company based on information currently available. Such information has not been reviewed by the audit committee of the Board nor have the estimated figures been audited by the auditors of the Company, and hence is subject to any adjustments if necessary.

TAKEOVERS CODE IMPLICATIONS

Reference is made to the joint announcements (the “**Joint Announcements**”) issued by the Company and Jumbo Growth Trading Limited (the “**Offeror**”) on 19 and 23 January 2026 in relation to, among other things, the mandatory unconditional cash offer to be made by DL Securities (HK) Limited for and on behalf of the Offeror to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Joint Announcements.

The profit warning included in this announcement (the “**Profit Warning**”) constitutes a profit forecast under Rule 10 of the Takeovers Code and should be reported on by the Company’s financial advisers and its auditors or consultant accountants in accordance with Rule 10.4 of the Takeovers Code. In view of the requirements of timely disclosures of the inside information under Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the Listing Rules), the Company is required to issue this announcement as soon as practicable. Given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code.

The Profit Warning set out in this announcement does not meet the standard required by Rule 10 of the Takeovers Code and Shareholders and potential investors should exercise caution in placing reliance on the forecast in assessing the merits and demerits of the Offer. The Profit Warning will be reported on in accordance with Rule 10.4 of the Takeovers Code as soon as reasonably practicable by the Company’s financial advisers and its auditors or consultant accountants and the relevant reports are expected to be contained in the Composite Document, being the next document to be sent to the Shareholders by the Company in relation to the Offer to be jointly issued by the Offeror and the Company to the Shareholders in accordance with the Takeovers Code.

WARNING

Shareholders and potential investors of the Company should note that the Profit Warning in this announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Accordingly, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company and should consult their professional adviser if in any doubt about their position.

By Order of the Board
ETS Group Limited
Tang Yiu Sing
Executive Director and
Chief Executive Officer

Hong Kong, 5 February 2026

As at the date of this announcement, the Board comprises Mr. Tang Yiu Sing as Executive Director; and Mr. Wong Kam Tai, Ms. Kwong Yuk Ying and Ms. Tsang Lee Mei as Independent Non-executive Directors.

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company’s website at www.etsgroup.com.hk.